

714381

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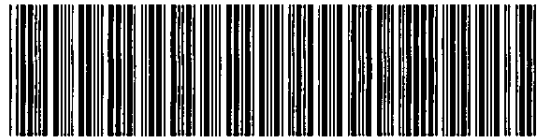
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 11 AM 8:26

Amend & Rest.
C.COULLIETTE

AUG 11 2009

EXAMINER

DANIEL J. LOBECK
MARK A. HANSON*
MICHELLE A. STELLACI
JEREMY V. ANDERSON
DAVID P. BABNER**
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
(941) 955-5622
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THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS

*FLA. SUPR. CT. CERTIFIED MEDIATOR

**ALSO ADMITTED IN MASS., N.Y., D.C.

June 30, 2009

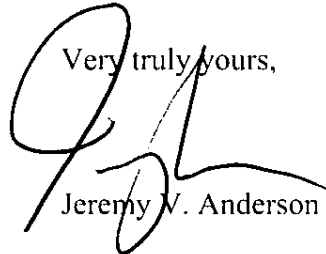
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment
Siesta Harbor Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

Jeremy W. Anderson

JVA/pft
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 9, 2009

LOBECK & HANSON
JEREMY V. ANDERSON
2033 MAIN ST., STE 403
SARASOTA, FL 34237

SUBJECT: SIESTA HARBOR ASSOCIATION, INC.
Ref. Number: 714381

We have received your document for SIESTA HARBOR ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 109A00023532

RECEIVED
2009 AUG 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by and return to:
Jeremy V. Anderson, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 11 - AM 8:26

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIESTA HARBOR ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation. See existing
Articles of Incorporation and amendments for present text.]*

ARTICLE 1.
NAME OF CORPORATION AND PRINCIPAL ADDRESS

The name of this corporation shall be SIESTA HARBOR ASSOCIATION, INC., (herein the "Association"). The principal office of said corporation shall be located at 6289 Midnight Pass Road, Sarasota, Florida 34242 The Directors of the Association may change the location of the principal office of said Association from time to time

ARTICLE 2.
PURPOSES

2.1 GENERAL PURPOSE. The general purpose of the Association shall be as follows: to be the "Association" (as defined in Chapter 718, Florida Statutes (herein, the "Condominium Act") for the operation of the following two (2) Condominiums located in Sarasota County, Florida:

<u>NAME</u>	<u>BOOK/PAGE</u>
SIESTA HARBOR APARTMENTS, Section I	766/478
SIESTA HARBOR APARTMENTS, Section II	787/262

(herein, "the Condominiums"). Both of the Condominiums are located in Sarasota County, Florida. The Association shall also operate and administer said Condominiums and carry out the functions and duties of said Condominiums, as set forth in the Declarations of Condominium establishing said Condominiums and Exhibits annexed thereto.

2.2 DISTRIBUTION OF INCOME. The Association shall make no distribution of income to its members, directors or officers. There shall be no dividends paid to any of the members. The Association shall not issue shares of stock to its members.

ARTICLE 3. POWERS

3.1 GENERAL POWERS. The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), the Florida Condominium Act (Chapter 718, Florida Statutes), the Declarations of Condominium, the Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles or by law.

3.2 SPECIFIC POWERS. The specific powers of the Association shall include but not be limited to the following:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any Unit and all real or personal property related to the purposes or activities of the Association. However, such authority is subject to the prior approval of not less than a majority vote of the voting interests present (in person or by proxy) and voting at a membership meeting called in whole or in part for that purpose.

B. To create and amend budgets and to fix annual and special assessments to be levied against all Units located in the Condominiums, which are subject to assessment pursuant to the Declarations of Condominium for the purpose of defraying common expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures including providing a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.

C. To place liens against any Unit in the Condominiums, for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

D. To hold funds solely and exclusively for the benefit of the members of the Association for purposes set forth in these Articles of Incorporation, the Bylaws and the Declarations of Condominium.

E. To adopt, promulgate and enforce rules, regulations, resolutions, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate the power or powers of the Association to the manager, committees or agents where such is deemed to be in the Association's best interest by its Board of Directors.

G. To charge recipients for services rendered by the Association and to charge the user for use of the Association property where such is deemed appropriate by its Board of Directors.

H. To pay all taxes, other charges or assessments, if any, levied against property owned, leased or used by the Association.

I. To borrow money for the acquisition of property or a Unit or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies and to secure the payment of such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of or agreement in regard to, all or any part of the real or personal property, or property rights or privileges of the Association wherever situated. However, such authority is subject to the prior approval of not less than a majority vote of the voting interests present (in person or by proxy) and voting at a membership meeting called in whole or in part for that purpose, except that no approval of the voting interests shall be required for if such action is necessary: 1) to preserve the safety and soundness of the condominium property; 2) to prevent injury to persons or personal property; or 3) to comply with any governmental orders or regulations.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws and the Declarations of Condominium.

K. To make, enter into, perform and carry out contracts as necessary for the operation, administration of the Association, except as prohibited herein.

L. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE 4. MEMBERS

4.1 MEMBERSHIP. Membership in the Association shall be limited to Unit Owners in the Condominiums. Such membership shall automatically terminate when such person is no longer an Owner of a Unit in the Condominiums. Membership in the Association shall be limited to such Owners.

A unit may only be owned by natural person(s) or trustee(s). No corporations, partnerships or other entities may own a unit except for transfers at judicial sales or by deed in lieu of foreclosure:

4.2 CHANGE OF MEMBERSHIP. Change of membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing record title to a Unit in the Condominiums and the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

ARTICLE 5. VOTING RIGHTS

Each unit shall be entitled to one (1) vote at membership meetings of the Association. If a unit is owned jointly by two or more persons, that unit's vote may be cast by any of the owners. If two or more owners of a unit do not agree among themselves how their one vote shall be cast, that vote shall not be counted. The vote of a Condominium Unit shall not be divisible. The vote of a Condominium Unit shall not be divisible. A majority of the Unit Owners' total votes shall decide any question, unless the Declarations of Condominium, these Articles of Incorporation or the Bylaws of the Association provide otherwise.

ARTICLE 6. INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as reimbursement for services rendered to the Association. 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 the member's Unit.

ARTICLE 7. TERM

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

ARTICLE 8. BOARD OF DIRECTORS

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors. The Bylaws shall provide for election, removal, qualification and resignation of the directors and for filling vacancies on the Board.

**ARTICLE 9.
BYLAWS**

The Bylaws of the Association may be amended as provided in the Bylaws.

**ARTICLE 10.
AMENDMENTS**

These Articles of Incorporation may be amended in the following manner:

10.1 PROPOSAL AND NOTICE. An amendment to these Articles of Incorporation may be proposed by the Board of Directors. A proposal for an amendment may be presented to the Board of Directors by any Unit Owner. If twenty percent (20%) of the Unit Owners in this Condominium sign a petition recommending an amendment for adoption and deliver the petition to the Board, the Board must submit the proposed amendment to a vote of the Unit Owners in this Condominium at a duly-noticed membership meeting within one hundred twenty (120) days of delivery of the petition to the Board.

10.2 APPROVAL. A proposed amendment must be approved by not less than a majority vote of the voting interests present (in person or by proxy) and voting at a membership meeting called in whole or in part for that purpose.

10.3 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. An amendment to these Articles of Incorporation shall become effective upon filing with the Florida Secretary of State and recording a copy along with a Certificate of Amendment in the Public Records of Sarasota County, Florida.

**ARTICLE 11.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

11.1 INDEMNIFICATION. 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 or she is or was a Director, officer or committee member of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person 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 the person did not act in good faith, nor in a manner 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 the person

had reasonable cause to believe the 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 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 the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

11.2 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 in Article 11.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

11.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or administrative proceeding may 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 the person is not entitled to be indemnified by the Association as authorized in this Article 11, or as otherwise permitted by law.

11.4 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, 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.

11.5 INSURANCE. The Association shall have the power to purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 11 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE 12.

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the Association shall be Daniel J. Lobeck, Esquire, The Law Offices of Lobeck & Hanson, P.A., located at 2033 Main Street, Suite 403, Sarasota,

FL 34237. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

Articles OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
SIESTA HARBOR ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation were approved and adopted at a Special Meeting of the Association Membership held on May 13, 2009 and reconvened on June 10, 2009 by not less than a majority of the members voting in person or by proxy, which is sufficient for adoption under Article XI of the Articles of Incorporation.

DATED this 10 day of June, 2009.

Signed, sealed and delivered
in the presence of:

sign:

print:

sign:

print:

[Signature]
Jennifer A. Warren

[Signature]
Patricia M Junsch

SIESTA HARBOR ASSOCIATION, INC.

By:

[Signature]
Wayne Croshier, President

Signed, sealed and delivered
in the presence of:

sign:

print:

sign:

print:

[Signature]
MARCI CAMPBELL

[Signature]
Robin Focht

By:

[Signature]
Tamara Ley, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of June, by Wayne Croshier as President of Siesta Harbor Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign

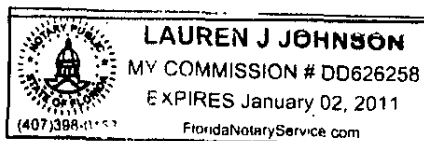
print

[Signature]

Lauren J Johnson

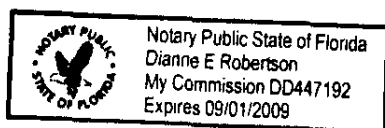
State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19 day of June, 2009, by Tamara Ley as Secretary of Siesta Harbor Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me, or ~~has produced~~ as identification.



NOTARY PUBLIC

sign

print

Dianne E. Robertson

DIANNE E ROBERTSON

State of Florida at Large (Seal)

My Commission expires: 9/1/09

Prepared by: Jeremy V. Anderson, Esq.
2033 Main Street, Suite 403
Sarasota, Florida 34237

11. Signature of new registered agent, if applicable:

[Signature]
Daniel J. Lobeck, The Law Offices of Robert V. Hanson, P.A.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes. Registered agent accepting appointment date: 7/29/09