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729097
THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

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

February 15, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/19/01--01072--001
*****35.00 *****35.00

Re: Certificate of Amendment
Sara-Sea Owners Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$ 35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elk
Enclosures

FILED
01 FEB 19 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 2/21/01
Amended
& restated

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

SARA-SEA OWNERS ASSOCIATION, INC.

[Substantial rewording of Articles of Incorporation. See original Articles of Incorporation and prior amendments for present text.]

FILED
01 FEB 19 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation, the unit owners of SARA-SEA CONDOMINIUM APARTMENTS (herein, "the Condominium"), located in Sarasota County, Florida, associate themselves as a corporation not for profit under Chapter 617, Florida Statutes. The original Articles of Incorporation of the Association were filed with the Office of Secretary of State on March 18, 1974, Charter Number 729097. The Declaration of Condominium was originally recorded at Official Records Book 1067, Page 1228 et seq. of the Public Records of Sarasota County, Florida.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be SARA-SEA OWNERS ASSOCIATION, INC. (herein, "the Association"). The street address of the principal office of the corporation shall be 6708 Sara-Sea Circle, Sarasota, Florida 34242. The Association Board of Directors may change the location of the principal office of the Association from time to time.

**ARTICLE II
PURPOSE**

2.1 PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as it may be amended from time to time (herein, "the Condominium Act"), for the operation and management of the affairs and property of SARA-SEA CONDOMINIUM APARTMENTS and to perform all acts provided in the Declaration of Condominium and the Condominium Act.

2.2 DISTRIBUTION OF INCOME. The Association shall be organized as a Florida corporation not for profit and as such it shall issue no stock and make no distribution of income to its members, directors or officers.

**ARTICLE III
POWERS**

3.1 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 Association Bylaws, the Declaration of Condominium or the Condominium Act.

3.2 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 of Sara-Sea Condominium Apartments (herein, "the Declaration") and the Association Bylaws, as those documents may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and the Condominium Act, including, but not limited to, the following:

- (a) To make and collect assessments against members as unit owners to defray the expenses and losses of the Association.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the condominium property, which shall include the irrevocable right of access to each Unit during reasonable hours when necessary for the maintenance, repair or replacement of any common elements or any portion of the Unit to be maintained by the Association pursuant to the Declaration or as necessary to prevent damage to the common elements or a Unit or units.
- (d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- (e) To reconstruct improvements after casualty and to further improve the condominium property.
- (f) To make and amend reasonable rules regarding the use and occupancy of the units and common elements of the Condominium.
- (g) To approve or disapprove the transfer, lease, mortgage and ownership of units in the Condominium.
- (h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws and the Association rules.
- (i) 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, these Articles of Incorporation, the Association Bylaws or by the Condominium Act to have the approval of the Board of Directors or the membership.
- (j) To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Condominium.

(k) To enter into agreements acquiring 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.

(l) To purchase a Unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

3.3 LIMITATION OF 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 Association Bylaws.

ARTICLE IV MEMBERS

4.1 MEMBERS. The members of the Association shall consist of all of the record owners of units in the Condominium shown by recordation of a deed or other instrument in the Public Records of Sarasota, Florida, and after termination of the Condominium shall consist of those who are members at the time of such termination, their successors and assigns.

4.2 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 Sarasota County, Florida, a deed or other instrument establishing title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The Association may, in its sole discretion, require the owner to provide a certified copy of the deed or other instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated automatically.

4.3 ASSETS HELD IN TRUST. All funds and the title 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.

4.4 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.

4.5 VOTE. The owner of each Unit shall be entitled to one (1) vote, as a member of the Association. The manner of exercising voting rights shall be determined by the Declaration of Condominium, these Articles and the Association Bylaws.

ARTICLE V BOARD OF DIRECTORS

5.1 BOARD OF DIRECTORS. The affairs of the Association shall be managed by a governing board called the Board of Directors, composed as provided in the Association Bylaws. In no event shall the Board consist of less than three (3) directors. A Director must be a unit owner or a spouse of a unit owner and must fulfill all other requirements of eligibility provided in the Bylaws and Declaration of Condominium.

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

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the officers designated in the Association 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 VII 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 VIII BYLAWS

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

ARTICLE IX AMENDMENTS

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

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

(b) An amendment may be proposed either by the Board of Directors or by at least twenty percent (20%) of the voting interests of the Association who call a special meeting of the Association in the manner provided in the Bylaws. Except as elsewhere provided, approval of a proposed amendment must be by the affirmative vote of not less than two-thirds (2/3rds) of the owners present, in person and by proxy, and voting at a membership meeting called in whole or in part for that purpose.

9.2 LIMITATION ON AMENDMENTS. No amendment shall be made which is in conflict with the Condominium Act or the Declaration of Condominium. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE X EXISTENCE

The term for which the Association is to exist shall be perpetual, unless dissolved according to law.

ARTICLE XI SUBSCRIBERS

The name and address of the initial subscriber to the original Articles of Incorporation is as follows:

HARVEY J. ABEL

5575 Shadow Lawn Drive
Sarasota, Florida 33581

ARTICLE XII REGISTERED OFFICE AND AGENT

The registered office of the Association shall be 6708 Sara-Sea Circle #2, Sarasota, FL 34242 and the registered agent of the Association at that office shall be June Bonney. The Board of Directors may change the registered office and registered agent from time to time as permitted by law.

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
SARA-SEA OWNERS ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Articles of Incorporation of Sara-Sea Owners Association, Inc. ("the Association"), a Florida corporation not-for-profit, were adopted at the Annual Meeting of the Association held on February 12, 2001, by the affirmative vote of not less than two-thirds (2/3rds) of the unit owners present (in person and by proxy) and voting at the membership meeting, which is sufficient for adoption under Article XI of the Articles of Incorporation of the Association.

DATED this 12 day of February, 2001.

SARA-SEA OWNERS ASSOCIATION, INC.

Signed, sealed and
delivered in the presence of:

sign: Thane E. Richmond

print: Thane E. Richmond

sign: Paige A. Flanders

print: PAIGE A. FLANDERS

By: Paul L. Wilcox
PAUL L. WILCOX, President

Signed, sealed and
delivered in the presence of:

sign: Thane E. Richmond

print: Thane E. Richmond

sign: Paige A. Flanders

sign: Paige A. Flanders

print: PAIGE A. FLANDERS

Attest: David C. Kregel
DAVID C. KREGEL, Secretary

(Corporate Seal)

Prepared by and Return to: Kevin T. Wells, Esquire
Lobeck & Hanson, P.A.
2033 Main St, #403
Sarasota, FL 34237
(941) 955-5622

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12 day of February, 2001, by PAUL L. WICKENS as President of Sara-Sea Owners Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced BY DL as identification.

NOTARY PUBLIC

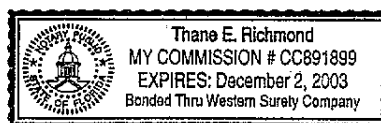
Sign:

Thane E. Richmond

Print:

Thane E. Richmond
State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12 day of February, 2001, by DAVID C. KREGER as Secretary of Sara-Sea Owners Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced MI PL as identification.

NOTARY PUBLIC

Sign:

David C. Kreger

Print:

DAVID C. KREGER
State of Florida at Large (Seal)

Thane E. Richmond

My Commission expires:

