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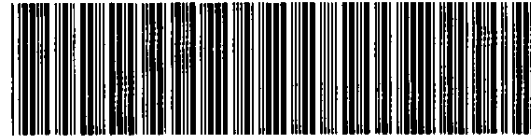
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*Amended And  
Restated Arts*

CLERK OF DISTRICT COURT  
JUL 12 2010  
TALLAHASSEE, FLORIDA

FILED  
10 JUL 12 AM 11:29

2 Roberts JUL 13 2010

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July 9, 2010

Florida Division of Corporations

Attn: Amendment Section

PO Box 6327

Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Incorporation for Royal St. Andrew Association, Inc.**

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ROYAL ST. ANDREW ASSOCIATION, INC.**

**FILED**  
10 JUL 12 AM 11:29  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, the original Articles of Incorporation of The Royal St. Andrew Association, Inc. were filed with the Florida Department of State on December 31, 1968, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

**WHEREAS**, not less than a majority of the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on March 15, 2010, and

**WHEREAS**, not less than a majority of the voting interests of the entire membership of the Association approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened membership meeting held on April 19, 2010, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of The Royal St. Andrew Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be The Royal St. Andrew Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be located at 555 S. Gulfstream Ave., Sarasota, Florida 34236. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II  
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of the condominium known as The Royal St. Andrew, a Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time.

**ARTICLE IV  
MEMBERS**

All persons owning legal title to any of the condominium units of the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the

record legal title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the Termination Trustee as provided in said Declaration of Condominium.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the new unit owner shall deliver to the Secretary a copy of the recorded deed or other instrument of conveyance.

#### **ARTICLE V VOTING RIGHTS**

Each condominium unit shall be entitled to one 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.

#### **ARTICLE VI INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members.

#### **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 1820 Ringling Blvd., Sarasota, Florida 34236, and the registered agent at such address shall be Chad M. McClenath, Esq. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

#### **ARTICLE VIII EXISTENCE**

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

#### **ARTICLE IX BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

#### **ARTICLE X BYLAWS**

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

#### **ARTICLE XI AMENDMENTS**

Amendments to these Articles 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 the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the voting interests of the Association.

- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds (2/3rds) of the voting interests of those members who are present in person or by proxy at a duly noticed and convened membership meeting.
- D. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

**ARTICLE XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Florida corporate statutes.
- B. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.
- C. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her 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 to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 25 day of June, 2010.

The Royal St. Andrew Association, Inc.

By:    
Richard S. Johnson, President

Richard 