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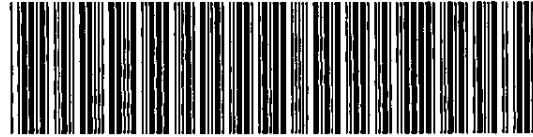
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**GROVE LAW OFFICE, P.A.**

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May 15, 2012

**Via U.S. Mail**

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Edward Lawrence, Inc.  
Filing Amended and Restated Management and Operating Agreement

Dear Clerk:

Please see enclosed the Amended and Restated Management and Operating Agreement of Edward Lawrence, Inc. for filing with the Secretary of State. I have enclosed our firm's check in the amount of \$35.00 to cover the cost of filing.

If you have any questions as to any of the foregoing, please feel free to contact me.

Very truly yours,

GROVE LAW OFFICE, P.A.



Lauren R. Pack  
Florida Registered Paralegal

/lrp

Enclosure a/s

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

EDWARD LAWRENCE, INC.

In compliance with the requirements of Sections 617.1002 and 617.1007, Florida Statutes, Section 720.306, Florida Statutes, and pursuant to the provisions of these Articles of Incorporation for amendment, the following Amended and Restated Articles of Incorporation were adopted on February 3rd, 2012 for Edward Lawrence, Inc., a Florida not-for-profit corporation, originally incorporated on December 21, 1962.

ARTICLE I

The name of this corporation is EDWARD LAWRENCE, INC.

ARTICLE II

The purpose for which the corporation is organized is to operate and maintain that certain property located on Lot 9, Block B, A.E. Hoxie's Subdivision, Pinellas County, Florida, for the mutual welfare and benefit of the members hereof. The purposes and powers of said corporation are as follows:

1. To levy a monthly assessment, payable in advance, against each of the members hereof. Said assessments shall be determined in the manner indicated by the Amended and Restated Management and Operating Agreement.
2. To use and expend the assessment collected to maintain, care for, and preserve the apartment building, grounds and improvements (other than the interior of the apartments, which are to be maintained, cared for, and preserved by the individual apartment owner).
3. To pay taxes and assessments levied and assessed against the real property, and to pay for such equipment and tools, supplies, and other personal property purchased for use in such maintenance, care, and preservation.
4. To pay for all public utilities (except telephone and lights used in walks) and to further pay for insurance and other expenses.
5. To provide for entry into and upon the apartments located upon the above-described property when necessary and at as little inconvenience to the individual member as possible in connection with such maintenance, care and preservation.
6. To repair and replace common facilities, machinery and equipment.
7. To insure and keep insured the said buildings and improvements on the property. To insure the members hereof against loss from fire and/or other casualty and against public liability, and to procure such other insurance as the membership

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TALLAHASSEE, FLORIDA

may deem advisable. Such insurance may be taken out in the name of the corporation for the benefit of all members, and in the event of damage or destruction of property, real or personal, covered by such insurance, to use the proceeds to repair and replace the same.

8. The members agree that delinquent assessments shall constitute a lien against such member's apartment, and may be enforced by legal action, in which event the delinquent member agrees to pay the cost of such proceeding, including a reasonable attorney's fee.
9. To employ workmen, janitors and gardeners, and to purchase supplies and equipment; to enter into contracts and generally to have the powers necessary to operate said apartment.
10. To make reasonable rules with regard to activities upon the said premises, and to amend the same from time to time, and such rules and amendments shall be binding upon the members.
11. To create an assessment fund into which all sums collected by assessment, or otherwise, shall be placed. Said assessment fund to be used and expended for purposes herein set forth.
12. To exercise all other powers granted to non-profit corporations under the laws of the State of Florida.

### ARTICLE III

Any person who owns an apartment in that certain apartment building located on Lot 9, Block B, A.E. Hoxie's Subdivision, Pinellas County, Florida, shall be entitled to membership in this corporation. The ownership of each apartment shall be entitled to one vote at the meetings of the members of this corporation regardless of the number of persons owning said apartment.

### ARTICLE IV

The corporation shall have perpetual existence.

### ARTICLE V

The affairs of this corporation shall be managed by a Board of Directors consisting of three (3) to five (5) persons.

The Board of Directors shall be elected at the annual meeting of the corporation. The Board of Directors shall hold their annual meeting and have the power and duty of electing the officers of the corporation immediately following the annual meeting of the members of the corporation. Such officers shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors and all officers shall serve for a term of one year, provided that in the event the corporation's membership fails to hold an annual meeting, the said Directors shall continue to hold office until the next such election.

The annual meeting of the corporation shall be held with notice given in accordance with Chapter 720, Florida Statutes, in the common area located on Lot 9, Block B, A.E. Hoxie's

Subdivision, Pinellas County, Florida, on the 3<sup>rd</sup> day of FEBRUARY of each year, unless notice of a contrary date and time has been given to the membership at least two weeks prior to the time of said meeting.

#### ARTICLE VI

The names of the current officers of the corporation are as follows:

<u>Nancy Chavey</u>	President
<u>Mary Trehwella</u>	Vice-President
<u>Myra Carvalho</u>	Secretary & Treasurer

#### ARTICLE VII

The names and addresses of the persons who are to serve as directors until the next election by the membership are as follows:

Name	Address
Nancy Chavey	527 9th Avenue North #33 St. Petersburg, Florida 33701
Myra Carvalho	527 9th Avenue North #32 St. Petersburg, Florida 33701
Juergen Schmidt	525 9th Avenue North #21 St. Petersburg, Florida 33701
MaryTrehwella	527 9th Avenue North #9 St. Petersburg, Florida 33701
Lucy Schall	527 9th Avenue North #30 St. Petersburg, Florida 33701

#### ARTICLE VIII

The By-Laws of the corporation shall be made, altered, or rescinded by the Board of Directors; provided, however, that said By-Laws may be changed, altered or rescinded by the membership at its annual meeting.

#### ARTICLE X

Amendments to the Articles of Incorporation may be proposed by any member, and upon approval by a majority vote of the Board of Directors shall be submitted to the membership at the annual meeting or any special meeting of the membership, provided that notice of such special meeting shall be given to each member at least two weeks prior to the time of such meeting, and further provided that said notice shall state the purpose of the meeting and the place where said meeting shall be held.

WE, THE UNDERSIGNED, being the President and Secretary, respectively, of the corporation, do hereby acknowledge that we have subscribed to the foregoing Amended and Restated Articles of Incorporation of Edward Lawrence, Inc. for the purposes expressed in said Articles, and that the same have been approved by the membership in the manner required therein.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 15 day of March, 2012.

Luey Schall  
1<sup>st</sup> Witness

Robert H. Harris  
2<sup>nd</sup> Witness

Edward Lawrence, Inc.

By: Nancy Chavey  
Nancy Chavey, President

Attest: Myra Carvalho  
Myra Carvalho, Secretary

(corporate seal)

S STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of March, 2012, by Nancy Chavey and Myra Carvalho, the President and Secretary, respectively, of Edward Lawrence, Inc., who are  personally known to me or  who have produced \_\_\_\_\_ as identification.

Bob Roberts  
Notary Public, State of Florida



**BOB ROBERTS**  
MY COMMISSION # EE 054309  
EXPIRES: February 24, 2015  
Bonded Thru Budget Notary Services