

JAN. 10. 2007 4:09PM
Division of Corporations

721380

FORGES, HAMLIN

NO. 6781 Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H070000086273)))



H070000086273ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

07 JAN 11 AM 8:00

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FORGES, HAMLIN, KNOWLES AND PROUTY, PA.
Account Number : 076077002227
Phone : (941) 748-3770
Fax Number : (941) 746-4160

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JAN 11 AM 9:27

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE SHORE CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

Amended + Restated
Add: 1/10/2007

SP

H070000086273 3

FILED

07 JAN 11 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by:
Stephen W. Thompson, Esquire
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
841.748.3770

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
THE SHORE CONDOMINIUM ASSOCIATION, INC.
DOCUMENT NUMBER OF CORPORATION: 721380**

*(Substantial rewording of Articles of Incorporation. See original
Articles of Incorporation and prior amendments for present text)*

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

By these Articles of Incorporation, the unit owners of The Shore, a Condominium (herein, "the Condominium"), located in Manatee County, Florida, associate themselves as a corporation not for profit under Chapter 617 Florida Statutes. The original Articles of Incorporation of the Association were filed with the Office of Secretary of State on July 20, 1971, Document Number 721380. The Shore Condominium, was formed by the recording of the Declaration of Condominium in Official Record Book 603, Pages 645 et seq., as amended, in the Public Records of Manatee County, Florida.

**ARTICLE 1.
NAME AND ADDRESS**

The name of the corporation shall be The Shore Condominium Association, Inc. (herein, "the Association"). The street address of the principal office of the corporation shall be 5757 Gulf of Mexico Drive, Longboat Key, Florida 34228. The Association Board of Directors may change the location of the principal office of the Association from time to time.

**ARTICLE 2.
PURPOSE**

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Chapter 718, Florida Statutes, as it may be amended from time to time (herein, "the Condominium Act"), for the operation and management of the affairs and property of The Shore, a Condominium, located in Manatee County, Florida and to perform all acts provided in the Declaration of Condominium (the "Declaration") and the By-laws of the Association as they may be lawfully amended from time to time, and the Condominium Act, as may be amended.

2.2 Distribution of Income. The Association shall be organized as a Florida corporation not for profit on a non-stock basis, and as such it shall issue no stock and make no distribution of income to its members, directors or officers. No dividends shall be paid, and in no event shall the net earnings, income or assets of the Association be distributed to, or inure to

the benefit of, its members, directors, or officers.

**ARTICLE 3.
POWERS**

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 Association Bylaws, the Declaration of Condominium or the Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act, as may be amended, and those set forth in the Declaration and the Association Bylaws, as those documents may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, these Articles, the Bylaws of the Association and the Condominium Act, including, but not limited to, the following:

- (a) To make and collect assessments against members as unit owners to defray the expenses and losses of the Association;
- (b) To use the proceeds of assessments in the exercise of its powers and duties;
- (c) To maintain, repair, replace and operate the condominium property, which shall include the irrevocable right of access to each Unit during reasonable hours when necessary for the maintenance, repair or replacement of any common elements or any portion of the Unit to be maintained by the Association pursuant to the Declaration or as necessary to prevent damage to the common elements or a Unit or units;
- (d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners;
- (e) To reconstruct improvements after casualty and to further improve the condominium property;
- (f) To make and amend reasonable rules regarding the use and occupancy of the units and common elements of the Condominium;
- (g) To approve or disapprove the transfer, lease, mortgage and ownership of units in the Condominium as may be provided by the Declaration or the Bylaws;
- (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 Association rules;

- (i) To contract for the management and maintenance of the condominium property and to delegate to such contractor any powers and duties of the Association, except such as are specifically required by the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws or by the Condominium Act to have the approval of the Board of Directors or the membership;
- (j) To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Condominium.
- (k) To enter into agreements acquiring leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use benefits the unit owners.
- (l) To purchase a Unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.
- (m) 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 purposes as set forth herein, and as permitted by the applicable laws of the state of Florida and consistent with the Condominium Documents.

3.3 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 laws of the state of Florida, the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

**ARTICLE 4.
MEMBERS**

4.1 Members. The members of the Association shall consist of all of the record owners of units in the Condominium shown by recordation of a deed or other instrument in the Public Records of Manatee County, Florida, and after termination of the Condominium 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 required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, a deed or other instrument establishing a record title to a Unit in the Condominium and the delivery to the Association of a copy of such recorded instrument. The Association may, in its sole discretion, require the owner to provide the Association a certified copy of the recorded deed or other instrument which establishes title to the Unit. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated automatically.

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 members Unit.

4.4 Vote. The owner of each Unit shall be entitled to one (1) vote, as a member of the Association, with there being one (1) vote attributed to each Unit. The manner of exercising voting rights shall be determined by the Declaration of Condominium, these Articles and the Association Bylaws.

4.5 Assets Held in Trust. All funds and the title 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 Bylaws of the Association.

ARTICLE 5. BOARD OF DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed by a Board consisting of the number of directors specified in the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association, unless otherwise required in the Bylaws.

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

ARTICLE 6. OFFICERS

The affairs 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.

ARTICLE 7. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel and legal 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 or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that a settlement of 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 or officer may be entitled. The Board of Administration may purchase director and officers insurance to be paid by the Association as a part of the common expenses.

**ARTICLE 8.
BYLAWS**

The Association Bylaws may be altered or amended in the manner provided by the Bylaws

**ARTICLE 9.
AMENDMENTS**

9.1 Amendments. Amendments to the Articles of incorporation shall be proposed and adopted in the following manner:

- (a) The text of a proposed amendment shall be included in or with the notice of the meeting at which the proposed amendment is considered.
- (b) An amendment may be proposed either by the Board of Directors or by at least twenty-five percent (25%) of the voting interests of the Association. Any amendment to these Articles so proposed by the Board or the members shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given. Except as elsewhere provided, approval of a proposed amendment must be by an affirmative vote of not less than a majority of the members of the total voting interests of the Association.
- (c) In the alternative an Amendment may be made by agreement signed and acknowledged by a majority of the voting interests in the Association without a meeting, provided that notice of any proposed amendment has been provided in accordance with this article.

9.2 Limitation on Amendments. No amendment shall be made which is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall make any changes in the qualifications for membership or the voting rights of members without the approval in writing of all members.

9.3 Certification. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Manatee County, Florida.

**ARTICLE 10.
EXISTENCE**

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

ARTICLE 11.
REGISTERED OFFICE AND AGENT

The registered agent shall be determined by the Board of Directors. The Board of Directors may change the registered office and registered agent from time to time as permitted by law.

IN WITNESS WHEREOF, the undersigned officers of the Association have executed the Amended and Restated Articles of Incorporation of Shore Condominium Association, Inc., this day of January 8, 2007.

Signed, sealed and delivered

Witnesses: (2 witnesses to president's Signature)

SHORE CONDOMINIUM ASSOCIATION, INC.

Print Name: W.S. BUCKLEY
W.S. Buckley

By: Paul D. Braun
Print Name: Paul D. Braun
as its President

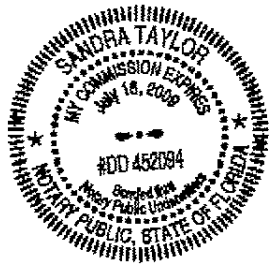
Print Name: ELINGV E WAUD
Elingv E Waud

Attest:
By: Norman C. Ralph
Print Name: NORMAN C. RALPH
as its Secretary (Asst)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 8th day of January, 2007, by Paul Braun and Norm Ralph as President and Secretary, respectively, SHORE CONDOMINIUM ASSOCIATION, INC., a Florida Corporation not-for-profit, on behalf of the corporation. They are personally known to me or who have produced _____ (type of identification).

Sandra Taylor
Notary Public, State of Florida



**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
THE SHORE CONDOMINIUM ASSOCIATION, INC.**

DOCUMENT NUMBER OF CORPORATION: 721380

1. Pursuant to the provisions of § 617.1006, Fla.Stat., the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

2. The purpose of this Amendment is to adopt the provisions of the attached Amended and Restated Articles of Incorporation of The Shore Condominium Association, Inc., thereby replacing the text of the prior Articles of Incorporation:

3. The date of the adoption of the amendment was: January 8, 2007, and the amendment shall be effective upon its filing with the Department of State.

4. The amendment was adopted by the members of the corporation, and the number of votes cast for the amendment was sufficient for approval.

5. Signatures of corporate officers appear on the last page of the document.

[remainder of page intentionally left blank]