

748061

DANIEL J. LOBECK
MARK A. HANSON
KEVIN T. WELLS
DANIEL A. HOFFMAN
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
FAX (941) 951-1469

THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

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

June 7, 2001

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

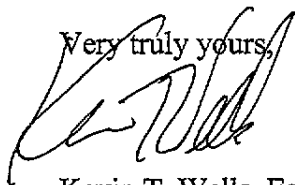
Re: Certificate of Amendment
Baywood Colony Southwood Condominium Association, Inc.

100004397821--1
-06/11/01--01118--023
*****35.00 *****35.00

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 AUG 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

T BROWN SEP - 6 2001

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June 28, 2001

Florida Secretary of State
Division of Corporations
Attn: Ms. Teresa Brown, Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

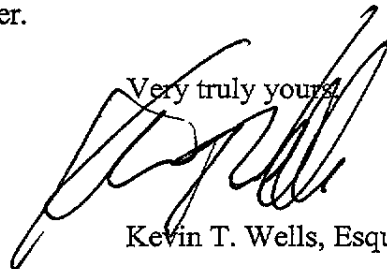
Re: Certificate of Amendment
Baywood Colony Southwood Condominium Association, Inc.

Dear Ms. Brown:

Pursuant to your letter dated June 25, 2001, please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation which have been corrected to reflect the full legal name of the corporation.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elk
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 25, 2001

KEVIN T. WELLS, ESQ.
LOBECK & HANSON
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237

SUBJECT: BAYWOOD COLONY SOUTHWOOD APARTMENTS I
CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 748061

We have received your document for BAYWOOD COLONY SOUTHWOOD APARTMENTS I 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):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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) 487-6050.

Teresa Brown
Corporate Specialist

Letter Number: 101A00038325



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2001

KEVIN T. WELLS, ESQ.
LOBECK & HANSON
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237

SUBJECT: BAYWOOD COLONY SOUTHWOOD APARTMENTS I
CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 748061

We have received your document for BAYWOOD COLONY SOUTHWOOD APARTMENTS I 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):

The name of the entity must be identical throughout 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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 901A00042482

DANIEL J. LOBECK
MARK A. HANSON
KEVIN T. WELLS
DANIEL A. HOFFMAN
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
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CIVIL LITIGATION

August 28, 2001

Florida Secretary of State
Division of Corporations
Attn: Ms. Teresa Brown, Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

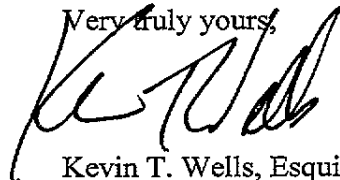
Re: Certificate of Amendment
Baywood Colony Southwood Condominium Association, Inc.

Dear Ms. Brown:

Pursuant to your letter dated July 20, 2001, please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation which have been corrected to reflect the full legal name of the corporation.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elk
Enclosures

CERTIFICATE OF AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
BAYWOOD COLONY SOUTHWOOD APARTMENTS I
CONDOMINIUM ASSOCIATION, INC.**

FILED
01 AUG 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We hereby certify that the attached amendments to the Articles of Incorporation of Baywood Colony Southwood Apartments I Condominium Association, Inc. were duly adopted at an annual membership meeting of Baywood Colony Southwood Apartments I Condominium Association, ("the Association") held on January 16, 2001, by the affirmative vote of not less than fifty-one percent (51%) of the membership, pursuant to Article 11 of the Articles of Incorporation. The original Declaration of Condominium of Baywood Colony Southwood Apartments I, a Condominium, was recorded at Official Records Book 1379, Page 1975 et seq., the original Declaration of Condominium of Baywood Colony Southwood Apartments II, a Condominium, was recorded at Official Records Book 1379, Page 2035 et seq., the original Declaration of Condominium of Baywood Colony Southwood Apartments III, a Condominium, was recorded at Official Records Book 1428, Page 572 et seq., and the original Declaration of Condominium of Baywood Colony Southwood Apartments IV, a Condominium, was recorded at Official Records Book 2183, Page 2547 et seq., all of the Public Records of Sarasota County, Florida.

DATED this 10 day of August, 2001.

Signed, sealed and
delivered in the presence of:

BAYWOOD COLONY SOUTHWOOD
APARTMENTS I CONDOMINIUM
ASSOCIATION, INC.

sign: Kathryn Foster-Martin

print: Kathryn Foster-Martin

sign: Stacie Bongiovanni

print: Stacie Bongiovanni

sign: Gwen Bongiovanni

print: GWEN BONGIOVANNI

sign: Margaret Suarez

print: MARGARET SUAREZ

By: Joseph Augeri
Joseph Augeri, President

(Corporate Seal)

By: Elizabeth D. Walser
ELIZABETH D. WALSER, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

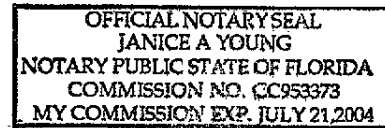
The foregoing instrument was acknowledged before me this 10 day of August, 2001, by Joseph Augeri as President of Baywood Colony Southwood Apartments I Condominium Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me, or has produced _____ as identification.

NOTARY PUBLIC

sign Janice A. Young

print JANICE A. YOUNG
State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

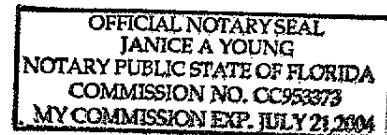
The foregoing instrument was acknowledged before me this 10 day of August, 2001, by _____ as Secretary of Baywood Colony Southwood Apartments I Condominium Association, Inc., a Florida corporation, on behalf of the corporation. She/He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Janice A. Young

print JANICE A. YOUNG
State of Florida at Large (Seal)

My Commission expires:



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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYWOOD COLONY SOUTHWOOD APARTMENTS I
CONDOMINIUM ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation for present text.]*

By these Articles of Incorporation the unit owners of BAYWOOD COLONY SOUTHWOOD APARTMENTS, A CONDOMINIUM (herein, "the Condominium"), formerly known as Baywood Colony Southwood Apartments I, a Condominium, Baywood Colony Southwood Apartments II, a Condominium, Baywood Colony Southwood Apartments III, a Condominium and Baywood Colony Southwood Apartments IV, a 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 in the Office of the Secretary of State on July 12, 1979, Charter Number 748061, and were recorded at Official Records Book 1379, Page 2000 et seq. of the Public Records of Sarasota County, Florida.

ARTICLE 1.
NAME

The name of the Corporation shall be BAYWOOD COLONY SOUTHWOOD APARTMENTS I CONDOMINIUM ASSOCIATION, INC. (herein, "the Association"), formerly known as Baywood Colony Southwood Apartments I, Condominium Association, Inc.

ARTICLE 2.
PURPOSE

2.1 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 BAYWOOD COLONY SOUTHWOOD APARTMENTS, a Condominium, located at 1601-1747 Southwood Street, Sarasota, Florida 34231.

2.2 Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.

ARTICLE 3.
POWERS

The powers of the Association shall include and be governed by the following provisions:

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 or the Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes, as amended from time to time (herein, the "Condominium Act") and those set forth in the Declaration of Condominium and the Bylaws of the Association, if not inconsistent with the Condominium Act, including, but not limited to, the following:

- a. To make and collect assessments against its 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, lease, repair, replace, and operate the common elements and condominium property.
- 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 further improve the condominium property.
- f. To make and amend reasonable rules respecting the use and occupancy of the units and common elements of the Condominium; provided, however, that no such rule or amendment shall conflict in any regard with the rights of unit owners provided in the Declaration of Condominium.
- g. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium.
- h. 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.

- i. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and restrictions of the Association except such as are specifically required by the Declaration of Condominium or a management contract to have the approval of the Board of Directors or the membership of the Association.
- j. To employ personnel to perform the services required for proper operation of the Condominium.
- k. To acquire and enter into agreements acquiring leaseholds, memberships or other possessory or use interests in land or facilities including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.
- l. To acquire by purchase or otherwise condominium parcels of the Condominium.

3.3 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.

3.4 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 and the Bylaws of the Association.

ARTICLE 4. MEMBERS

4.1 Members. The members of the Association shall consist of all of the record owners of units in the Condominium 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 Board may, in its sole discretion, require a certified copy of a Deed or other instrument be provided. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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.

4.4 Voting. 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 Bylaws of the Association.

ARTICLE 5. DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed by the Board consisting of not less than three (3) Directors, with the exact number of Directors as stated in the Bylaws. 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. The members of the Board of Directors have a fiduciary duty to the members of the Association.

5.2 Election of Directors. Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

ARTICLE 6. OFFICERS

The affairs of the Association shall be administered by officers designated in the Bylaws of the Association. 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, every officer of the Association and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and all liabilities, including trial and appellate 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, officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a Director, officer or is serving at the time such expenses and liabilities are incurred, except when the Director, officer or member is adjudged guilty (or a withholding of adjudication is entered

after a plea of guilty or no contest) of an act or omission to act which is material to the cause of action and which constitutes:

- a. A violation of the criminal law. Unless the Director, officer or member had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- b. A transaction from which the Director, officer or member derived an improper personal benefit; or
- c. Willful misconduct or a conscious disregard for the best interests of the Condominium Association in a proceeding by or in the right of the Condominium Association to procure a judgement in its favor or in a proceeding by or in the right of a member of the Association;

provided that in the event of a settlement 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, officer or member may be entitled.

ARTICLE 8. BYLAWS

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

ARTICLE 9. AMENDMENTS

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

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

9.2 Proposal and Approval. An amendment may be proposed either by the Board of Directors or by thirty percent (30%) of the members of the Association. Except as elsewhere provided, such approvals must be by not less than fifty-one percent (51%) of the membership of the Association.

9.3 Limitation on Amendments. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without the approval by all members. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 Certification. Each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Sarasota 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 as follows:

NAME	ADDRESS
W. Dewey Kennell	5800 Tidewood Avenue Sarasota, Florida 33581
Evelyn G. Taylor	2340 Valencia Drive Sarasota, Florida 33579
William H. Jobes, Jr.	5037 Ocean Blvd., Suite A Sarasota, Florida 33581

**ARTICLE 12.
REGISTERED OFFICE AND AGENT**

The registered office of the Association, until otherwise determined by the Board of Directors, shall be 5766 Bronx Ave., Suite A, Sarasota, Florida 34231, and the registered agent of the Association at that office, until otherwise determined by the Board of Directors, shall be Management Concepts of Sarasota County, Inc.