

# 702806

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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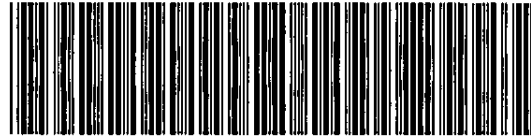
(Business Entity Name)

(Document Number)

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FILED  
SECRETARY OF STATE  
MAY 14 2014  
14 MAY -5 PM 3:21

Amended  
Restated  
1a  
5/14/14

**BECKER &  
POLIAKOFF**

Kevin L. Edwards, Esq.  
Shareholder  
Phone: (941) 366-8826 Fax: (941) 907-0080  
kedwards@bplegal.com

6230 University Parkway  
Suite 204  
Sarasota, Florida 34240

April 29, 2014

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

Re: Second Amended and Restated Articles of Amendment to Articles of Incorporation –  
Beachaven Association, Inc.  
Client/Matter No. B15710-313326

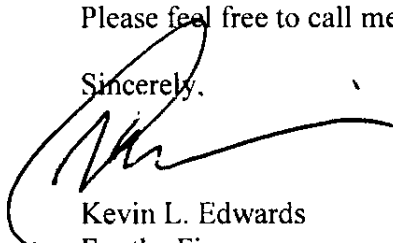
Dear Sir/Madam:

Enclosed please find the original and one copy of the Second Amended and Restated Articles of Amendment to the Articles of Incorporation of Beachaven Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

**Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.**

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



Kevin L. Edwards  
For the Firm

KLE/ms  
Enclosure (as stated)

ACTIVE: B15710/313326:5696898\_1

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
BEACHAVEN ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
14 MAY -5 PM 3:21

These are the Second Amended and Restated Articles of Incorporation for Beachaven Association, Inc. The original Articles were filed with the Florida Department of State on August 18, 1961, under Document Number 702806.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is BEACHAVEN ASSOCIATION, INC., hereinafter referred to as the Association. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Second Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation and management of the affairs and property of the Condominium known as BEACHAVEN located in Sarasota County, Florida, in accordance with the Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes (2013), as the same may be amended from time to time.

**ARTICLE III  
POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Florida Condominium Act (2013) and statutory powers of a Florida corporation not for profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time.

**ARTICLE IV  
MEMBERS**

All persons owning a vested present interest in the fee title to any of the condominium units of BEACHAVEN, as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

**ARTICLE V  
VOTING RIGHTS**

Each Condominium Unit shall be entitled to one (1) 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. Such vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

**ARTICLE VI  
INCOME DISTRIBUTION**

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

**ARTICLE VII  
EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VIII  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be at 5858 Midnight Pass Road, Sarasota, Florida 34242, and the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

**ARTICLE IX  
NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of seven (7) directors, as determined by the members in accordance with the Bylaws.

**ARTICLE X  
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 of the Association 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 Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

**ARTICLE XI**  
**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 threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent 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.

B. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's 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, employee or agent 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 XI.

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 by-law, 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, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE XII AMENDMENTS**

A resolution for the adoption of a proposed amendment may be adopted by a vote not less than 75% of the members present and voting, in person or by proxy at a meeting which a quorum is present or by the written agreement of not less than 75% of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

ACTIVE: 5148838\_1

Second Amended and Restated  
Articles of Amendment  
to  
Articles of Incorporation  
of

Beachhaven Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

702806

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:  
(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

C. Enter new mailing address, if applicable:  
(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____



**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Please see attached Second Amended and Restated Articles of Incorporation.

[illegible]

The date of each amendment(s) adoption: November 16, 2013, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4-28-14

Signature [Signature]  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brian Messam

(Typed or printed name of person signing)

President

(Title of person signing)

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
BEACHAVEN ASSOCIATION, INC.**

These are the Second Amended and Restated Articles of Incorporation for Beachaven Association, Inc. The original Articles were filed with the Florida Department of State on August 18, 1961, under Document Number 702806.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is BEACHAVEN ASSOCIATION, INC., hereinafter referred to as the Association. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Second Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

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PURPOSE**

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POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Florida Condominium Act (2013) and statutory powers of a Florida corporation not for profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time.

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MEMBERS**

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VOTING RIGHTS**

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INCOME DISTRIBUTION**

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

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REGISTERED OFFICE AND REGISTERED AGENT**

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NUMBER OF DIRECTORS**

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**ARTICLE X  
OFFICERS**

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A. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent 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.

B. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's 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, employee or agent 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 XI.

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 by-law, 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, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE XII AMENDMENTS**

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ACTIVE: 5148838\_1

Second Amended and Restated  
Articles of Amendment  
to  
Articles of Incorporation  
of

Beachaven Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

702806

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ *The new*  
*name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."*  
*"Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:** \_\_\_\_\_  
**(Principal office address MUST BE A STREET ADDRESS)**

**C. Enter new mailing address, if applicable:** \_\_\_\_\_  
**(Mailing address MAY BE A POST OFFICE BOX)**

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

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Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____



**E. If amending or adding additional Articles, enter change(s) here:**

(attach additional sheets, if necessary). (Be specific)

**Please see attached Second Amended and Restated Articles of Incorporation.**

[illegible]

The date of each amendment(s) adoption: November 16, 2013, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4-28-14

Signature [Signature]  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brian Messam

(Typed or printed name of person signing)

President

(Title of person signing)