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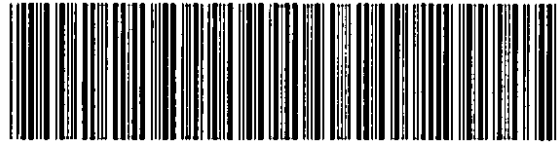
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S. YOUNG



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December 18, 2019

Via: U.S. Mail

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

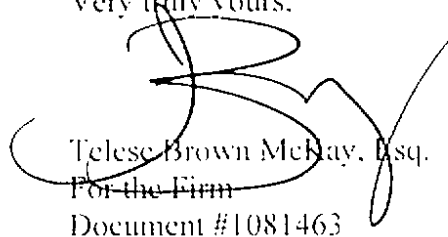
**Re: Islands West Condominium Association, Inc. (Document #721115) /
Certificate of Amendment to the Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find a check in the amount of \$52.50 for filing the enclosed Second Amended and Restated Articles of Incorporation of Islands West Condominium Association, Inc. ("Association"), which was incorporated on June 9, 1971. Also enclosed is the Division of Corporation's Articles of Amendment with page 4 being signed by the President of Islands West Condominium Association, Inc. Additionally, we have enclosed an extra copy of the Second Amended and Restated Articles of Incorporation to be certified and returned to our office. Finally, we request a Certificate of Status be mailed to our office when completed.

If you have any questions regarding this matter, please do not hesitate to contact us at your earliest convenience.

Very truly yours,



Telese Brown McKay, Esq.
For the Firm
Document #1081463

Enclosures: 4

The date of each amendment(s) adoption: November 8, 2019 if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

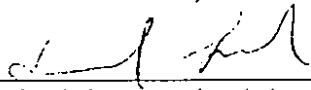
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

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

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

Dated 11/25/19

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Edward Sabal
(Typed or printed name of person signing)

President
(Title of person signing)

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CLERK OF COURT
SARASOTA COUNTY, FLORIDA

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ISLANDS WEST CONDOMINIUM ASSOCIATION, INC.
A Corporation Not-for-Profit**

**ARTICLE I
NAME AND IDENTITY**

These Articles of Incorporation are for Islands West Condominium Association, Inc., a corporation not-for-profit organized and existing under Chapter 718 of the Florida Statutes, hereinafter called the "Association."

**ARTICLE II
PURPOSE AND POWERS**

2.1 Purpose. The purpose for which the Association is formed is to provide an entity pursuant to the Condominium Act for the operation of Islands West, a Condominium (the "Condominium") as a governing association and the managing entity within the meaning of Florida Statutes Chapter 718, as amended from time to time (the "Condominium Act") in accordance with Second Amended and Restated Declaration of Condominium thereof, duly recorded or to be in the Public Records of Sarasota County, Florida, as it may lawfully be amended and/or supplemented from time to time (the "Declaration"), and its exhibits thereto, as may be lawfully amended and/or supplemented from time to time (collectively the "Condominium Documents").

2.2 Association Powers and Duties. The Association shall have all of the common law and statutory powers of a corporation not-for-profit, including all the powers and duties reasonably necessary or convenient to operate the Condominium and act as its managing entity pursuant the Condominium Documents or the Condominium Act, as they hereafter be amended, including but limited to the following specific powers and duties:

- (a) To levy, collect and enforce Assessments against Members of the Association to defray cost, expenses and losses of the Condominium, and to use the proceeds of the Assessments in exercising the Association's power and performing its duties.
- (b) To protect, maintain, repair, replace and operate the Condominium Property.
- (c) To purchase insurance upon the Condominium Property for the protection of the Association and its Members.
- (d) To enforce by legal means the provisions of the Condominium Act, the Condominium Documents, and any Rules and Regulations promulgated by the Board of Directors.
- (e) To grant, relocate or modify easements affecting or relating to the Common Elements and/or Association Property or otherwise, as may not be inconsistent with the Condominium Documents, upon approval of the Board of Directors.
- (f) To enter contracts for the management or maintenance of the Condominium Property, and any other property of the Association, and to delegate any powers and duties of the Association in connection therewith, except such powers or duties as

may be expressly required by the Condominium Documents or by Applicable law to be exercised by the Board of Directors or the Members.

- (g) To employ personnel, including accountants, architects, attorneys, appraisers, surveyors, engineers and other professional personnel, to furnish services required for the operation of the Condominium.
- (h) To borrow money, subject to approval of two-thirds (2/3) of the total Voting Interest present in person or by proxy at a duly noticed membership meeting, to carry out the other powers and duties of the Association.
- (i) To make and amend reasonable Rules and Regulations respecting the use, protection and maintenance of the property of the Condominium and to publish them as "House Rules"; provided, however, that all such regulations adopted by the Board of Directors, and their amendments may be rescinded or modified by not less than fifty-one (51) percent of the total Voting Interest present in person or by proxy at a duly noticed membership meeting, and once voted upon and adopted by the membership cannot thereafter be deleted, revised, or further amended by the Board without the approval of not less than fifty-one (51) percent of the total Voting Interest in person or by proxy at a duly noticed membership meeting.
- (j) To enter into agreements, or acquire leaseholds, memberships and other ownership or use interest in the land or facilities, upon approval of two-thirds (2/3) of the Voting Interests present in person or by proxy at a duly noticed membership meeting if they are intended to provide enjoyment, recreation or other use or benefit to the Owners of the Units and as provided in Article X of the Declaration.
- (k) To reconstruct improvements after casualty, and to further improve the Condominium Property subject to provisions in Article XI and XX of the Declaration.
- (l) To sue and be sued, and to settle any lawsuits as the Board of Directors deems appropriate.
- (m) To acquire own, hold, improve, maintain, repair, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature as provided in Article X of the Declaration, subject to the required membership approvals therein.
- (n) To exercise such other power and authority to do and perform every act or thing necessary and proper in the conduct of its business for the accomplishment of its purposed as set forth herein, and as permitted by the applicable laws of the State of Florida and consistent with the Condominium Documents.
- (o) The Association shall not have the power to purchase a Unit of the Condominium except at sales and foreclosures of liens for Assessments for Common Expenses, at which sales the Association shall bid no more than the amount secured by its lien, and except the manager's apartment that may be purchased on terms and conditions approved by the Board of Directors. This provision shall not be changed without unanimous approval of the Members.

2.3 Emergency Powers. In the event of any emergency as defined in Section (g) below, the Board of Directors may exercise the following emergency powers and any other emergency powers allowed by law, including but not limited to, those powers set forth in Florida Statutes Sections 617.0207 and 617.0303, as amended from time to time.

- (a) The Board of Directors may name as assistant Officers persons who are not Directors, which assistant Officers shall have the same authority as the executive Officers to whom they assist during the period of the emergency, to accommodate the incapacity of any Officer of the Association.
- (b) The Board of Directors may relocate the principle office or designate alternative principle offices or authorize Officers to do so.
- (c) During any emergency, the Board of Directors may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency to further the affairs of the Association shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.
- (e) Any Officer, Director or employee of the Association acting with a reasonable belief that his/her actions are necessary and lawful in accordance with this Section shall incur no liability for doing so, except in the case of willful misconduct.
- (f) This emergency Section shall supersede any inconsistent or contrary provisions of the Governing Documents during the period of the emergency.
- (g) For purposes of this Section only, an "emergency" exists during a period of time that the community, or the immediate geographic area in which the community is located, is subject to:
 - i. A state of emergency declared by local civil or law enforcement authorities;
 - ii. A hurricane warning;
 - iii. A partial or complete evacuation order;
 - iv. Federal or state disaster area status; or,
 - v. A catastrophic occurrence, whether natural or manmade, which seriously damages, or threatens to seriously damage, the physical existence of the Units or improvements within the community, such as a hurricane, earthquake, tidal wave, fire, war, civil unrest or act of terrorism.

ARTICLE III INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its Members, except as Common Surplus or compensation for services rendered.

ARTICLE IV TERM

The period of duration of the Association is perpetual.

ARTICLE V MEMBERSHIP

5.1 Members. The members of the Association are all Owners of record legal title to one (1) or more Units in the Condominium, as more fully set out in the Condominium Documents. In the event that a Unit is owned by legal entity, trust or concept other than a natural person, the officer, director or other representative so designated in writing shall exercise its membership rights.

5.2 Membership Privileges. 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 the Unit. Each member shall have such rights and privileges, and be subject to such duties, obligations and restrictions, including restrictions governing the transfer of membership, as are set forth in the Condominium Documents. Each Member shall have such Voting Interests as may be provided in the Condominium Documents.

5.3 Member's Voting Right: The Owner of each Unit shall be entitled to one vote as a Member of the Association. The exact number of votes to be cast by Owners of a Unit and the manner of exercising voting rights shall determine by the Bylaws of the Association. Where more than one Unit is owned by the same person or corporation, each person or corporation shall be entitled to one vote for each Unit owned.

5.4 Member Share. The share of a Member in funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance of his apartment.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be administered by a Board of Directors. Provisions regarding the qualification, election, term, removal and resignation of Directors shall be set forth in the Association's Bylaws.

ARTICLE VII OFFICERS

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. Officers serve at the pleasure of the Board of Directors. Provisions regarding the

qualifications, election, term, removal and resignation of Officers shall be set forth in the Association's Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Association are recorded as an Exhibit to the Declaration and may be altered, amended or repealed in the manner provided therein.

ARTICLE IX INDEMNIFICATION

To the extent permitted by law, the Association shall indemnify and hold harmless every Director, Officer, Committee member and agent of the Association (collectively "Indemnified Party") against all expenses and liabilities, including attorney's fees, actually and reasonably incurred or imposed in connection with any legal proceeding or, settlement or appeal of such proceeding to which the Indemnified Party may be made a party because of being or having been, a Director, Officer, Committee Member or agent of the Association. 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, Committee Member or agent of the Association to repay such amount. However, any amounts advanced must be repaid to the Association if a judgment or other final adjudication establishes that the actions or omission to act of such Indemnified Party were material to the cause adjudicated and involved a breach of fiduciary duty or failure to discharge his/her duties in good faith pursuant to the provisions of Florida Statute Section 718.111(1), as amended from time to time.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing right to indemnification shall be in addition to, and not exclusive of, all rights to which a Director or Officer may be entitled.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation may be adopted as follows:

10.1. Proposal and Approval. Amendments to the Articles of Incorporation may be proposed either by the Board of Directors, or by not less than twenty (20%) percent of the Members of the Association. Members not present in person or by proxy at the meeting considering a proposed amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as otherwise provided by law, a proposed amendment to these Articles of Incorporation shall be adopted if approved by not less than a majority of the members present in person or by proxy at a duly noticed membership meeting. Such notice shall contain the text of the proposed amendment.

10.2 Recording Amendments. An amendment which is duly adopted pursuant to this Article shall be effective upon filing with the Florida Department of State and subsequently recording a certified copy thereof in the Public Records of Sarasota County, Florida.

**ARTICLE XI
REGISTERED OFFICE AND AGENT**

The address of the registered agent of the Association shall be established on the annual Uniform Business Reports filed with the State of Florida but may change from time to time as determine by the Board of Directors.