

723481

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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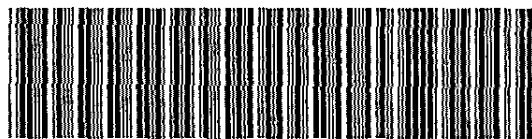
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

February 14, 2007

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

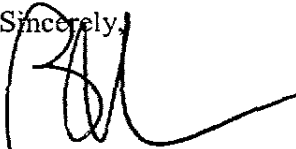
RE: Gulf Mariner Condominium Association, Inc.
Document No. 723481

Gentlemen:

Enclosed is the original of a Certificate of Consolidated and Restated Articles of Incorporation for Gulf Mariner Condominium Association, Inc., which I would appreciate your filing. I have enclosed this firm's check in the amount of \$35.00 as the fee for this service, along with a copy of the Certificate for conforming and return to me in the self-addressed envelope enclosed.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Bennett L. Rabin

BLR/gj
Enclosures

533/SecretaryState7-214

Prepared By and Return to:
Bennett L. Rabin, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue, Suite A
Oldsmar, Florida 34677

FILED
07 FEB 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONSOLIDATED AND RESTATED
ARTICLES OF INCORPORATION
OF GULF MARINER CONDOMINIUM ASSOCIATION, INC.**

This is to certify that the attached Consolidated and Restated Articles of Incorporation for Gulf Mariner Condominium Association, Inc., is a consolidation and restatement of the original Articles of Incorporation, which were filed with the Secretary of State on May 23, 1972, bearing document number 723481, and of all previously approved amendments thereto adopted in accordance with the requirements set forth in the Articles, as amended, and pursuant to F.S. Section 617.1006(3).

IN WITNESS WHEREOF, GULF MARINER CONDOMINIUM ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 1st day of FEB, 2007.

GULF MARINER CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]
OSCAR SIERRA, President

[Signature]
Signature of Witness #1
DEBI EGAN
Printed Name of Witness #1
[Signature]
Signature of Witness #2
LISA MAIDA
Printed Name of Witness #2

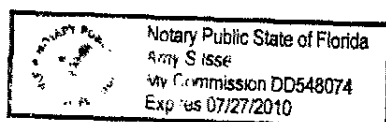
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of Feb, 2007, by OSCAR SIERRA, as President of GULF MARINER CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced personally as identification.

known to me

[Signature]
Notary Public - State of Florida at Large

My Commission Expires:



**CONSOLIDATED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF MARINER CONDOMINIUM ASSOCIATION, INC.**
a non-profit corporation

These Consolidated and Restated Articles of Incorporation of Gulf Mariner Condominium Association, Inc., consolidates and restates the original Articles of Incorporation, filed with the Secretary of State on May 23, 1972, and assigned Document Number 723481, and all previously approved amendments thereto adopted in accordance with the requirements set forth in the Articles, as amended. The Articles of Incorporation are consolidated and restated in their entirety as follows:

THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1969, and certify as follows:

ARTICLE I

The name of the Corporation shall be GULF MARINER CONDOMINIUM ASSOCIATION, INC., a non-profit corporation, and the principal office of this Corporation shall be 17580 Gulf Boulevard, Redington Shores, Florida. For convenience this Corporation shall be referred to as the Association.

ARTICLE II

PURPOSES:

The purpose for which the Association is organized is as follows:

1. A condominium known as the GULF MARINER, a condominium, is being constructed upon the following lands in Pinellas County, Florida; said lands being described more fully in the Declaration of Condominium as recorded in the Public Records of Pinellas County, Florida.
2. The documents creating the condominium provide for the ownership, operation, management, maintenance and use of 79 apartments to be constructed within the property, together with certain other improvements. This Association is organized for the purpose of providing a convenient means of administering the condominium by the owners thereof.
3. The Association shall make no distribution of income to its members, Directors or Officers.

ARTICLE III

POWERS:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:
 - A. To make and collect assessments, and to make and collect special assessments, against members to defray the costs of the condominium.
 - B. To use the proceeds of assessments in the exercise of its powers and duties.
 - C. The maintenance, repair, replacement and operation of the condominium property.
 - D. The reconstruction of improvements after casualty and the further improvements to the property.
 - E. To make and amend regulations respecting the use of the property in the condominium.
 - F. To approve or disapprove proposed purchasers and lessees in the manner provided by the Condominium Documents.
 - G. To enforce by legal means the provisions of the Condominium Documents, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the property in the Condominium.
 - H. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Condominium Documents to have approval of the Board of Directors or the members of the Association.
 - I. To pay taxes and assessments which are liens against any part of the condominium other than individual apartments and the appurtenances thereto, and to assess the same against the apartment owner subject to such liens as a common expense.
 - J. To carry insurance for the protection of unit owners and the Association against casualty and liabilities.
 - K. To pay the cost of all pest control, all power, water, sewer and other utility services rendered to the condominium and not billed to owners of individual apartments.
 - L. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.
 - M. To borrow money on behalf of the condominium when required in connection with the operation, care, upkeep and maintenance of the common elements or the acquisition of property, and granting mortgages and/or security interests in Association-owned property and/or assignment of Association assessment collection rights; provided, however, that the consent of the owners, by the affirmative vote of a majority of those voting members who are present and voting in person or by proxy, at a meeting duly called for such purpose, shall be required for the borrowing of any sum in excess of \$15,000.00.

- N. In the event of any "emergency" as defined in below, the Board of Directors may exercise the emergency powers described in this Section, and any other emergency powers authorized by Sections 617.0207, and 617.0303, Florida Statutes, as amended from time to time.
- (a) The Board may name as assistant officers persons who are not Directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.
 - (b) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.
 - (c) During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.
 - (d) Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Association shall bind the Association; and shall have the rebuttable presumption of being reasonable and necessary.
 - (e) Any officer, director, or employee of the Association acting with a reasonable belief that his actions are lawful in accordance with these emergency provisions shall incur no liability for doing so, except in the case of the willful misconduct.
 - (f) These emergency provisions shall supersede any inconsistent or contrary provisions of the governing documents during the period of the emergency.
 - (g) For purposes of this Section only, an "emergency" exists only during a period of time that the Condominium, or the immediate geographic area in which the condominium is located, is subjected to:
 - (1) a state of emergency declared by local civil or law enforcement authorities;
 - (2) a hurricane warning;
 - (3) a partial or complete evacuation order;
 - (4) federal or state "disaster area" status; or
 - (5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Condominium, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An "emergency" also exists for purposes of this Section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or other similar

event. A determination by any two (2) Directors, or by the President, that an emergency exists shall have presumptive quality.

3. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium which govern the use of the property.

ARTICLE IV

MEMBERS:

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All owners of apartments in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership. Each apartment shall be entitled to one vote.
2. Membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing a change of record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument, the new owners designated by such instrument, thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the apartment in the condominium.

ARTICLE V

1. The affairs of the Association will be managed by a Board of not less than three (3) nor more than nine (9) Directors as shall be determined by the By-Laws and in the absence of such determination shall consist of three (3) Directors.
2. Directors of the Association shall be appointed or elected at the Annual Meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

ARTICLE VI

OFFICERS:

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the Annual Meeting of the members of the Association, which officers

shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	ADDRESS
W. J. WHITE	3100 N.E. 49th Street, Ft. Lauderdale, Florida 33308-Pres.
ESTHER G. WHITE	3100 N.E. 49th Street, Ft. Lauderdale, Florida 33308-Sec.
JOE NANGLE	17580 Gulf Blvd., Redington Shores, Florida 33708-V. Pres.

ARTICLE VII

INDEMNIFICATION:

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VIII

BY-LAWS:

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS:

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the Members of the Association, and after being proposed and approved by one of such bodies, it must be approved by the other. Such approvals must be by not less than sixty-six and two-thirds (66 2/3%) percent of all the Directors and by not less than sixty-six and two-thirds (66 2/3%) percent of the representative membership, present in person or by proxy at a meeting at which a quorum has been attained at a meeting duly called for such purpose. Directors and the members not present at the meeting considering

the amendment may express their approval in writing within fifteen (15) days after such meeting, and said amendment shall be effective when recorded in the Public Records of Pinellas County, Florida.

ARTICLE X

TERM:

The term of the Association shall be the life of the condominium, unless the Association is terminated sooner in accordance with the Declaration. The Association shall be terminated by the termination of the condominium in accordance with the provisions of the Condominium Documents.

ARTICLE XI

SUBSCRIBERS:

The names and residences of the subscribers to these Articles of Incorporation who shall also constitute the first Board of Directors to hold office until successors are elected and have qualified are as follows:

NAME

ADDRESS

W. J. WHITE

3100 N.E. 49th Street, Ft. Lauderdale, Florida 33308

ESTHER G. WHITE

3100 N.E. 49th Street, Ft. Lauderdale, Florida 33308

JOE NANGLE

17580 Gulf Blvd., Redington Shores, Florida 33708