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Reply To:
ST. PETERSBURG
bp@becker-poliakoff.com

March 13, 2001

Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Articles of Amendment to the Articles of Incorporation of Pelican Bay
Yacht Club Condominium, Building B, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles Amendment to the Articles of Incorporation of Pelican Bay Yacht Club Condominium, Building B, Inc., and a copy of same to be stamped and returned to this office. Please also find a check in the amount of \$35.00, your recording fee, and a return envelope for our copy of the document.

If you should have any questions, please do not hesitate to contact this office.

Yours truly,

ELLEN HIRSCH de HAAN
For the Firm

01 MAR 22 PM 1:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

01 MAR 22 AM 11:22

DIVISION OF CORPORATIONS

EHD/sdk
Enclosure

P04079-14135

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-03/26/01--01005--023
*****35.00 *****35.00

Per Sheila -
OK to Retitle
Amend + Restated
Art. ID listed are
+ Board

Amend

Spayne

FILED

01 MAR 22 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING B, INC.

AMENDED AND RESTATED OCTOBER 14, 2000

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I.
Name

The name of the corporation shall be PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING B, INC. For convenience the corporation shall be referred to in this instrument as the Association.

II.
Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING B, according to Declaration of Condominium now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

III.
Power

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

3.1 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.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except, where permissible by law, as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to

time, including but not limited to the following:

- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium, and to account to each member for assessments against that member's apartment.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the property of the condominium, including easements.
- d. The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.
- f. To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Declaration of Condominium; provided, however, that all such regulations and their amendments shall be approved by not less than sixty-six and 2/3 per cent of the votes of the membership of the Association present and voting, in person or by proxy at a duly called meeting thereof provided that at least a quorum of the membership is present at said meeting before such shall become effective.
- g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- h. To contract for the management and maintenance of the condominium properties 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 maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- i. To employ personnel to perform the services required for proper operation of the condominium.
- j. In no event shall the members of a particular condominium be charged

with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, or other-areas used in common by more than one condominium.

3.3 All funds and, titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

IV. Members

4.1 The members of the Association shall consist of all of the record owners, by deed or otherwise, of condominium apartments in PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING B; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established, after receiving approval of the Association required by the Declaration of Condominium, by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

4.5 The terms "apartment" and "apartment owners" or "owners" shall have the same meaning as "unit" or "owner" as same are defined in the Condominium Act.

V. Directors

5.1 The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors. Directors must be members of the Association.

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

5.3 The Developer is no longer entitled to elect any members of the Board; all directors are elected by the membership.

5.4 Transition took place many years ago.

5.5 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Names	Addresses
F. E. Felix, Jr.	200 St. Andrews Drive Belleair, Florida 33516
B. D. Hillegas	1600 Royal Palm Drive South St. Petersburg, Florida 33707
J. L. Jackson	1600 Royal Palm Drive South St. Petersburg, Florida 33707

5.6 The Board of Directors shall be responsible for electing one or more members of the Association to serve as a member on the Board of Directors of Pelican Bay Yacht Club Property Owners Association, Inc., as provided in the Articles of Incorporation and Bylaws of said Association. The election shall be by a majority vote of the Board.

VI. Registered Agent and Office

The Board of Directors shall have the authority to change the registered office and registered agent from time to time.

VII. Officers

The affairs of the Association shall be administered by the officers designated in the 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. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	P. E. Felix, Jr.	200 St. Andrews Drive Belleair, Florida 33516
Vice President	B. D. Hillegas	1600 Royal Palm Drive South St. Petersburg, Florida 33707
Secretary	J. A. Byerly, Jr.	600 Grant Street Pittsburgh, Pennsylvania 15230
Treasurer	J. L. Jackson	1600 Royal Palm Drive South St. Petersburg, Florida 33707

VIII. 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 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 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 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.

IX. Bylaws

The Bylaws of the Association shall be altered, amended or rescinded in the manner provided by the Bylaws.

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

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

a. Such approvals must be by not less than sixty-six and 2/3 per cent of the entire membership of the Board of Directors and by not less than sixty-six and 2/3 per cent of the votes of the membership of the Association present and voting, in person or by proxy at a meeting at which a quorum is present; or

b. By not less than seventy-five per cent of the votes of the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of paragraph III, without approval in writing by all members and the joinder of all owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

XI.
Term

The term of the Association shall be perpetual.

XII.
Subscribers

The names and addresses of the subscribers of this Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
F. E. Felix, Jr.	315 Belle Isle Avenue, Belleair Beach, Florida 33535
B. D. Hillegas	6602 Blue Heron Drive, St. Petersburg, Florida 33707
J. L. Jackson	6311 Pelican Creek Crossing, St. Petersburg, Florida 33707

IN WITNESS WHEREOF, the undersigned have affixed their signatures this 3rd day of March, A.D. 1983.

/S/
F.E. Felix

/S/

B.D. Hillegas

_____/S/_____
J.L. Jackson

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared F. E. Felix, JR., B.D. HILLEGAS and J.L. JACKSON, who, after being duly sworn, acknowledges that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 3rd day of March, A.D. 1983.

_____/S/_____
Notary Public
My Commission Expires:

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING B, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporations adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (See attached)

SECOND: The date of adoption of the amendment was OCTOBER 14, 2000
2000.

THIRD: Adoption of amendment:

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

(SEAL)

PELICAN BAY YACHT CLUB
CONDOMINIUM, BUILDING B, INC.

BY: [Signature]
Fred Gibbs, President

Name Printed: FRED GIBBS

DATED 11-1-, 2000

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Fred Gibbs known to be the President of Pelican Bay Yacht Club Condominium, Building, B, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He is personally known to me or has produced Personally (type of identification) as identification and did (did not) take an oath. Known

WITNESS my hand and official seal in the County and State last aforesaid, this
1 day of NOV, 2000.

[Signature]
Notary Public

Printed Name: KATHY HILDEBRANDT

My commission expires: