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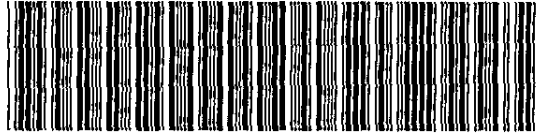
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September 16, 2005

Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

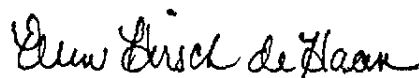
Re: Amended and Restated Articles of Incorporation of Lakeview of
Largo Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Amended and Restated Articles of
Incorporation of Lakeview of Largo Condominium Association, Inc., and a copy of
same to be stamped and returned to this office. Please also find a check in the
amount of \$35.00, your recording fee, and a return envelope for our copy of the
document.

If you should have any questions, please do not hesitate to contact this office.

Yours truly,



ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LAKEVIEW OF LARGO CONDOMINIUM ASSOCIATION, INC.
Document No. 723494

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the attached Amended and Restated Articles of Incorporation.

All amendments to the original Articles of Incorporation have been incorporated into the attached Restated Articles of Incorporation. The amendments were previously adopted by the Members as required by the Condominium Documents and previously filed with the Florida Division of Corporations as required by Florida Statutes Section 617.01201, 617.1002 and 617.1006.

(SEAL)

LAKEVIEW OF LARGO
CONDOMINIUM ASSOCIATION, INC.

BY: John H. McCraney
President
Name Printed: John H. McCraney

DATED September 14, 2005

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared John H. McCraney to me known to be the President of Lakeview of Largo Condominium Association, Inc., and he/she acknowledged before me that he/she freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He/She is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 14 day of September, 2005.

Judith A. Brown
Notary Public
Printed Name: Judith A. Brown

My commission expires:

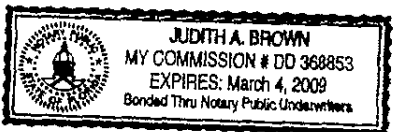


EXHIBIT "C"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKEVIEW OF LARGO CONDOMINIUM ASSOCIATION, INC.

PREAMBLE:

The following represents the Amended and Restated Articles of Incorporation of LAKEVIEW OF LARGO CONDOMINIUM ASSOCIATION, INC. The following was adopted by the Board of Directors on the 10th day of December, 1990, and approved by its membership on the 5th day of February, 1991.

The original Articles of Incorporation were recorded among the public records with the Secretary of State, State of Florida on the 24th day of May, 1972.

This Amended and Restated Articles of Incorporation incorporates all Amendments previously adopted, which Amendments were adopted in accordance with Florida Statutes 617.0201 (4) and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of the Amendments adopted per Florida Statutes 617.0201 (4) and the omission of historical matters.

All Amendments adopted by virtue of this Amendment are so designated in the text. Upon the filing of this Amended and Restated Articles of Incorporation, the Articles as previously filed and all previously filed Amendments, shall be superseded by this Amended and Restated Articles of Incorporation, and henceforth this Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the corporation.

ARTICLE I

NAME:

The name of the Corporation shall be LAKEVIEW OF LARGO CONDOMINIUM ASSOCIATION, INC., and the principle office of this Corporation shall be at Largo, Florida. For convenience this Corporation shall be referred to as the Association.

ARTICLE II

PURPOSES:

1. The purpose for which the organization is organized is to manage, operate and maintain the condominiums, known as LAKEVIEW OF LARGO

CONDOMINIUM, (PHASE ONE) and LAKEVIEW OF LARGO II, a Condominium, located in Pinellas County, Florida.

2. This Association is organized for the purpose of providing a convenient means of administering the condominiums by the owners thereof.
3. The Association shall make no distribution of income to its members, Directors or Officers.

ARTICLE III

POWERS:

1. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.
2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association including, but not limited to, the following:
 - A. To make and collect assessments against members to defray the costs of the Condominium.
 - B. To use the proceeds of assessments in the exercise of its powers and duties.
 - C. The maintenance, repair, replacement and operation of the Condominium property.
 - D. The reconstruction of improvements after casualty and the further improvements to the property.
 - E. To make and amend regulations respecting the use of the property in the Condominium.
 - F. To approve or disapprove proposed purchasers, lessees, and mortgagees of apartments.
 - G. To enforce by legal means the provisions of the Condominium Documents, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the property in the Condominium.
 - H. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association except

such as are specifically required by the Condominium Documents to have the approval of the Board of Directors or the members of the Association.

3. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium which govern the use of the property.

ARTICLE IV

MEMBERS:

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All owners of apartments in any LAKEVIEW OF LARGO CONDOMINIUM situated upon the aforescribed land shall be members of this Association and no other persons or entities shall be entitled to membership. Each Apartment shall be entitled to one vote.
2. Membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing a change of record title to an apartment in the Condominium and the delivery to the Association of a certified copy of such instrument, the new owners designated by such instrument thereby becoming members of the Association. The membership of the prior owner shall be thereby terminated.
3. 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 Apartment in the Condominium.

ARTICLE V

DIRECTORS:

1. The affairs of the Association will be managed by a Board not less than three (3) nor more than nine (9) Directors as shall be determined by the By-laws, and in the absence of such determination shall consist of three (3) Directors.

2. Directors of the Association shall be elected at the Annual Meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VI

OFFICERS:

The affairs of the Association shall be administered by officers elected by the Board of Directors. The officers elected shall serve at the pleasure of the Board of Directors. The names and addresses of the current officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	ADDRESS
President Donald C. Joost	14130 Rosemary Lane, Largo, Florida
Vice President Viola Curtis	14130 Rosemary Lane, Largo, Florida
Treasurer Joseph Falcon	14130 Rosemary Lane, Largo, Florida
Secretary Mildred Branham	14130 Rosemary Lane, Largo, Florida
<u>Assistant Secretary</u>	14130 Rosemary Lane, Largo, Florida

ARTICLE VII

INDEMNIFICATION:

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved 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.

ARTICLE VIII

BY-LAWS:

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS:

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the Members of the Association, and after being proposed and adopted by one of such bodies, it must be approved by the other. Such approvals must be by not less than a majority (50% plus 1) of all the Directors and by not less than two-thirds (2/3) of the votes cast by the members of the Association present in person or by proxy at a members' meeting at which a quorum is established. Directors and the members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting, and said amendment shall be effective when recorded in the Public Records of Pinellas County, Florida.

ARTICLE X

TERM:

The term of the Association shall be the life of the Condominium, unless the Association is terminated sooner in accordance with the Declaration. The Association shall be terminated by the termination of the Condominium in accordance with the provisions of the Condominium Documents.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT:

The Registered Office of the corporation shall be at 14130 Rosemary Lane, Largo, Florida 34664, and the Registered Agent at such address shall be Dorothy R. Nodge. The corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may be from time to time designated by the Board of Directors.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 14th day of February, 1991.

LAKEVIEW OF LARGO CONDOMINIUM
ASSOCIATION, INC.

By: _____ /S/ _____
President

Attest: _____ /S/ _____
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Donald C. Joost and Mildred K. Branham, as President and Secretary, respectively, of LAKEVIEW OF LARGO CONDOMINIUM ASSOCIATION, INC., and they acknowledged before me that they executed the foregoing Amended and Restated Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of February, 1991.

/S/

NOTARY PUBLIC

My commission expires: