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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Restated
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**also admitted in PA*

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October 1, 2015

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

**Re: Certificate of Amendment
Second Amended and Restated Articles of Incorporation
For Clearwater Key Association – South Beach, Inc.**

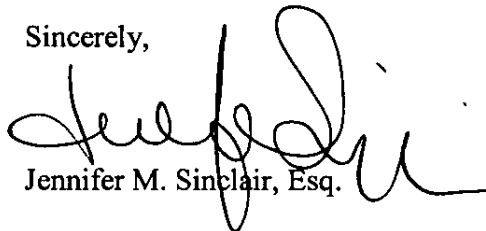
Dear Sir/Madame:

Enclosed please find an original Certificate of Amendment to the Second Amended and Restated Articles of Incorporation for Clearwater Key Association – South Beach, Inc., along with one copy of same.

Please file same and return a certified copy to the our office in the enclosed self-addressed, stamped envelope.

A check in the amount of \$43.75 is enclosed for the Division's fees.

Sincerely,



Jennifer M. Sinclair, Esq.

JMS:dls
Enclosures

PREPARED BY AND RETURN TO:
CLARKFRONZ, NIKOLOFF, GRANT,
GREENBERG & SINCLAIR, P.A.
1964 BAYSHORE BOULEVARD, SUITE A
DUNEDIN, FL 34628

**CERTIFICATE AS TO
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLEARWATER KEY ASSOCIATION – SOUTH BEACH, INC.**

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned corporation adopts the following Second Amended and Restated Articles of Incorporation. Pursuant to Article IX of the Articles of Incorporation, the members are entitled to vote on the proposed amendments and amendments to the Articles may be adopted by not less than fifty-one percent (51%) of the votes of the entire membership of the Association. We hereby certify that the attached Second Amended and Restated Articles of Incorporation for Clearwater Key Association – South Beach, Inc., a corporation not-for-profit, organized pursuant to the laws of the State of Florida, were duly adopted by at least fifty-one percent (51%) of the votes of the entire membership of the Association, at a duly called meeting of the membership held on July 28, 2015. These Second Amended and restated Articles of Incorporation of the Clearwater Key Association – South Beach, Inc. relate to the Association referenced in the Declaration of Condominium of Sand Key Condominium – South Beach I, as originally recorded at O.R. Book 4055, Page 1076, et. seq. of the Public records of Pinellas County, Florida, as same has been amended from time to time.

IN WITNESS WHEREOF, CLEARWATER KEY ASSOCIATION – SOUTH BEACH, INC. has caused this Certificate to be executed in accordance with the authority hereinabove expressed this 28th day of September, 2015.

CLEARWATER KEY ASSOCIATION –
SOUTH BEACH, INC.

By: Brian V. Kelly
Brian V. Kelly, President
Printed Name

(Corporate Seal)

ATTEST:

Dawn M. Boothby
Dawn M. Boothby, Secretary
Printed Name

15 OCT -6 AM 7:12

FILED

Witness Signature

Witness Printed Name

Witness Signature

Witness Printed Name

Witness Signature

Witness Printed Name

Witness Signature

Witness Printed Name

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th day of September, 2015, by Brian Kelly, as President, and Dawn Boothby, as Secretary of CLEARWATER KEY ASSOCIATION – SOUTH BEACH, INC., a Florida not for profit corporation, on behalf of the corporation. They took an oath, and are personally known to me or have produced personally known and personally known as identification to be the President and Secretary of the corporation executing the foregoing instrument, and they acknowledged executing the same voluntarily under the authority duly vested in them by said corporation. If no type of identification is indicated, the above-named persons are personally known to me.



Kathleen R Oalman
Notary Public
State of Florida at Large

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLEARWATER KEY ASSOCIATION – SOUTH BEACH, INC.

WHEREAS, the original Articles of Incorporation were recorded as Exhibit "B" to the Declaration of Condominium of Sand Key Condominium – South Beach I, which was originally recorded at Official Records ("O.R.") Book 4055, Page 1076, et. seq., of the Public Records of Pinellas County, Florida, and were subsequently amended from time to time, and completely amended and restated by that Amended and Restated Articles of Incorporation of Clearwater Key Association – South Beach Inc., recorded at O.R. Book 11370, Page 1967 of the Public Records of Pinellas County, Florida, (collectively the "Articles"); and

WHEREAS, the Board of Directors and the membership have voted to further amend and restate the Articles by a vote of not less than fifty-one percent of the entire membership of the Board of Directors and by not less than fifty-one percent of the votes of the entire membership of the Association pursuant to the Amendment provisions of the Articles.

NOW THEREFORE, the Articles of Incorporation of Clearwater Key Association – South Beach, Inc., are hereby amended and restated in their entirety as follows:

I.
Name

The name of the corporation is CLEARWATER KEY ASSOCIATION – SOUTH BEACH, INC. For convenience the corporation shall be referred to in this instrument as the Association.

II.
Purpose

2.1 This corporation is formed as a corporation not for profit under the provisions of Chapter 617, Florida Statutes. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of SAND KEY CONDOMINIUM–SOUTH BEACH I ("Condominium") according to Declaration of Condominium originally recorded in the Public Records of Pinellas County Florida, at O.R. Book 4055, Page 1076, of the Public Records of Pinellas County, Florida and subsequently amended, located upon lands in Pinellas County, Florida. The terms used herein shall be as defined in the Declaration of Condominium or the Condominium Act.

2.2 The Association shall make no distributions of income to its members, directors or officers.

III.
Power

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.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as Unit owners to defray the costs, expenses and losses of the Condominium.
- b. To use the proceeds of assessments in the exercise of its power and duties.
- c. The maintenance, repair, replacement and operation of the Condominium Property, including easements.
- d. The purchase of insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit owners.
- e. The reconstruction of improvements after casualty and the further improvement of the Condominium Property.
- f. The Board of Directors shall have the right to make and amend reasonable rules and regulations respecting the use of the property in the Condominium.
- g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Rules and Regulations.
- h. To contract for the management of the Condominium and to delegate to such Manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association for Manager to manage same effectively.
- i. To employ personnel to perform the services required for proper operation of the Condominium.
- j. In no event shall the unit owners in the Condominium be charged with any portion of the expenses for any other Condominium, but shall be charged only for the expense of the Condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, or other areas used in common by more than one condominium.

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

IV. **Members**

4.1 The members of the Association shall consist of all of the record-owners, by deed or otherwise, of Condominium Units in Sand Key Condominium – South Beach I; 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 Change of membership in the Association shall be established, after receiving approval of the Association required by the Declaration of Condominium, by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the Unit in the Condominium.. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his/her 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 Bylaws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit he or she owns.

V. **Directors**

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination, shall consist of three directors. Directors must be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

VI. **Officers**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors 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.

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 or settlement of 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, whether or not he is a director or officer at the time such expenses are incurred, except when 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled or which the Association may have.

VIII.
Bylaws

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

IX.
Amendments

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

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

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors 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 fourteen (14) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Amendments to these Articles must be approved by the affirmative vote of not less than sixty-six and two-thirds percent (66 2/3%) of the voting interests of the Association who are duly authorized to vote and who are present (in person or by proxy) and voting at a meeting of the members at which a quorum has been obtained.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting right of members, nor any change in Section 3.3. of paragraph III, without approval in writing by all members and the joinder of all owners of

mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

X.
Term

The term of the Association shall be perpetual.

XI.
Subscribers

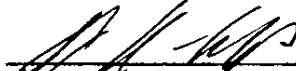
The names and addresses of the original subscribers of the Articles of Incorporation are as follows:

Names	Addresses
A.F. King	600 Grant Street Pittsburgh, pa 15230
J.A. Byerly	600 Grant Street Pittsburgh, Pa 15230
R.E. Hilton	600 Grant Street Pittsburgh, Pa 15230

IN WITNESS WHEREOF, CLEARWATER KEY ASSOCIATION – SOUTH BEACH, INC., has caused these Second Amended and Restated Articles of Incorporation, as properly approved by the membership at that meeting held on July 28, 2015, to be executed in accordance with the authority hereinabove expressed this 28th day of September, 2015.

WITNESSES:

CLEARWATER KEY ASSOCIATION –
SOUTH BEACH, INC.



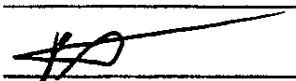
Signature of Witness #1
W. H. CHIPP

Printed Name of Witness #1

BY: Brian V. Kelly

Brian V. Kelly, President

Printed Name and Title



Signature of Witness #2
Peter E. ...

Printed Name of Witness #2

Attest: Dawn M. Boothby

DAWN M. Boothby, Sec.

Printed Name and Title