

723 960

227 Nokomis Avenue S.
Venice, Florida 34285

Tel: (941) 485-1571
Fax: (941) 484-7226

Mailing Address:
Post Office Box 1767
Venice, FL 34284-1767

**Kanetsky
Moore
& DeBoer, P.A.**
Law Offices

Murray Kanetsky
Robert L. Moore*
Robert J. DeBoer*
Erik R. Lieberman**
Sharon S. Vander Wulp
* Board Certified Real Estate
** Also admitted in Pennsylvania

March 26, 2002

Secretary of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles -
Dolphin Towers Condominium Association, Inc.
Our File No. 12921.01

200005176472--6

-03/29/02--01031--002

*****43.75 *****43.75

Dear Sirs:

Enclosed please find the First Amended and Restated Articles of Incorporation in regard to the above-referenced Association. Also, enclosed is our check in the amount of \$43.75 for the filing fee and a certified copy of the Articles.

Please return a certified copy of the Articles of Amendment to my attention after filing.

Thank you for your assistance to this matter.

Very truly yours,



Sherry Fenderson,
Legal Assistant to
Sharon S. Vander Wulp

FILED
02 MAR 29 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SVW/pcf

Enclosures

cc: Dolphin Towers Condominium Association, Inc.

Arstart
T. Lewis 4/4/02

THIS INSTRUMENT PREPARED BY
SHARON S. VANDER WULP
ATTORNEY AT LAW
P.O. BOX 1767
VENICE, FLORIDA 34284-1767

FILED
02 MAR 29 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOLPHIN TOWERS CONDOMINIUM ASSOCIATION, INC.

WHEREAS, the original Articles of Incorporation of Dolphin Towers Condominium Association, Inc. were filed with the Florida Department of State on July 26, 1972, and

WHEREAS, these First Amended and Restated Articles of Incorporation amend and revise Articles I, II, VI, VII, VIII, IX, X, XI and XII of the Articles of Incorporation, which amendments were duly approved by not less than seventy-five (75%) percent of the entire membership of the Board of Directors at a Board meeting held on the 22nd day of January, 2002, and by not less than fifty-one (51%) percent of the vote of the membership present at a membership meeting held on the 26th day of February, 2002, and

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

WHEREAS, these First Amended and Restated Articles of Incorporation otherwise restate and integrate the original provisions of the Articles and prior duly adopted amendments, and by a unanimous vote of the Board of Directors at a Board of Director's meeting held on the 22nd day of January, 2002, these First Amended and Restated Articles of Incorporation were duly adopted for the purpose of integrating into a single instrument all of the provisions of the Articles of Incorporation, and amendments, including the amendments adopted in 2002.

NOW THEREFORE, the following are adopted as the First Amended and Restated Articles of Dolphin Towers Condominium Association, Inc.

ARTICLE I

The name of the corporation shall be DOLPHIN TOWERS CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with

its principal place of business located at 101 S. Gulfstream Avenue, Sarasota, Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter called the "Condominium Act", for the operation of DOLPHIN TOWER, A CONDOMINIUM.

ARTICLE III

The powers of the Association shall include and be governed by the following provisions:

3.1 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 or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation, the Bylaws and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

4.1 The members of the Association shall consist of all of the record owners of apartments in the Condominium, hereinafter referred to as "Condominium Units", and after termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing record title to a Condominium Unit in the Condominium, the owner designated by such instrument thus becoming a member of the

Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

4.3 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 his Condominium Unit.

4.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

The names and addresses of the subscribers to the original Articles of Incorporation were:

GEORGE WUAGNEUX	1980 South Ocean Drive Hallandale, Florida
ARTHUR D. BENJAMIN	608 N.E. 2nd Street, Apt. 337 Dania, Florida
HENRY RISCHITELLI	3000 East Sunrise Boulevard Fort Lauderdale, Florida

ARTICLE VII

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer, and such Assistant officers as the Board of Directors from time to time designate. Any person may hold two offices, excepting that the President may not also be the Vice-President, Secretary or Treasurer. Officers of the Association shall be elected by the Board of Directors as provided in the By-Laws 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. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	GEORGE WUAGNEUX 1980 South Ocean Drive Hallandale, Florida
Vice-President	JAMES W. STEVENSON 100 Sands Point Road Sarasota, Florida
Secretary-Treasurer	ARTHUR D. BENJAMIN 608 N.E. 2 nd Street, Apt. 337 Dania, Florida
Assistant Secretary-Treasurer	HENRY RISCHITELLI 3000 East Sunrise Boulevard Fort Lauderdale, Florida

ARTICLE VIII

8.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, or the spouse of an Association member, provided, however, only one representative from any unit may serve on the Board at the same time. The membership of the Board shall consist of not less than five (5) Directors; provided, however, that the Board shall consist of an odd number of members. Directors shall be elected and serve as provided in the Bylaws.

8.2 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

GEORGE WUAGNEUX	1980 South Ocean Drive Hallandale, Florida
ARTHUR D. BENJAMIN	608 N.E. 2nd Street, Apt. 337 Dania, Florida
HENRY RISCHITELLI	3000 East Sunrise Boulevard Fort Lauderdale, Florida
JAMES E. STEVENSON	100 Sands Point Road Sarasota, Florida

ARTICLE IX

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), 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 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 which 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, had reasonable cause to believe that his conduct was unlawful.
- (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 in Article IX(A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- (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 IX to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE X

The By-Laws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE XI

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

11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Except as elsewhere provided, such approvals must be either by:

(a) Not less than seventy-five (75%) percent of the entire membership of the Board of Directors and not less than fifty-one (51%) percent of the votes of the membership present, in person or by proxy, at a membership meeting of the Association; or

(b) Not less than seventy-five (75%) percent of the votes of the membership present, in person or by proxy, at a membership meeting of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

11.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Sarasota County, Florida.

ARTICLE XII

The Board shall appoint and maintain a registered agent and designate a registered office.

The recitals set forth in these First Amended and Restated Articles of Incorporation are true and correct and are certified by the Board of Directors.

WITNESSES:

DOLPHIN TOWERS CONDOMINIUM
ASSOCIATION, INC.

BY:

Carol Pagan Pres
CAROL PAGAN, President

Donna K. Shumme
DONNA K. SHUMME
Robert A. Kimbrough
Printed Name ROBERT A. KIMBROUGH

Kristine L. Mowery
KRISTINE L. MOWERY

ATTEST:

Delford Hanke
- DELFORD HANKE, Secretary

Rick W. Mowery
Printed Name
RICK W. MOWERY

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of March, 2002, by CAROL PAGAN, as President, of DOLPHIN TOWERS CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or who has produced personally known as identification. If no type of identification is indicated, the above-named person is personally known to me.

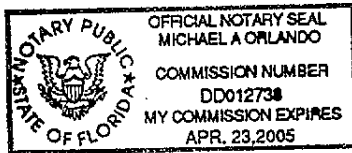


Robert A. Kimbrough
MY COMMISSION # DD001606 EXPIRES
March 18, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Robert A. Kimbrough
Notary Public
State of Florida
My Commission Expires 3-18-05

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of MARCH, 2002, by DELFORD HANKE, as Secretary, of DOLPHIN TOWERS CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced FL DL as identification. If no type of identification is indicated, the above-named person is personally known to me.



Michael Orlando
Notary Public
State of Florida
My Commission Expires 4-23-05