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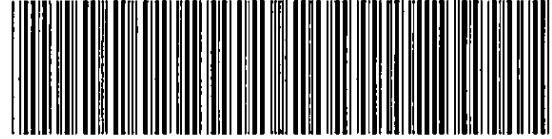
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TREASURY

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**FULL-SERVICE COMMUNITY ASSOCIATION AND CONSTRUCTION LAW FIRM**  
*Serving Southwest Florida, Tampa Bay and Central Florida*  
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November 04, 2023

Via: U.S. Mail

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Club Longboat Beach and Tennis Condominium Association, Inc. / Amended and  
Restated Articles of Incorporation**

Dear Secretary of State:

Enclosed please find the Amended and Restated Articles of Incorporation of Club Longboat Beach and Tennis Condominium Association, Inc. Also, enclosed is a check in the amount of \$43.75 for the filing fee for the documents and to receive a certified copy.

Please record the document in the Records of the State of Florida and return the original filed documents in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,

/s/ Kimberly Peers  
Kimberly Peers, Esq.  
For the Firm

Encl

## COVER LETTER

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

**SUBJECT: Club Longboat Beach and Tennis Condominium Association, Inc.**  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☒ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee.  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Cindy Hill  
Name (Printed or typed)

614 S Tamiami Trl

Address

Osprey, FL 34229

City, State & Zip

941.316.0111

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

Substantial revision of Articles of Incorporation.  
See current Articles of Incorporation for present text.

FILED  
2023 NOV -8 AM 10:05  
SECRETARY OF STATE  
FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CLUB LONGBOAT BEACH AND TENNIS CONDOMINIUM ASSOCIATION, INC.**

**WHEREAS**, the original Articles of Incorporation of Club Longboat Beach and Tennis Condominium Association, Inc. were filed with the Florida Department of State on June 30, 1972, and

**WHEREAS**, the Articles of Incorporation were amended in 1980, 1997, and 2017 by instruments filed with the Florida Department of State, and

**WHEREAS**, these Amended and Restated Articles of Incorporation were approved by not less than a fifty-one percent of the entire membership of the Board of Directors, and

**WHEREAS**, these Amended and Restated Articles of Incorporation were approved by not less than a fifty-one percent of the Voting Interests of the Members of the Association at a duly noticed and convened Membership meeting held on 3/10, 2023, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law, and

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Club Longboat Beach and Tennis Condominium Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Club Longboat Beach and Tennis Condominium Association, Inc., hereinafter referred to as Association. The principal office of said corporation shall be located at 5055 Gulf of Mexico Drive, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II  
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of Club Longboat Beach and Tennis, a Condominium located on Longboat Key, Manatee County, Florida, and to perform all acts provided in the Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Condominium Documents, except as may be limited or otherwise provided by these Articles.

**ARTICLE IV  
MEMBERS**

All persons owning legal title to any of the Units in the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be Members. Membership shall terminate automatically and immediately as a Member's vested interest in the record legal title terminates.

After the Association approves of a conveyance of a Unit as provided in the Declaration of Condominium, the new Unit Owner shall deliver to the Association a copy of the recorded deed or other instrument of conveyance.

#### **ARTICLE V VOTING RIGHTS**

Each Unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one Unit or that Units may be combined and occupied by one Owner.

#### **ARTICLE VI INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its Members.

#### **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 9887 4<sup>th</sup> Street North, Suite 301, St. Petersburg, Florida 33702, and the registered agent at such address shall be Associa Gulf Coast, Inc. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

#### **ARTICLE VIII EXISTENCE**

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

#### **ARTICLE IX BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

#### **ARTICLE X BYLAWS**

The Bylaws of this corporation may be amended in the manner provided in such Bylaws.

#### **ARTICLE XI AMENDMENTS**

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

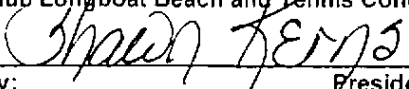
- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the Voting Interests 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 vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than a majority of the Voting Interests of the Members.
- 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 XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any 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), judgments, fines and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner 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 the person had reasonable cause to believe the 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 which was reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.
- B. Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.
- C. Advances. 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, or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.
- D. 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.
- E. 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 a director, officer, or committee member and incurred in any such capacity, or arising out of the status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 2 day of 10, 2023.

Club Longboat Beach and Tennis Condominium Association, Inc.

  
By: \_\_\_\_\_, President