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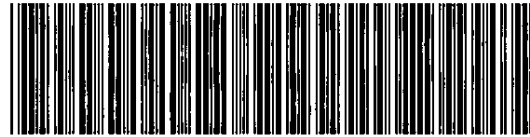
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14 MAY 20 PM 3:13

CC
Amended/Restated
@ 6.3.14

CHAD M. MCCLENATHEN, P.A.

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May 15, 2014

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Fairway Bay Association, Inc.

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAIRWAY BAY ASSOCIATION, INC.**

FILED
14 MAY 20 PM 3:13
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA

WHEREAS, the Articles of Incorporation for Fairway Bay Association, Inc. were filed with the Florida Department of State on October 13, 1981, and

WHEREAS, the Articles of Incorporation were amended in 1982, 1989 and 1992 by instruments filed with the Florida Department of State, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles except for the existing indemnification provisions that are set forth in Article XII, and

WHEREAS, not less than a majority of the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on March 20, 2014, and

WHEREAS, the amendments, and these Amended and Restated Articles of Incorporation, were approved by not less than majority of the total voting interests of the membership at a duly noticed and convened membership meeting held on April 28, 2014, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Fairway Bay Association, Inc.

**ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Fairway Bay Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be 2018 Harbourside Drive, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of a condominium known as Fairway Bay, a Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act.

**ARTICLE III
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provision of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the Association.

**ARTICLE IV
MEMBERS**

All persons owning legal title to any of the condominium units of the Condominiums, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the record legal title terminates.

After the Association approves of a conveyance of a unit as provided in the Declaration of Condominium, the new unit owner shall deliver to the Secretary a copy of the recorded deed or other instrument of conveyance.

ARTICLE V VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 2018 Harbourside Drive, Longboat Key, Florida 34228, and the registered agent at such address shall be Cheri Johnson. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

ARTICLE VIII EXISTENCE

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

ARTICLE IX BOARD OF DIRECTORS

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

ARTICLE X BYLAWS

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in the Bylaws.

ARTICLE XI AMENDMENTS

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

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the total voting interests of the members of the Association.
- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting at which a quorum was attained and in no event by less than seventy-three (73) voting interests.
- D. 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 XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.
- B. **Expenses.** To the extent that a director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- C. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.
- D. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- E. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.
- F. **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 9 day of May, 2014

Fairway Bay Association, Inc.


By: Ron Sten, President