

730448
BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 204-6492
FAX (813) 223-9620

MAILING ADDRESS:
POST OFFICE BOX 3913
TAMPA, FL 33601

August 2, 2002

ADAM LAWTON ALPERT
CARIE BETH WARRIS
MARK A. BASURTO
JOHN R. BUSH
MINDY L. CARREJA
J. RYAN CHANDLER
PATRICIA LABARTA DOUGLAS
LEIGH KELLETT FLETCHER
STEPHEN B. FRENCH
JEFFERY A. FROESCHLE
J. STEPHEN GARDNER
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A. CHRISTOPHER KASTEN, II

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ALICIA J. SCHUMACHER
H. BRADLEY STAGGS
RANDY K. STERN
GERALD C. THOMAS
JEFFREY W. WARREN
DAVID B. WILLIAMS

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

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-08/05/02--01081--007
*****35.00 *****35.00


Re: St. George Condominium Association, Inc.
Amended and Restated Articles of Incorporation

Gentlemen:


Enclosed please find two (2) original Amended and Restated Articles of Incorporation for St. George Condominium Assn., Inc. Please process the document accordingly and provide a conformed copy to our office. This firm's check in the amount of \$35.00 is enclosed to cover the filing fee.

Thank you for your assistance and cooperation.

Sincerely,


Cherie A. Moffatt
Paralegal

CAM
enclosures


GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA-PE ID
DATE corrected - pg 11 (RA)
DOC. EXAM PS

FILED
02 SEP 24 AM 10:46
TALLAHASSEE, FLORIDA

Res-
730448
PS 9/25 for
Amend/Rest.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 14, 2002

BUSH ROSS GARDNER ET AL
220 S FRANKLIN ST
TAMPA, FL 33602

SUBJECT: ST. GEORGE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 730448

We have received your document for ST. GEORGE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please correct or delete reference to being executed by the subscribing incorporators that is inconsistent with Article V. Please also reference Amended and Restated Articles of Incorporation instead of Articles of Incorporation on the last page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Corporate Specialist

Letter Number: 702A00047749

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

02 SEP 24 AM 10:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

ST. GEORGE CONDOMINIUM ASSOCIATION, INC.

(A Corporation not for Profit)

The owners of the units within St. George, a Condominium, have associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF THE CORPORATION

The name of this corporation, herein called the "Association", shall be ST. GEORGE CONDOMINIUM ASSOCIATION, INC. Its principal office and place of business shall be at Sun City Center, in the County of Hillsborough, State of Florida. The Board of Directors may from time to time move the principal office of the Association to any other address in Hillsborough County, Florida.

ARTICLE II - PURPOSES AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing association within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for ST. GEORGE, a condominium, located in Sun City Center, Hillsborough County, Florida.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, except as

otherwise limited, if at all, by these Amended and Restated Articles and all powers and duties reasonably necessary to administer, govern, and maintain the condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and for the operation 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 all condominium property.

(d) To purchase insurance upon condominium property and all properties. The Association shall maintain insurance for the protection of the Association.

(e) To improve the condominium property further and, after casualty, to reconstruct improvements.

(f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of units as may be provided by the Declaration of Condominium and by the By-laws of the Association.

(g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Amended and Restated Articles, the By-laws of the Association and the regulations for the use of the property of the condominium.

(h) To contract for the management of the condominium, including maintenance, repair, replacement and operation of any and all of the condominium properties and to delegate to a

management contractor or contractors all powers and duties of this Association to the extent permitted by law.

(i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real or personal property, whether or not contiguous to the lands of each condominium intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(j) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

(k) To encumber, lease or grant other possessory or use interests in any and all property which the Association may acquire or control, including but not limited to any recreational facilities.

(l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the laws of the State of Florida with regard to maintenance of records.

(m) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(n) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(o) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(p) To enact and enforce rules and regulations concerning the use and enjoyment of the common elements and of the Property owned or controlled by the Association.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in; any contract or transaction of this Association, provided that the fact that the director or such firm or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof. No contract or other transaction between this Association and any other such person, firm, or corporation; and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - MEMBERSHIP

Section 1. The members of the Association are those persons holding record title to units in St. George, a Condominium, as evidenced by the Official Records of Hillsborough County, Florida. At such time as the deed to a unit is recorded, the owner thereof shall become a member.

Section 2. This membership shall be a prerequisite to exercising any rights as a member. A membership may be held by more than one person or by a Corporation, association, partnership, or trust, in the same manner as title to the family unit. However, collectively there shall be only one membership per unit.

Section 3. Upon transfer or conveyance of title, the transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the unit, subject to a lien thereon for all undischarged assessments, charges and expenses. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership.

Section 4. All annual and special meetings of the Association shall be held in Hillsborough County, Florida, or at such other place as may be permitted by law and from time to time as fixed by the Board of Directors and designated in the notices of the meetings.

Section 5. Annual meetings of the members of the Association shall be held at such date, time and place as may be determined by the Board of Directors. Notice of the meeting, which shall include an agenda, shall be hand delivered to each member or sent by first-class mail to each member to the address last provided by the member in writing to the Association or to their condominium unit within St. George Condominium at least fourteen (14) days prior thereto.

Section 6. Special meetings of the members may be called by the president of the Association or upon petition signed by ten percent (10%) of the members. No business shall be transacted at any special meeting of the members, except as stated in the notice thereof. Notice of all special meetings shall be given by the secretary to the members or if the secretary shall fail to do so, by the president or by the Board, not less than fourteen (14) nor more than forty-five (45) days

prior to the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices deposited in the United States mail, postage prepaid with the prescribed postage or in lieu of mailing, delivered by hand to the members shall suffice.

Section 7. Members present in person or represented by proxy entitled to cast one-third (1/3) of the votes of all members of the Association, shall constitute a quorum. At each meeting of the members, the president or in the absence of the president, the vice president and in the absence of the president and vice president, the secretary shall preside at the meeting. In the absence of the president, vice president and secretary, the members shall select a chairperson.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - OFFICERS

Section 1. The officers of the Association shall consist of a president, one or more vice presidents, a secretary, a treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time.

Section 2. Officers of the Association shall be elected at each organizational meeting of the Board of Directors which shall follow the annual meeting of the members, but no later than ten (10) days thereafter. Officers shall hold office at the pleasure of the Board. Any Officer may be removed at any meeting of the Board by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of five (5) persons, each of whom shall be a member of the Association.

Section 2. At the expiration of the term of each Director, his successor shall be elected by the members of the Association to serve for a term of three (3) years. A director shall hold office until his or her successor has been elected or appointed and qualified.

Section 3. Directors may be removed with or without cause, by a two-thirds (2/3) vote of the membership at any annual meeting of the members or any special meeting of the members duly called therefore.

Section 4. In the event of a vacancy on the Board by reason of death, resignation, or otherwise, a majority of the Board is authorized to fill the vacancy by appointment for the duration of the term. If, after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called special meeting of the members.

Section 5. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place provided that Notice is given and that a quorum is present. Special meetings of the Board may be called by the president, secretary, or by a majority of the Board upon notice by telegram, in person, in writing or by United States mail to each director sent at least forty-eight (48) hours prior to the date of the meeting. A majority of the directors, by waiving notice of a special meeting or by consenting to or by all Directors taking any action in writing, may cause such action to be taken without a formal meeting.

ARTICLE VII - BY-LAWS

The By-laws of the Association may be amended, altered, modified, or rescinded by the action or approval of the members of the Association, except that any such change of the By-laws shall not affect the rights or interests of the mortgagees of any condominium, property or unit without the written consent of the mortgagee, to the extent such written consent may be required by the mortgagee. The manner of altering, modifying, amending or rescinding the By-laws shall be provided for in the By-laws.

ARTICLE -VIII - AMENDMENTS TO THESE Amended and Restated Articles

Section 1. Amendments to these Amended and Restated Articles of Incorporation shall be proposed by a resolution adopted by a two-thirds (2/3) vote of the Board of Directors. The resolution shall then be presented to the membership of the Association. A two-thirds (2/3) vote of the membership cast at a duly called meeting shall be necessary to amend the Amended and Restated Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No Amendment shall be made that is in conflict with the Declaration of Condominium.

ARTICLE IX - VOTING

Section 1. Each member shall be entitled to one vote. However, there shall be only one vote per unit. Any unit owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote.

Section 2. Votes may be cast either in person, or by proxy whom may be but need not be a member of the Association. All proxies must be in writing and filed with the secretary prior to the start of the meeting.

Section 3. The presence in person or by proxy of at least thirty per-cent (30%) of membership shall constitute a quorum.

Section 4. Cumulative voting is prohibited.

ARTICLE X - 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 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 of the Association 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 in the event of a settlement and reimbursement as being for the best interest 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 XI - ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors or officers. The Association may pay compensation in a reasonable amount to its members, directors or officers

for services rendered, and may confer benefits upon its members in conformity with its purposes. The Association upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Amended and Restated Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Amended and Restated Articles or of the By-laws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

Pursuant to Section 49.091, Florida Statutes, L.E. WILSON & ASSOCIATES, INC., is appointed as registered agent for service of process upon ST. GEORGE CONDOMINIUM ASSOCIATION, INC.

The undersigned, having been designated as registered agent for service of process within the State of Florida upon ST. GEORGE CONDOMINIUM ASSOCIATION, INC., at the place designated in Article XIII of the foregoing Amended and Restated Articles of Incorporation, does hereby accept the appointment as such agent for ST. GEORGE CONDOMINIUM ASSOCIATION, INC.

IN WITNESS WHEREOF, The undersigned registered agent has signed this 18 day of September, 2002.

L.E. WILSON & ASSOCIATES, INC

By: [Signature]
Lou Ellen Wilson, its President

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Amended and Restated Articles of Incorporation to be executed this 18 day of September, 2002.

[Signature] (SEAL)
PATTY BRANDT, President

[Signature] (SEAL)
ROBERT BUSH, Secretary

____ (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME the undersigned authority personally appeared PATTY BRANDT and ROBERT BUSH, President and Secretary, respectively of the St. George Condominium Association, Inc. and after being duly sworn, on oath, severally acknowledged and executed the same under the authority duly vested in them by said corporation, and that the seal affixed thereto is a true corporate seal of said corporation.

WITNESS MY HAND and official seal in the county and state last aforesaid this 18 day of September, 2002.

[Signature]
NOTARY PUBLIC, State of Florida
Print [Signature]
KATHY E. TRIMMER
MY COMMISSION # CC 994877
EXPIRES: January 21, 2005
Bonded Thru Notary Public Underwriters

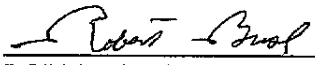
Prepared by and return to:
Steven H. Mezer, Esquire
Bush Ross Gardner Warren & Rudy, P.A.
Post Office Box 3913
Tampa, FL 33601

**CERTIFICATE OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ST. GEORGE CONDOMINIUM ASSOCIATION, INC.**

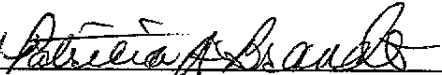
We, PATTY BRANDT, as President and ROBERT BUSH, as Secretary, of St. George Condominium Association, Inc. do hereby affirm and certify that at the annual meeting held on January 18, 2002 at the Sandpiper Room, Town Hall Complex, Sun City Center, Florida the Amended and Restated Articles of Incorporation attached hereto were approved by a two-thirds (2/3) vote of the membership cast and that said vote is a sufficient affirmative vote to pass an amendment pursuant to the Articles of Incorporation for St. George Condominium Association, Inc. and as a result thereof and proper notice having been given, said Amended and Restated Articles of Incorporation were duly adopted as stated herein.

IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of the corporation, this 18
day of September, 2002 at Sun City Center, Hillsborough County, Florida.

ST. GEORGE CONDOMINIUM
ASSOCIATION, INC.



ROBERT BUSH, Secretary

By: 

Patty Brandt, President

CORPORATE SEAL

Condominium Plats pertaining hereto are recorded in
Condominium Plat Book 1, Page 60, et seq. and the
Declaration of Condominium is recorded in O.R. Book 2945,
Page 957 et. seq. Official Records of Hillsborough County,
Florida.

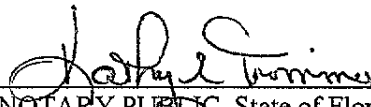
CODING: The full text to be amended is as stated: new words to be inserted are underlined, words to be deleted
are ~~lined through~~.

Page Two - Certificate of Amendment
Articles of Incorporation
St. George Condominium Association, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority personally appeared PATTY BRANDT and ROBERT BUSH, President and Secretary, respectively of the ST. GEORGE CONDOMINIUM ASSOCIATION INC., and after being duly sworn, on oath, severally acknowledge executed the same under the authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS MY HAND and official seal in the county and state last aforesaid, this 18 day of September, 2002.



NOTARY PUBLIC, State of Florida at Large

Print Name: _____

My Commission _____



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