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KEVIN T. WELLS

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THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
PERSONAL INJURY
FAMILY LAW
CRIMINAL DEFENSE
CIVIL LITIGATION

727128

November 10, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 23214

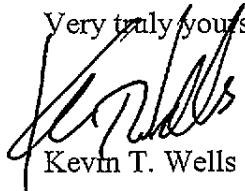
Re: Articles of Incorporation/Longboat Beach House Condominium Association, Inc.

To whom it may concern:

Please find the enclosed Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Amend
11-16-98
DAS

Very truly yours,

Kevin T. Wells

98 NOV 12 AM 11:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KTW:ls
Encl.

cc: Longboat Beach House Condominium Association, Inc. c/o Bob Wiebusch, Property and Accounting Management, Inc.

FILED

AMENDED AND RESTATED

98 NOV 12 AM 11:05

**ARTICLES OF INCORPORATION
LONGBOAT BEACH HOUSE CONDOMINIUM ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation, the unit owners of Longboat Beach House, a Condominium (herein, "the Condominium"), located in Manatee County, Florida, associate themselves as a corporation not for profit under chapter 617, Florida Statutes.

**Article 1.
NAME**

The name of the corporation shall be LONGBOAT BEACH HOUSE CONDOMINIUM ASSOCIATION, INC. (herein, "the Association").

**Article 2.
PURPOSE**

(a) PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (herein, "the Condominium Act"), for the operation of the Condominium.

(b) DISTRIBUTION OF INCOME. The Association shall issue no stock and make no distribution of income to its members, Directors or officers.

**Article 3.
POWERS**

(a) COMMON LAW AND STATUTORY POWERS. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles of Incorporation, the Bylaws of the Association, the Declaration of Condominium or the Condominium Act.

(b) SPECIFIC POWERS. The Association shall have all of the powers and duties set forth in the Condominium Act and those set forth in the Declaration of Condominium and the Bylaws of the Association, as they may be amended from time to time, including, but not limited to, the following:

(1) To make and collect assessments against members as unit owners to defray the expenses and losses of the Association.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) To maintain, repair, replace and operate the condominium property.

(4) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

(5) To reconstruct improvements after casualty and to further improve the property.

(6) To make and amend reasonable rules regarding the use and occupancy of the units and common elements of the Condominium; provided, however, that no such rule shall conflict in any regard with the rights of unit owners provided in the Declaration of Condominium.

(7) To approve or disapprove the transfer, lease, mortgage and ownership of units in Longboat Beach House, a Condominium.

(8) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association, and the rules of the Association.

(9) To contract for the management and maintenance of the condominium property and to delegate to such contractor any powers and duties of the Association, except such as are specifically required by the Declaration of Condominium of Longboat Beach House, a Condominium, these Articles of Incorporation, the Bylaws of the Association or by Condominium Act to have the approval of Directors or the membership of the Association.

(10) To employ personnel to perform the services required for proper operation of the Condominium.

(11) To enter into agreements whereby it acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use benefits of the unit owners.

(c) ASSETS HELD IN TRUST. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

(d) LIMITATION ON EXERCISE OF POWERS. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

Article 4. MEMBERS

(a) The members of the Association shall consist of all persons owning a vested present interest in the fee title to a unit in the Condominium shown by recordation of an instrument in the public records of Manatee County, Florida, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

(b) CHANGE OF MEMBERSHIP. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, a deed or other instrument establishing a change of record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated.

(c) LIMITATION ON TRANSFER OF SHARES OF ASSETS. 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 member's unit.

(d) VOTE. The owners of each unit shall be entitled to one (1) vote, as a member of the Association. If a unit is owned by the Association, no vote shall be allocated for it. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

Article 5. DIRECTORS

(a) BOARD OF DIRECTORS. The affairs of the Association shall be managed by the Board of Directors, composed as provided in the Bylaws of the Association, but in no event consisting of less than three (3) Directors.

(b) ELECTION OF DIRECTORS. Directors of the Association shall be elected at the annual meeting of members in the manner determined by the Bylaws of the Association and the Condominium Act. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association and the Condominium Act.

**Article 6.
OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

**Article 7.
INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that a settlement of the indemnification shall apply only when the Board of Directors approves 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 8.
BYLAWS**

The Bylaws of the Association may be amended in the manner provided by the Bylaws.

**Article 9.
AMENDMENTS**

(a) AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(1) The text of a proposed amendment shall be included in or with the notice of the meeting at which the proposed amendment is considered.

(2) An amendment may be proposed either by the Board of Directors or by the members who call a special meeting of the Association in the manner provided in the Bylaws. Except as elsewhere provided, such approvals must be by not less than seventy-five (75%) percent of the entire membership of the Board of Directors and by not less than seventy-five (75%) percent of the votes of the entire membership.

(b) **LIMITATION ON AMENDMENTS.** No amendment shall be made which is in conflict with the Condominium Act or the Declaration of Condominium.

(c) **CERTIFICATION.** A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Manatee County, Florida.

**Article 10.
TERM**

The term of the Association shall be perpetual.

**Article 11.
SUBSCRIBERS**

The names and addresses of the original subscribers of these Articles of Incorporation are:

Name	Address
Jack O. Snyder	2012 E. Lincoln Road Bloomington, Illinois
Harvey A. Hart	1908 E. Jackson Street Bloomington, Illinois
Charles V. Dunbar	218 Mecherle Drive Bloomington, Illinois

Article 12.
REGISTERED OFFICE AND AGENT

The registered office of the Association, until otherwise determined by the Board of Directors, shall be 2055 Wood Street, Suite 202, Sarasota, Florida 34237 and the registered agent of the Association at that office, until otherwise determined by the Board of Directors, shall be Property and Accounting Management, Inc.

FILED

98 NOV 12 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

LONGBOAT BEACH HOUSE CONDOMINIUM ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation of Longboat Beach House Condominium Association, Inc. ("the Association"), a Florida corporation not-for-profit, were adopted at the Special Meeting of the Association held May 4, 1998, by the affirmative vote of seventy-five (75%) percent of the unit owners of the Association, upon proposal by the Association Board of Directors, which is sufficient for adoption under Article 10 of the Articles of Incorporation of the Association.

DATED this 12 day of June 1998.

Witnesses:

sign [Signature]

print JERRY L. OLK

sign [Signature]

print Betty Ramesh

Witnesses:

sign [Signature]

print RICHARD P. ALBANESE

sign [Signature]

print JAMES SPICHIALLI

LONGBOAT BEACH HOUSE
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
Ken Smigielski, President
4311 Gulf of Mexico Drive, #403
Longboat Key, FL 34228

Attest: [Signature]
Jean Scharr, Secretary
4311 Gulf of Mexico Drive, #203
Longboat Key, FL 34228

(Seal)

Witnesses:

sign Diane Mahon

print Diane Mahon

sign Susan DeLuca

print SUSAN DELUCA

Witnesses:

sign Constance D. Onore

print CONSTANCE D. ONORE

sign Christine Farr

print Christine Farr

Witnesses:

sign Sherry L. Kronzer

print Sherry L. Kronzer

sign Amy Ransdell

print Amy Ransdell

STATE OF Florida
COUNTY OF Sarasota

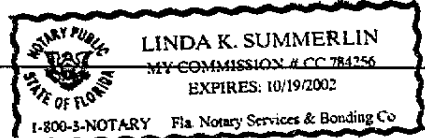
The foregoing instrument was acknowledged before me this 22 day of June, 1998 by Ken Smigielski as President and a director of Longboat Beach House Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

By: John Hertel
JOHN HERTEL, Director
4311 Gulf of Mexico Drive, # 202
Longboat Key, FL 34228

By: Ralph Atkinson
RALPH ATKINSON, Director
4311 Gulf of Mexico Drive, # _____
Longboat Key, FL 34228

By: Gene Richards
GENE RICHARDSON, Director
4311 Gulf of Mexico Drive, # 509
Longboat Key, FL 34228

NOTARY PUBLIC Linda K. Summerlin

sign 
print _____

State of _____ at Large (Seal)

My Commission expires: Aug. 20, 2001

STATE OF ~~Florida~~ Pennsylvania
COUNTY OF ~~Marion~~ Chester

The foregoing instrument was acknowledged before me this 22nd day of June, 1998 by Jean Scharr as Secretary and a director of Longboat Beach House Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Deborah K. Dickens

print Deborah K. Dickens

State of Penna. at Large (Seal)

My Commission expires: Aug. 20, 2001

NOTARIAL SEAL
DEBORAH K. DICKENS, Notary Public
New London Twp., Chester County
My Commission Expires August 20, 2001

STATE OF NJ
COUNTY OF MORRIS

The foregoing instrument was acknowledged before me this 25 day of June, 1998 by _____ as a director of Longboat Beach House Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Berna Gezerogullari

print Berna Gezerogullari

State of NJ at Large (Seal)

My Commission expires:

BERNA GEZEROGULLARI
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 2001

Berna Gezerogullari

John Hittel

L. H. HANSON

STATE OF New Jersey
COUNTY OF Middlesex

The foregoing instrument was acknowledged before me this 2nd day of July, 1998 by RALPH ATKINSON as a director of Longboat Beach House Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Gail A. Russo

print GAIL A. RUSSO
State of NEW JERSEY at Large (Seal)

My Commission expires: 4/30/99

STATE OF Georgia
COUNTY OF Fulton

GAIL A. RUSSO
NOTARY PUBLIC OF NEW JERSEY ID # 2056302
MY COMMISSION EXPIRES APR. 30, 1999

The foregoing instrument was acknowledged before me this 9th day of July, 1998 by Steve Richards as a director of Longboat Beach House Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Cristin Kandarian

print Cristin Kandarian
State of Georgia at Large (Seal)

My Commission expires:
Notary Public, Cobb County, Georgia
My Commission Expires March 27, 2002

Return to:
Kevin T. Wells, Esq.
Lobeck & Hanson, P.A.
2033 Main Street, Suite 301
Sarasota, FL 34237