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Reply To:
Ellen Hirsch de Haan, J.D.
edehaan@becker-poliakoff.com

October 10, 2001

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

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-10/15/01--01009--006
*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation of Pier House
Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Amended and Restated Articles of
Incorporation of Pier House Condominium Association, Inc., and a copy of same to be
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

ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

P21167/71493

FILED
01 OCT 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Astair

T. LEWIS OCT 12 2001

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PIER HOUSE CONDOMINIUM ASSOCIATION, INC.

FILED
01 OCT 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation.

FIRST: Amendment(s) adopted: Amended and Restated Articles of Incorporation
(See attached)

SECOND: The date of adoption of the amendment was June 4, 2001
2001.

THIRD: Adoption of Amended and Restated Articles of Incorporation:

The Amended and Restated Articles of Incorporation were adopted by
the members and the number of votes cast was sufficient for approval.

(SEAL)

PIER HOUSE CONDOMINIUM
ASSOCIATION, INC.

BY: [Signature]

President

Name Printed: John Pacini

DATED Sept 7, 2001

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared John A. Pacini, to
me known to be the President of Pier House Condominium Association, 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 _____ (type of identification)
as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this
_____ day of _____, 2001.

Notary Public

Printed Name: _____

My commission expires:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PIER HOUSE
CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit in accord with the terms and conditions of the Florida Condominium Act, Chapter 718, Florida Statutes, or as that Act may hereafter be amended.

ARTICLE I

The name of the corporation shall be Pier House Condominium Association, Inc., hereinafter called the Association. The registered office shall be at 20019 Gulf Blvd., Indian Shores, Florida 33535.

ARTICLE II

The purpose for which this Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, or as that Statute may hereafter be amended, for the operation of a Condominium.

ARTICLE III

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

ARTICLE IV

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

A. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. The Association shall have all the powers and duties set forth in the Condominium Act by these Articles, or by the Declaration of Condominium, hereafter called the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium as set forth in the Declaration and as it may be amended from time to time, including, but not limited to the following-

- (1) To make and collect assessments against members to defray the costs, expenses, and losses of the Condominium.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.

Exhibit "B"

- (3) To maintain, repair, replace and operate the Condominium property.
- (4) To purchase insurance on the Condominium property and insurance for the protection of the Association and its members.
- (5) To reconstruct improvements after casualty and to further improve the property.
- (6) To make and amend reasonable regulations respecting the use of the property in the Condominium; provided, however, that all such regulations and amendments thereto shall be approved by not less than seventy-five (75%) percent of the vote of the entire membership of the Association before such shall become effective.
- (7) To approve or disapprove the transfer, mortgage, and ownership of apartments as may be provided by the Declaration and/or the By-Laws.
- (8) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the By-Laws of the Association and the regulations for the use of the Condominium property.
- (9) 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 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 the 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.
- (10) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.
- (11) To employ personnel to perform the services required for proper operation of the Condominium.

ARTICLE V

The Association may contract, sue or be sued with respect to the exercise or non-exercise of its powers. For these purposes, the powers of the Association include, but are not limited to, the maintenance, management, and operation of the condominium property. After control of the Association is obtained by unit owners other than the Developer, the Association may institute, maintain, settle, or appeal action or hearings in its name on behalf of all unit owners concerning matters of common interest, including, but not limited to, the common elements; the roof and structural components of a building or other improvements; mechanical, electrical, and plumbing elements serving an improvement or building; representations of the Developer pertaining to any existing or proposed commonly used

facilities; and protesting ad valorem taxes on commonly used facilities. If the Association has the authority to maintain a class action, the Association may be joined in an action as representative of that class with reference to litigation and dispute involving the matters for which the Association could bring a class action. Nothing herein limits any statutory or common law right of any individual Unit Owner or class of unit owners to bring any action which may otherwise be available.

ARTICLE VI

The Association shall have the power of the operation of the Condominium property.

ARTICLE VII

A Unit Owner, who is a member of this Association, does not have any authority to act for the Association by reason of being a Unit Owner.

ARTICLE VIII

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and By-Laws.

ARTICLE IX MEMBERS

A. The members of the Association shall consist of all the record owners of units. Owners of residential units are Class A members, and owners of boat slip units are Class B members.

B. Change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida the deed or other instrument establishing a record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

C. 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 his unit.

D. The Class A members of the Association shall be entitled to one vote for each unit owned by them. Class B members may not vote. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE X DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors.

B. Directors of the Association shall be elected by vote of the Class A members at the annual meeting of the members in the following manner:

- (1) Class A members may vote to elect a slate of directors proposed by the present management company; and if a majority of the voting members affirm, then said slate shall operate as the Board of Directors until the following general meeting or until removed by the membership of the Condominium Association itself. There shall be no restrictions on nominations from the floor at the time of the annual meeting.
- (2) If the residential unit owners desire to elect persons other than those proposed, they may do so by nominating persons for membership on the Board of Directors from the floor at the time of the general meeting.
- (3) The first election of directors shall not be held until required by the Condominium Act.
- (4) 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:

John H. Marzulli	2377 Hidden Lake Drive Palm Harbor, Florida
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Eric S. Stober	2377 Hidden Lake Drive Palm Harbor, Florida
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Valerie Stober	2377 Hidden Lake Drive Palm Harbor, Florida
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ARTICLE XI

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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	John A. Marzulli 2377 Hidden Lake Drive Palm Harbor, Florida
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Vice-President Valerie Stober
 2377 Hidden Lake Drive
 Palm Harbor, Florida

Secretary/Treasurer Eric S. Stober
 2377 Hidden Lake Drive
 Palm Harbor, Florida

ARTICLE XII 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 to which he may be a party, or in which he may become involved, by reason of his being or having been a directors or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The owners of units shall be shareholders or members of the Association. The officers and directors of the Association have a fiduciary relationship to the unit owners. In the event that any director or officer of the Association breaches this fiduciary relationship to the unit owners he shall not be indemnified by 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 XIII

The first By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIV AMENDMENTS

Amendments to the Articles of Incorporation 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 a proposed amendment is considered.

B. A resolution approving a proposed amendment may be proposed by either 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.

C. Approval of an amendment must be by not less than seventy-five (75%) percent of the entire membership of the Board of Directors and by not less than seventy-five (75%) percent of the votes of the entire membership of the Association.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, without the approval in writing by all members.

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

ARTICLE XV TERM

The term of the Association shall be the life of the condominium unless the Association is terminated sooner by unanimous action of its members. The Association shall be terminated by the termination of the Condominium in accordance with the provisions of the Declaration.

ARTICLE XVI SUBSCRIBERS

The name and residences of the subscribers of these Articles of Incorporation are as follows –

John H. Marzulli	2377 Hidden Lake Drive Palm Harbor, Florida
------------------	--

Eric S. Stober	2377 Hidden Lake Drive Palm Harbor, Florida
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Valerie Stober	2377 Hidden Lake Drive Palm Harbor, Florida
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ARTICLE XVII RESIDENT AGENT

The resident agent of the Association to receive service of process is John Marzulli, whose business address is 2377 Hidden Lake Drive, Palm Harbor, Fla., who shall serve until he resigns, but shall serve after resignation until his replacement has been designated by the Board of Directors.

IN WITNESS WHEREOF, the subscribers have hereto affixed their signatures on this 21st day of August, 1981 A.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act –

First, that Pier House Condominium Association desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Clearwater, County of Pinellas, State of Florida, has named John H. Marzulli located at 2377 Hidden Lake Drive, City of Palm Harbor, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT – (Must be signed by Designated Agent.)

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

/S/

Resident Agent

WITNESS my hand and official seal this 21st day of August, 1981.

/S/

Notary Public

My commission expires