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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

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TO

Secretary of State

FROM

Scott Brannard

ER(S), (if known):

Scott Brannard gave

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Authorization Correct

ment #)

year of adoption. 5/14

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VS MAY 15 1998

**ARTICLES OF RESTATEMENT
OF
CLEARWATER POINT SWIM CLUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLEARWATER POINT SWIM CLUB, INC., a Florida Corporation not for profit, hereby files these Articles of Restatement, and certifies as follows:

1. These Articles restate the Articles of Incorporation filed with the Department of State on December 9, 1976, as amended by Articles of Amendment filed with the Department of State on December 4, 1986.

2. These Articles were adopted by the directors of the Corporation by a vote of at least a majority of the directors at a duly called meeting of the directors at which a quorum was present.

3. These Articles incorporate the amendments to the Articles of Incorporation filed with the Department of State on December 4, 1986, along with amendments adopted by a vote of at least a majority of the directors of the Corporation at a duly called meeting of the directors at which a quorum was present held on November 25, 1992, and by a vote of more than fifty (50%) percent of the membership of the Corporation at a special meeting of the membership at which a quorum was present on February 24, 1998, which vote was sufficient for adoption pursuant to the Articles of Incorporation.

4. The Articles of Restatement are as follows:

ARTICLE I

The name of the corporation shall be CLEARWATER POINT SWIM CLUB, INC. (the "Corporation").

ARTICLE II

The purposes for which the Corporation is organized shall be to acquire recreational facilities, and to hold, operate and maintain such properties and to exercise any other rights of ownership in relation thereto for the benefit of the members of the Corporation and nor for pecuniary profit. The Corporation shall have all powers and responsibilities of a corporation not for profit as set forth in these Articles, in the Corporation's Bylaws, and as provided by law, including Chapter 617, Florida Statutes, as it now exists or may hereafter be amended from time to time. If any power or authority found in Chapter 617 is effective only if the same has been set forth in the Articles of Incorporation, then this paragraph shall be considered to have set forth in these Articles such power or authority.

ARTICLE III

As used in these Articles and the Bylaws of this Corporation:

- (1) The term "person" shall mean person or entity.
- (2) The term "Unit" shall mean a condominium unit or parcel.
- (3) Any gender shall include all genders.

ARTICLE IV

(1) The Corporation shall not have more than 465 memberships. A member shall be the owner of a membership and, in the event that any person owns more than one membership, such person shall be as many members as the number of memberships which such person owns.

(2) The membership of this Corporation is as follows: Members of the Corporation shall consist of the owners of Units in the condominiums in Pinellas County, Florida, now known as Clearwater Point 1, 2, 3, 4, 5, 7 and/or 8. Each membership may be transferred, either initially or in successive transfers, to any owner of the Unit with which the particular membership is identified; or to the Condominium Association of such condominiums provided that the number of memberships transferred to the Association is equal to the number of Units represented by the Association. Except for the Condominium Association for the Unit, a membership[cannot be owned by any other person other than the owner (or, if there be more than one, at any time, all the owners) of the Unit with which the membership[is identified. No Unit owner who becomes a member shall be liable for the obligations of membership accruing after his Unit ownership has been transferred to a successor to whom his membership is transferred, if he ceases to be a member and if such transfer is to a person who is qualified to own such membership in accordance with the foregoing provision of this Articles and if such transfer is not in violation of this Article.

(3) When any member who is a Unit owner ceases to be a Unit owner, such member's membership shall, automatically and without any separate instrument of transfer, be transferred to the person who has succeeded to or acquired the ownership of that Unit, if such person is a person to whom that membership may be transferred as provided hereinabove in this Article. This section shall apply pro tanto when any member who is a Unit owner owned less than all of the interest in his Unit and ceases to own all of the interest he previously owned in his Unit.

(4) Notwithstanding Section 3 hereof, no membership may be transferred which its dues are delinquent.

(5) A membership may not be initially transferred to a Unit owner unless there shall be included in such Unit owner's deed or in a separate recordable instrument executed and acknowledged by such Unit owner and delivered to the Corporation, provisions approved by the Corporation or its counsel (which approval shall not be unreasonably withheld) which state that the obligations of the membership identified with the Unit shall run with the title to such Unit and shall be in continuing servitude and encumbrance upon and against such Unit which shall be enforceable against the persons who or the Unit owners of the Unit from time to time, but that a Unit owner and his Unit shall not be charged with obligations accruing before he took title to his Unit, or obligations pertaining to a membership which was never effectively transferred to him.

(6) Except as may result from transfers permitted by this Article, no member may voluntarily resign, withdraw or otherwise terminate his membership.

(7) The Directors may authorize the issuance of certificates to evidence any membership[or memberships, and such certificates may include notice of any of the provisions of these Articles and the Bylaws.

(8) If any membership is hypothecated in violation of the provisions of this Article, no valid claim or ownership to that membership shall result from such hypothecation. If any membership is purported to be transferred in violation of the provisions of this Article to a person other than a person who is qualified to own such membership in accordance with the provisions of this Article, such purported transfer shall be null and void and the person purporting to make the transfer shall cease to be a member but he (and not future owners of his Unit) shall remain liable for the obligations of such membership thereafter accruing to the extent to which he would have been so liable had he remained the owner of such membership.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The officers of the Corporation shall be the President, one or more Vice Presidents, the Treasurer, the Secretary who shall each be elected for a term of one year, or until his successor is duly elected and qualified, by the Board of Directors at their annual meeting. The Board of Directors may also elect one or more assistant officers.

ARTICLE VII

(1) The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) persons. The exact number of directors, and the manner in which the directors shall be elected shall be set forth in the Bylaws.

(2) The Board of Directors shall be empowered to exercise all rights and responsibilities of the Corporation set forth herein, in the Bylaws or as provided by law, except those rights or responsibilities which are or have been expressly reserved to the Members in these Articles, in the Bylaws or by law.

ARTICLE VIII

The By-laws of the Corporation shall be made, altered or rescinded only by the affirmative vote of more than fifty percent (50%) of those Members who actually cast their votes at a meeting of the Members at which a quorum has been established.

ARTICLE IX

Amendments to these Articles of Incorporation shall be first proposed by the Board of Directors and then adopted by the Members in the following manner. The Board of Directors, by a majority vote and without the need for application by any of the Members, may adopt proposals to amend these Articles of Incorporation; but upon written application made by ten percent (10%) of the Members setting forth a proposed amendment, the Board shall propose such amendment. Amendments proposed by the Board of Directors shall be submitted to the Members at any annual or special meeting of the Members called for such purpose. Any such proposal shall be effective to amend these Articles, if it receives the affirmative vote of more than fifty percent (50%) of those members who actually cast their votes.

ARTICLE X

Notwithstanding Articles VIII and IX, no change shall be made in the By-laws or Articles of Incorporation which changes any right, privilege or immunity provided to any Member, as distinguished from other Members, unless such member consents to such change; and no change shall be made in this Article without the consent of all the Members.

ARTICLE XI

The corporation may not be liquidated except upon the affirmative vote of 75% of all Members of the corporation.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Restatement this 21st day of April, 1998.

CLEARWATER POINT SWIM CLUB, INC., a Florida
Corporation not for profit

By: Clifford C. Albrecht
Clifford C. Albrecht, President