

LAW OFFICES

715807

BECKER & POLIAKOFF, P.A.

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January 21, 1997

Reply To:

St. Petersburg

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

Re: Gulf Harbors Condominium, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation. Also enclosed is check number 6696 in the amount of \$35.00 which represents payment for all filing fees.

Please stamp and date the enclosed copy and return it to me in the enclosed self-addressed, postage prepaid envelope. Should you have any questions, please feel free to contact me.

Very truly yours,

Ellen Hirsch de Haan

ELLEN HIRSCH de HAAN
For the Firm

EHD/bag

Enclosures

* Return to address on 2nd letter
from Mr. Zankel

Amended & Restated

LFT

5-29-97

FILED
97 MAY 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BECKER & POLIAKOFF, P.A.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 MAY 28 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 3, 1997

ELLEN HIRSCH DE HAAN
5999 CENTRAL AVE., SUITE 104
ST. PETERSBURG, FL 33710

SUBJECT: GULF HARBORS CONDOMINIUM, INC.
Ref. Number: 715807

We have received your document for GULF HARBORS CONDOMINIUM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must give us a person's name or an active corporation name for the registered agent.

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"); 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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00005456

ROBERT L. TANKEL, P.A.
ATTORNEY AT LAW

ROBERT L. TANKEL

INTERNET ADDRESS:
MACABY@AOL.COM

PRESTIGE PROFESSIONAL PARK
SUITE 106
2651 McCORMICK DRIVE
CLEARWATER, FLORIDA 34619

813.796.4828

Fax
813.796.5828

March 13, 1997

Velma Shepard, Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

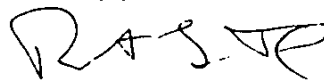
FILED
97 MAY 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Letter Number: 697A00005456; Gulf Harbors Condominium, Inc.

Dear Ms. Shepard:

In accordance with your recent correspondence to our client, enclosed please find the fully executed documents as required by law. Please process the enclosed original documents and return the copy stamped "filed" after you have had the opportunity to process it. If any questions or comments remain after you have done so, please contact me at your convenience.

Sincerely yours,



Robert L. Tankel

RLT\mdj

pc: Board of Directors



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 MAY 28 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 15, 1997

ROBERT L. TANKEL, P.A.
2651 MCCORMICK DR., STE. 106
CLEARWATER, FL 34619

SUBJECT: GULF HARBORS CONDOMINIUM, INC.
Ref. Number: 715807

We have received your document for GULF HARBORS CONDOMINIUM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as I have had no further communication with you since our phone call of March 19, 1997.

You failed to return the complete document (several pages is missing.) please return the corrected complete document so the amended and restated articles can be filed.

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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 997A00018992

ROBERT L. TANKEL, P.A.

Attorney At Law
1299 Main Street, Suite F
Dunedin FL 34698-5333

Robert L. Tankel

Voice: 813.736.1901
Fax: 813.736.2305
EMail: macaby@aol.com

May 15, 1997

Velma Shepard, Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Gulf Harbors Condominium, Inc.; Ref. Number: 715807

Dear Ms. Shepard:

Enclosed please find the complete set of the Amended and Restated Articles to the Articles of Incorporation for Gulf Harbors Condominium.

I apologize for having mailed you an incomplete package. If you have any further questions please contact us at the above address and telephone numbers as we have moved our offices.

Sincerely yours,


Mary DeJonge

FILED
97 MAY 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mary DeJonge authorized
to change date 1st paragraph
& amended & restated articles
from 10-1-97 to 12-9-97.*

Amended And Restated Articles

to ARTICLES OF INCORPORATION of

GULF HARBORS CONDOMINIUM, INC.

FILED
97 MAY 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The complete set of the Articles of Incorporation have been amended and restated.

SECOND: The date of adoption of the amendment(s) was: December 9, 1996

THIRD: Adoption of Amendment (CHECK ONE)



The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.



There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

GULF HARBORS CONDOMINIUM, INC.

Corporation Name

Robert W. Winterberger

Signature of Chairman, Vice Chairman, President or other officer

Robert W. Winterberger
Typed or printed name

PRESIDENT

Title

1-2-97

Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF HARBORS CONDOMINIUM, INC.

FILED
97 MAY 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is a restatement of the Articles of Incorporation of GULF HARBORS CONDOMINIUM, INC., a Florida corporation not for profit, Charter Number 715807, as amended through and including, December 9, 1996. The date of filing of the corporation's original Articles of Incorporation with the Florida Department of State was December 31, 1968. The Articles were subsequently amended several times including a recent amendment following the procedure set forth in Section 617.0201, Florida Statutes, eliminating obsolete references to the original subscribers, the text of which incorporates all previous amendments into its terms, as is set forth hereafter. These Amended and Restated Articles of Incorporation are simultaneously being filed with the Secretary of State as a republication and restatement of the Articles of Incorporation as of the date hereinabove set forth.

ARTICLE I

NAME: The name of the corporation, herein called the "Association" is GULF HARBORS CONDOMINIUM, INC., and its address is 4909 Marine Parkway, New Port Richey, Florida 34652.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declarations of Condominium of GULF HARBORS, A CONDOMINIUM, (as originally recorded in Pasco County Official Records at Official Records Book 463, Page 531, and as subsequently amended), and GULF HARBORS CONDOMINIUM SECTION TWENTY (as originally recorded in Pasco County Official Records Book 876, Page 1783, and as subsequently amended), respectively, as the situation may require, shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association was organized, and for which it exists, is to provide an entity pursuant to the Florida Condominium Act for the operation of GULF HARBORS, A CONDOMINIUM, and GULF HARBORS CONDOMINIUM SECTION TWENTY, A CONDOMINIUM, respectively, both located in Pasco County, Florida. The Association was organized and exists upon a non stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the aforescribed Declaration(s) of Condominium or the Florida Condominium Act, including but not limited to the following:

- (A) To make and collect regular and special Assessments against Members of the Association to defray the costs, expenses and losses of the Condominiums, and to use the proceeds of Assessments in the exercise of its powers and duties.

- (B) To protect, maintain, repair, replace and operate the Condominium Property and Association Property, including easement areas, drainage facilities, ditches, retention and detention ponds, landscape buffers, wetland mitigation areas, preservation easements, and recreational facilities, all for the benefit of the Owners of the Units in the Condominiums.
- (C) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements, Association Property, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership of Units, as provided by the Declarations of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the Bylaws and Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium Property, Association Property, and easement areas, including but not limited to all drainage facilities, ditches, retention and detention ponds, and wetlands mitigation areas. Management and maintenance personnel or contractors may assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation and storage of records, enforcement of rules and maintenance, provided however, the Association and its officers and directors shall retain at all times the powers and duties specifically required by the Declarations of Condominium or the Condominium Act to be exercised by the Board of Directors or the Membership of the Association, including but not limited to, the making and levy of Assessments, promulgation of rules and regulations, and execution of contracts on behalf of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominiums.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Condominiums, if intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.
- (K) To borrow money if necessary to perform its functions hereunder, in accordance with the Bylaws.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

- (A) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominiums, as further provided in the Bylaws.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.
- (C) The Owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declarations of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence such determination shall consist of three (3) Directors. All Directors shall be Members of the Association.
- (B) All Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

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 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 a majority of the voting interests at any annual or special meeting, or by approval in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Pasco County, Florida.

ARTICLE IX

REGISTERED AGENT: The registered office of the Association shall be at:

4909 MARINE PARKWAY
NEW PORT RICHEY, FLORIDA 34652

The registered agent at said address shall be:

Robert W. Winterberger

ARTICLE X

INDEMNIFICATION:

- (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/she is or was a Director, officer or committee member 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/her 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/she did not act in good faith, nor in a manner he/she 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/she had reasonable cause to believe his/her 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/she 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/her conduct was unlawful.

- (B) 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 X (A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her 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, or committee member to repay such amount, unless and until it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized in this Article X, or as otherwise permitted by law.
- (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 Bylaw, 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, or committee member against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article. Notwithstanding anything in this Article X to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.
- (F) Amendment. Anything to the contrary herein notwithstanding, the provisions of Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

END OF DOCUMENT

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the undersigned hereby accepts designation as the registered agent for GULF HARBORS CONDOMINIUM, INC., a Florida not for profit corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 28 day of February, 1997.

By: Robert W. Winterberger
Robert W. Winterberger, President
GULF HARBORS CONDOMINIUM, INC.
4909 Marine Parkway
New Port Richey, FL 34652

FILED
97 MAY 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA