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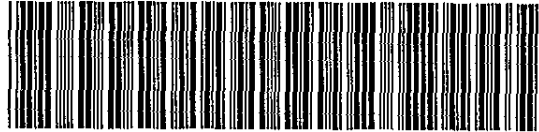
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Amended + Retooled
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2/27/04

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LAW OFFICES
LOBECK HANSON & WELLS

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS

CIVIL LITIGATION
PERSONAL INJURY

FAMILY LAW

LAND USE LAW
ESTATES AND TRUSTS

February 20, 2004

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

Re: Certificate of Amendment
Fisherman's Cove Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$43.75 for the filing fee and the fee for providing us a certified copy of the Articles.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elk
Enclosures

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

FILED
04 FEB 23 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
FISHERMAN'S COVE ASSOCIATION, INC.**

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

By these Articles of Incorporation the unit owners of FISHERMAN'S COVE, A CONDOMINIUM (herein, "the Condominium"), located in Sarasota County, Florida, associate themselves as a corporation not for profit under Chapter 617, Florida Statutes. The original Articles of Incorporation of FISHERMAN'S COVE ASSOCIATION, INC. were filed in the Office of the Florida Secretary of State on June 17, 1968, Charter Number 714779. The original Declaration of Condominium of the Condominium was recorded at Official Records Book 749, Page 001 et seq. of the Public Records of Sarasota County, Florida.

**ARTICLE 1.
NAME AND ADDRESS**

The name of the corporation shall be FISHERMAN'S COVE ASSOCIATION, INC. (herein, "the Association"), with its principal address located at 9000 Blind Pass Road, Siesta Key, Sarasota County, Florida 34242. The Association Board of Directors may change the location of the principal office of the Association from time to time as provided by law.

**ARTICLE 2.
PURPOSE**

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended from time to time (herein, "the Condominium Act"), for the operation and management of the affairs and property of FISHERMAN'S COVE, A CONDOMINIUM, located on Siesta Key, Sarasota County, Florida.

2.2 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers; provided, that the foregoing shall not prevent a member, Director

or officer from providing services, as an individual, to the Association other than as a member, Director or officer, for which he or she is compensated.

ARTICLE 3. POWERS

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

3.1 Common Law and Statutory Powers. 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 of Incorporation, the Declaration of Condominium or the Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties reasonably necessary to operate the Condominium and those set forth in Chapters 617 and 718, Florida Statutes, the Declaration of Condominium, these Articles, and the Association Bylaws, if not inconsistent with the Condominium Act, including, but not limited to, the following:

- a. To make and collect annual and special assessments against its members as unit owners to defray the costs, expenses and losses of the Association.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, lease, mortgage, repair, replace, and operate the common elements, condominium property and Association property.
- d. To purchase insurance upon the condominium property, Association property, Directors & Officers liability insurance, and insurance for the protection of the Association and its members, as unit owners.
- e. To reconstruct improvements after casualty and further improve the condominium property and Association property.
- f. To make and amend reasonable rules governing the units, the common elements and the Association property.
- g. To approve or disapprove the transfer, mortgage, lease, occupancy and ownership of units, as may be provided by the Declaration of Condominium.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws and the Rules of the Association and to negotiate and settle all threatened or pending disputes, claims or lawsuits.
- i. 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 restrictions of the Association, except such as are specifically required by the Declaration of Condominium or a management contract to have the approval of the Board of Directors or the membership of the Association.

j. To employ personnel to perform the services required for proper administration and operation and affairs of the Condominium and the Association.

k. To acquire and enter into agreements acquiring leaseholds, memberships or other possessory or use interests in land or facilities including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners or the Association.

l. To acquire by purchase or otherwise and to sell, encumber, grant easements or other use rights, mortgage and lease Association property or additional real property, subject nevertheless to the provisions of the Declaration and Bylaws relative thereto.

m. To borrow money and secure the same by execution of mortgages encumbering the Condominium and Association property and to acquire property or interests therein encumbered by mortgages which are to be paid or assumed by the Association.

n. To provide owners with services relating to the lease, sale and maintenance of their units.

o. To alter and improve the common elements, Condominium and Association property pursuant to the terms and conditions of the Declaration of Condominium and the Condominium Act.

p. To lease office space and provide a rental and/or sales program for the use and benefit of its unit owners.

q. To levy reasonable fines against a unit owner for the failure of the owner of the unit, or the owner's occupant, licensee, tenant, guest or invitee to comply with any provision of the Declaration of Condominium, Articles of Incorporation, Association Bylaws, or Rules, pursuant to Section 718.303(3), Florida Statutes, in conformance with the procedures contained in the Association Bylaws and any Association Rule.

r. In the event of an emergency as defined in Article 3.4 herein, the Board of Directors may exercise the emergency powers described herein, and any other powers authorized by Sections 617.0207 and 617.0303, Florida Statutes, as amended from time to time.

3.3 Unit Purchase. The Association shall not have the power to purchase a Unit of the Condominium except at sales in foreclosure of liens for assessments for common expenses, at which

sales the Association may bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the Condominium.

3.4 Assets Held in Trust. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

3.5 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, these Articles and the Association Bylaws.

3.6 Emergency Powers. For purposes of this Article 3.6 only, an emergency exists during a period of time that the Condominium, or the immediate geographic area in which the Condominium is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Condominium. During an emergency as defined herein, the Board of Directors may exercise the following emergency powers:

a. The Board of Directors may relocate the principal office or designate alternative principal offices or authorize the officers to do so.

b. The Board of Directors may name any person to serve as interim Assistant Officers, which Assistant Officers shall have the same authority as the officers to whom they are assistants during the period of emergency, to accommodate the incapacity or absence from the area of any officer of the Association.

c. The Board of Directors may hold Board meetings during an emergency with notice given only to those directors with whom it is practicable to communicate, and the notice can be given in any practicable manner. The directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.

d. Corporate action taken in good faith to meet the emergency needs of the Association or its unit owners shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.

ARTICLE 4. MEMBERS

4.1 Members. The members of the Association shall consist of all of the record owners of units in the Condominium. After termination of the Condominium, the members shall consist of those who are members at the time of such termination, their successors and assigns.

4.2 Change of Membership. After receiving approval of the Association Board of Directors required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The Board may, in its sole discretion, require a member to provide it a certified copy of the Deed or other 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 Limitation on Transfer of Shares of Assets. 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.

4.4 Voting. The owner of each Unit shall be entitled to one (1) vote as a member of the Association. The manner of exercising voting rights shall be stated in the Association Bylaws.

ARTICLE 5. DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed by the Board of Directors. The number of directors shall be stated in the Bylaws, but in no event less than three (3) directors. A Director must fulfill all requirements of eligibility provided in the Association Bylaws and by law. The members of the Board of Directors have a fiduciary duty to the members and to the Association.

5.2 Election of Directors. Directors of the Association shall be elected at the annual meetings of the members, in the manner determined by the Association Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association Bylaws and according to the Condominium Act.

ARTICLE 6. OFFICERS

The affairs and operation of the Association shall be administered by the officers designated in the Association 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 officers have a fiduciary duty to the members and to the Association.

ARTICLE 7. INDEMNIFICATION

Every Director, every officer of the Association and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and all liabilities, including but not limited to trial and appellate counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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, officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a Director, officer or is serving at the time such expenses and liabilities are incurred, except when the Director, officer or member is adjudged guilty (or a withholding of adjudication is entered after a plea of guilty or no contest) of an act or omission to act which is material to the cause of action and which constitutes:

- a. A violation of the criminal law. Unless the Director, officer or member had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- b. A transaction from which the Director, officer or member derived an improper personal benefit; or
- c. Willful misfeasance or malfeasance or a conscious disregard for the best interests of the Condominium Association in a proceeding by or in the right of the Condominium Association to procure a judgement in its favor or in a proceeding by or in the right of a member of the Association;

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 interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer or member may be entitled.

ARTICLE 8. BYLAWS

The Association Bylaws shall be amended in the manner provided by the Bylaws.

ARTICLE 9. AMENDMENTS

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

9.1 Notice. The text of a proposed amendment to these Articles of Incorporation shall be included in or with the notice of any membership meeting at which a proposed amendment will be considered.

9.2 Proposal and Approval. An amendment may be proposed either by the Board of Directors or by not less than thirty percent (30%) of the members of the Association. Except as elsewhere provided, an amendment must be approved by not less than fifty-one percent (51%) of the membership of the Association and by the approval of not less than fifty-one percent (51%) of the Board of Directors.

9.3 Limitation on Amendments. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Article 3.3 of Article 3, without the approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 Certification. A copy of each amendment hereto shall be filed with the Florida Secretary of State and shall be effective when recorded in the Public Records of Sarasota County, Florida along with a duly-executed Certificate of Amendment.

ARTICLE 10. TERM

The term of the Association shall be perpetual, unless sooner terminated according to law.

ARTICLE 11. SUBSCRIBERS

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

NAME	ADDRESS
Gilbert Waters	2266 Datura Street Sarasota, Florida 34239
Elizabeth B. Waters	2266 Datura Street Sarasota, Florida 34239
William Boylston	7535 Midnight Pass Road Sarasota, Florida 34242

ARTICLE 12.
REGISTERED OFFICE AND AGENT

The registered office of the Association shall be 2033 Main Street, Suite 403, Sarasota, Florida 34237, and the registered agent of the Association at that office shall be Kevin T. Wells, Esquire and The Law Offices of Lobeck Hanson & Wells, P.A. The Association Board of Directors may change the Association's registered office and registered agent from time to time as permitted by law.

CERTIFICATE OF AMENDMENT

**ARTICLES OF INCORPORATION
OF
FISHERMAN'S COVE ASSOCIATION, INC.**

We hereby certify that the attached amendments to the Articles of Incorporation of Fisherman's Cove Association, Inc. were duly adopted at an annual membership meeting of Fisherman's Cove Association, Inc. ("the Association") held on January 27, 2004, by the affirmative vote of not less than fifty-one percent (51%) of the voting interests of the Association, pursuant to Article 9.2 of the Articles of Incorporation. The original Declaration of Condominium of Fisherman's Cove, a Condominium, was recorded at Official Records Book 749, Page 0001 et seq., of the Public Records of Sarasota County, Florida.

DATED this 18 day of February, 2004.

Signed, sealed and
delivered in the presence of:

FISHERMAN'S COVE ASSOCIATION,
INC.

sign:

Phillip Henry

By:

[Signature]
Donald E. Dugan, President

print:

PHILLIP HENRY

sign:

Linda Kuiken

print:

LINDA KUIKEN

Signed, sealed and delivered
in the presence of:

sign:

Phillip Henry

By:

[Signature]
EVELYN MANGIE, Secretary

print:

PHILLIP HENRY

sign:

Linda Kuiken

print:

LINDA KUIKEN

(Corporate Seal)

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 18th day of February, 2004, by Donald Duran as President of Fisherman's Cove Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced personally as identification.

NOTARY PUBLIC

sign Linda S. Woodland

print LINDA S. WOODLAND
State of Florida at Large (Seal)
My Commission expires:

STATE OF Florida
COUNTY OF Sarasota



Linda S. Woodland
MY COMMISSION # DD094277 EXPIRES
June 1, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 18th day of February, 2004, by Evelyn Mangie as Secretary of Fisherman's Cove Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced personally as identification.

NOTARY PUBLIC

sign Linda S. Woodland

print LINDA S. WOODLAND
State of Florida at Large (Seal)
My Commission expires:



Linda S. Woodland
MY COMMISSION # DD094277 EXPIRES
June 1, 2006
BONDED THRU TROY FAIN INSURANCE, INC.