

From:

01/28/2022 14:40

#202 P.001/008

723060

Florida Department of State  
Division of Corporations  
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.

((H22000037643 3)))



H220000376433ABC.

RECEIVED

2022 JAN 28 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FL

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

Division of Corporations  
Fax Number : (850)617-6380

Account Name : NAJMY THOMPSON, P.L.  
Account Number : I20090000014  
Phone : (941)907-3999  
Fax Number : (941)840-5559

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LONGBOAT HARBOUR OWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

Amended  
Restated

JAN 31 2022

ALBRITTON

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No.

H22000037643 3

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LONGBOAT HARBOUR OWNERS ASSOCIATION, INC.  
DOCUMENT NUMBER 723060**

Pursuant to Section 617.1007, *Florida Statutes*, the Corporation desires to amend and restate its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on March 31, 1972, under Document Number 723060.

1. The name of this Corporation is Longboat Harbour Owners Association, *INC.*
2. The date of the adoption of the attached Amended and Restated Articles of Incorporation was November 8, 2021.
3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of Longboat Harbour Owners Association, Inc., and the attached Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments.
4. Membership approval is required for amendments to the Articles of Incorporation. Pursuant to Article VIII of the Articles of Incorporation, the attached Amended and Restated Articles of Incorporation were adopted by two thirds of the voting interests present in person or by proxy at a duly convened membership meeting. The Amended and Restated Articles of Incorporation were proposed and adopted pursuant to Section 617.1002, *Florida Statutes*, and in accordance with the Association's governing documents.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 14<sup>th</sup> day of January, 2022

Signed, sealed and delivered  
in the presence of:

Longboat Harbour Owners Association, Inc.  
a Florida not-for-profit corporation

Print Name: Michele Andrews

Print Name: Igor Solovjev

By: Bernadette Roughlin  
Print Name: Bernadette Roughlin, As its President

Tom Dwyer  
Tom Dwyer AS ITS SECRETARY

H22000037643 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LONGBOAT HARBOUR OWNERS ASSOCIATION, INC.**

**WHEREAS**, Longboat Harbour Owners Association, Inc., a Florida not-for-profit corporation (the Association) is in charge of the operation of Longboat Harbour, a Condominium, according to the Declaration of Condominium thereof as recorded in O.R. Book 1656, Page 6425, et seq., of the Public Records of Manatee County, Florida, as it may be amended from time to time, and

**WHEREAS**, the Association is regulated by its Articles of Incorporation, and

**WHEREAS**, the Amended and Restated Articles of Incorporation of Longboat Harbour Owners Association were recorded as an exhibit to the Declaration described above, and

NOW THEREFORE, the following is adopted as the Amended and Restated Articles of Incorporation of Longboat Harbour Owners Association, Inc.

**ARTICLE I  
NAME**

1.1 The name of the corporation, herein called the "Association", is Longboat Harbour Owners Association, Inc., and its address is 4454 Gulf of Mexico Drive, Longboat Key, Florida 34228.

**ARTICLE II  
DEFINITIONS**

2.1 The definitions set forth in the Declaration of Condominium of Longboat Harbour, a Condominium shall apply to the terms used in these Articles.

**ARTICLE III  
PURPOSE AND POWERS**

3.1 The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of Longboat Harbour, a Condominium located in Manatee County, Florida. The Association is organized and shall exist 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 Declaration 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 Condominium. And to use the proceeds of Assessments in the exercise of its powers and duties.

H22000037643 3

H22000037643 3

- (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 Condominium.
- (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, leasing and occupancy of Units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration 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 Declaration 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 Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities continuous to the lands of the Condominium, if intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.
- (K) To borrow money if necessary to perform its function 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 Declaration of Condominium, these Articles of Incorporation and the Bylaws.

H22000037643 3

H22000037643 3

#### **ARTICLE IV MEMBERSHIP**

##### **4.1**

- (A)** The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws or Declaration.
- (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)** Each Unit is entitled to one (1) vote to be cast in the manner provided in the Association's governing documents.

#### **ARTICLE V TERM**

- 5.1** The term of the Association shall be perpetual.

#### **ARTICLE VI BYLAWS**

- 6.1** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### **ARTICLE VII DIRECTORS AND OFFICERS**

##### **7.1**

- (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.
- (B)** All Directors of the Association shall be elected by the Members in the manner determined by the Bylaws and in accordance with the Condominium Act. 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**

- 8.1** Amendments to these Articles shall be proposed and adopted in the following manner:

H22000037643 3

H22000037643 3

- (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 interest 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 not less than two thirds of the voting interests present in person or by proxy at any duly convened annual or special membership 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 Manatee County, Florida.

#### **ARTICLE IX REGISTERED AGENT**

11.1 Until changed by the Association, the registered office of the Association shall be at:

1401 8<sup>th</sup> Avenue West  
Bradenton, FL 34205

The registered agent at said address shall be: Najmy Thompson, P.L.

#### **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 is or was a Director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees and costs at both levels), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction, administrative law judge, arbitrator or the equivalent determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he 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 had reasonable cause to believe his 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 he reasonably believed to be in or not opposed to the best interest of the Association,

H22000037643 3

H22000037643 3

and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- (B) **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association during the process of the action, suit or proceeding in advance of the final disposition of such action, suit or proceedings. However, the affected Director, officer, or committee member must repay such amount if it is ultimately determined that he is not entitled to be indemnified by the Association as described in this Article X.
- (C) **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.
- (D) **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 and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him 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.
- (E) **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, hereby accepts designation as Registered Agent, and Registered Agent of the foregoing corporation and acknowledges that he is familiar with the duties and responsibilities of a Registered Agent in Florida.

Dated this 14<sup>th</sup> day of JANUARY, 2022

NAJMY THOMPSON P.L.

By: [Signature]  
Richard A. Weller, Esq.

H22000037643 3

**CERTIFICATE OF AMENDMENT**

The undersigned officers of the LONGBOAT HARBOUR OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereby certify that the foregoing Amended and Restated Articles of Incorporation were approved and adopted by the requisite number of members of the Association. The undersigned further certifies that the document was approved and adopted in accordance with the Association's governing documents and applicable law.

IN WITNESS WHEREOF, the undersigned officer of the Association has executed this instrument this 14<sup>th</sup> day of JANUARY, 2022

**LONGBOAT HARBOUR OWNERS  
ASSOCIATION, INC.**

Witnesses to President's Signature

Signed: [Signature]

Print Name: Igor Solovyeu

Signed: Ken Stewart

Print Name: Ken Stewart

Signed by: Bernadette Coughlin  
Print Name: Bernadette Coughlin, as President

Witnesses to Secretary's signature

Signed: [Signature]

Print Name: Igor Solovyeu

Signed: Ken Stewart

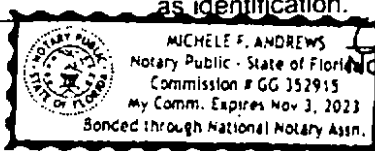
Print Name: Ken Stewart

Attest to President's Signature:

By: [Signature]  
Print Name: Tom Dragan  
As Secretary

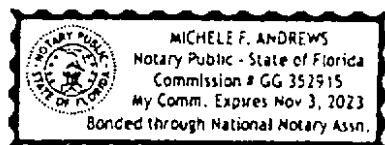
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 14<sup>th</sup> day of January, 2022 by Bernadette Coughlin, as President of the Longboat Harbour Owners Association, Inc. He or (She) is personally known to me or has produced [Signature] as identification.



STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 14<sup>th</sup> day of January, 2022 by Tom Dragan, as Secretary of the Longboat Harbour Owners Association, Inc. (He) or She is personally known to me or has produced [Signature] as identification.



[Signature]  
Notary Public, State of Florida