

From: NAJMY THOMPSON

941 748 2218

02/26/2013 18:06

#231 P.001/006

2/26/13

723186

Division of Corporations

Florida Department of State  
Division of Corporations  
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CAMBRIDGE VILLAGE ASSOCIATION, INC.

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| Certificate of Status | 0       |
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2/27/13

From:NAJMY THOMPSON

941 748 2218

02/26/2013 18:11

#231 P.006/006



February 26, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CAMBRIDGE VILLAGE ASSOCIATION, INC.  
3203 CAMBRIDGE AVE  
BRADENTON, FL 34307

SUBJECT: CAMBRIDGE VILLAGE ASSOCIATION, INC.  
REF: 723186

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle the attachment Amended and Restated Articles instead of Amended Articles.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H13000044394  
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BK 2456 PG 678 (38 of 60)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CAMBRIDGE VILLAGE ASSOCIATION, INC.  
DOCUMENT NUMBER 723186**

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 April 17, 1972, under Document Number 723186.

1. The name of this Corporation is Cambridge Village Association, Inc. The Original Declaration of Condominium that created the Cambridge Village Condominium was recorded in Official Record Book 588, Page 543 of the Public Records of Manatee County, Florida.

2. The date of the adoption of the attached Amended and Restated Articles of Incorporation by the membership was the 15<sup>th</sup> day of JANUARY, 2013.

3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of Cambridge Village 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 X of the Articles of Incorporation, the attached 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. The number of votes cast for the adoption of the amended and restated articles was sufficient for approval in accordance with the documents.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 15<sup>th</sup> day of JANUARY 2013.

Signed, sealed and delivered  
in the presence of:

Cambridge Village Association, Inc.  
a Florida not-for-profit corporation

*Terry Stroble*  
Print Name: Terry Stroble

*Lowmyre James*  
Print Name: Lowmyre James

*Eugene F. McKeough*  
By: Eugene F. McKeough  
Print Name: Eugene F. McKeough as its President

*Adrienne E. Guintier*  
ADRIENNE E. GUINTIER  
MY COMMISSION # EE 082152  
EXPIRES: June 11, 2016  
Goedert Trust Budget History Services

Fax Audit No.:

1/24/2013

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
CAMBRIDGE VILLAGE ASSOCIATION, INC.  
A corporation not-for-profit

1. **Name and Place of Business:** The name of the corporation is CAMBRIDGE VILLAGE ASSOCIATION, INC. (the "Association") and the address of the corporation shall be 3203 Cambridge Avenue, Bradenton, Florida.

2. **Purpose:** The Association is organized as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, and is a condominium association, as referred to and authorized by Chapter 718, Florida Statutes. The purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium in Manatee County, Florida, known as Cambridge Village. Said condominiums herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is herein called "Declaration".

3. **Qualifications of Members and Manner of Admission:** The members of the Association shall constitute all of the record owners of condominium units of the condominium. After receiving approval of the Association as required under the Declaration, change of membership in this Association shall be established by recording in the Public Records of Manatee County, Florida, a deed or other instrument establishing record title to a condominium unit and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The Membership of the prior owner of such condominium unit shall thereby terminate.

4. **Term:** The existence of the Association shall be perpetual unless the condominium is terminated pursuant to the provisions of its Declaration of the provisions of law and in the event of such termination, the Association shall be dissolved in accordance with law.

5. **Names and Residence of the Original Incorporators:** The names and residences of the original incorporators to these Articles of Incorporation are:

William F. McGinness, Jr.  
542 John Ringling Blvd.  
Sarasota, Florida

William N. Maddox, Jr.  
542 John Ringling Blvd.  
Sarasota, Florida

Carl A. French  
1313 9th Avenue West  
Bradenton, Florida

6. **Directors and Officers:** The affairs of the Association shall be managed by the Board of Directors. The officers of the Association shall be a President, Vice President, a Secretary, and a Treasurer, and such other officers necessary from time to time as provided by the By-Laws, which officers shall be elected annually by the Board of Directors. The Directors and Officers may lawfully and properly exercise the power set forth in Section 11, particularly those set forth in Sections 11.3 and 11.4 notwithstanding the fact that some or all of them who

EXHIBIT B

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may be directly or indirectly involved in the exercise of such powers and in the negotiations and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the Association entered into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the Association may enter into such agreement. Disclosure of such agreement by setting forth the same in the Declaration of Condominium of Cambridge Village as initially declared or subsequently re-declared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the Directors or Officers of this Association of the powers pertinent thereto.

7. **Board of Directors:** The Board of Directors shall consist of not less than three (3) persons and not more than seven (7) persons, and shall be elected to terms in the manner set forth in the bylaws and in accordance with Chapter 718, Florida Statutes.

8. **By-Laws:** The original By-Laws are to be made by the Board of Directors and/or declared under such Declaration. The same may be thereafter amended, altered or rescinded in accordance with the provisions of such By-Laws and the Declaration relating to amendment.

9. **Amendment of Articles:** These Articles of Incorporation may only be amended in by the affirmative approval of a majority of the votes cast in person or by proxy at a meeting at which a quorum is present.

10. **Powers:** The Association shall have the following powers:

(a) All the powers set forth and described in Chapter 617, Florida Statutes, to the extent they are consistent with Chapter 718, Florida Statutes.

(b) All the powers of the Association as set forth in Chapter 718, Florida Statutes.

(c) To acquire and enter into agreements whereby it acquires leasehold memberships or other possessory use interest in lands or facilities, including but not limited to country clubs, golf courses, mariners and other recreational facilities whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation and/or use or benefit to the unit officers.

(d) To contract with a third party for the management of the condominium and to delegate to the parties so hired for management all powers and duties of the Association except such as are specifically required by the Declaration and/or By-Laws to have the approval of the Board of Directors or the membership of the Association.

(e) To acquire by purchase or otherwise condominium units of the condominium, subject, nevertheless to the Provisions of the Declaration and/or By-Laws relative thereto.

(f) To operate and manage the condominium in accordance with the sense, meaning, direction and purpose and intent of the Declaration as the same may from time to time be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration or the By-Laws.