

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

June 1, 1999

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*****35.00 *****35.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Certificate of Amended and Restated Articles of Incorporation of
Pointe West Condominium Association, Inc.
Corporate No.: 726371

Gentlemen:

Please find enclosed the original of a Certificate of Amended and Restated Articles of Incorporation of Pointe West Condominium Association, Inc., which I would appreciate your filing. My client's check number 1249 in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Bennett L. Rabin

BLR/gj
Enclosures

cc: Pointe West Condominium Association, Inc.

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Signed in Mr. Rabin's absence
to avoid delay in mailing.

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FILED
99 JUN -3 8:32
T. LEWIS JUN
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By and Return to:
Bennett L. Rabin, Esquire
Brudny & Rabin, P.A.
4830 W. Kennedy Blvd., Suite 985
Tampa, Florida 33609

FILED
99 JUN -3 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
POINTE WEST CONDOMINIUM ASSOCIATION, INC.**

This is to certify that pursuant to a vote of the membership at a meeting held on February 22, 1999, the attached Amended and Restated Articles of Incorporation of Pointe West Condominium Association, Inc., were duly approved as required by, and approved in the manner prescribed in, said Articles of Incorporation. The number of votes cast was sufficient for approval. The corporation filing number is 726371.

IN WITNESS WHEREOF, POINTE WEST CONDOMINIUM ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 24 day of MAY, 1999.

POINTE WEST CONDOMINIUM
ASSOCIATION, INC.

Geraldine Kitecoin
Signature of Witness #1

Geraldine Kitecoin
Printed Name of Witness #1

Bessie G. Hoppenroth
Signature of Witness #2

Bessie G. Hoppenroth
Printed Name of Witness #2

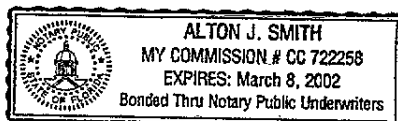
By: Phyllis Geake
Signature
PHYLLIS GEAKE PRES.
Printed Name and Title

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 24 day of MAY, 1999, by PHYLLIS GEAKE, as PRESIDENT of Pointe West Condominium Association, Inc., on behalf of the corporation, who acknowledged that he executed this document on behalf of the corporation. He is personally known to me or has produced DRIVERS LICENSE as identification.

My Commission Expires:

Alton J. Smith
Notary Public - State of Florida at Large



THE TEXT BELOW REPRESENTS A SUBSTANTIAL REWORDING OF THE ARTICLES. SEE EXISTING TEXT TO IDENTIFY CURRENT PROVISIONS.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POINTE WEST CONDOMINIUM ASSOCIATION, INC.**

This instrument amends the Articles of Incorporation of POINTE WEST CONDOMINIUM ASSOCIATION, INC. to, among other things, eliminate the classification of members, change the resident agent and principal office and generally correspond the original articles with amendments to the Declaration of Condominium of the condominium project now known as Pointe West Condominium. Pursuant to resolutions approving these amended and restated Articles of Incorporation adopted, after due notice, by a unanimous vote of the Board of Directors and more than seventy-five (75%) percent of the members, all in accordance with Article XIII of the original Articles, such Articles are hereby amended and restated in their entirety as follows:

**I.
NAME**

The name of the corporation shall be: POINTE WEST CONDOMINIUM ASSOCIATION, INC. (hereinafter referred to as the "Association").

**II.
PURPOSE**

The purpose for which this Association is organized is the operation and management of the condominium community now known as the POINTE WEST CONDOMINIUM (formerly known as Paradise Pointe West, Group Nos. I through 300 inclusive, Condominium), established in accordance with the Florida Condominium Act (as the same may be amended from time to time, hereafter referred to as the "Condominium Act"), upon the real property, situated, lying and being in Pasco County, Florida and referred to as the present Condominium Property in the Declaration of Condominium of the Pointe West Condominium, as amended and restated through the date hereof (as the same may be amended from time to time, hereinafter referred to as the "Declaration of Condominium").

**III.
POWERS**

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

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration of Condominium, the By-Laws of this Association (as amended and restated through the date hereof and from time to time hereafter, hereinafter referred to as the "By-Laws") and the Declaration of Condominium.

2. Without limiting the generality of the foregoing, the Association shall have all of the powers of condominium associations under the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

A. To make, establish and enforce reasonable rules and regulations governing the use of Condominium Units, Common Elements, Limited Common Elements and other Condominium Property, as said terms are defined in the Declaration of Condominium.

B. To make, levy and collect Assessments against Unit Owners and others to provide the funds to pay for Common Expenses of the Condominium Community, as such terms are defined in the Declaration of Condominium, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.

C. To maintain, repair, replace and operate the Condominium Property, including without limitation, all portions of the Condominium Property which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium.

D. To reconstruct improvements on the Condominium Property after casualty or other loss and to further improve the property.

E. To enforce by legal means the provisions of the Declaration of Condominium, the By-Laws, any rules and regulations and all documents, rights or obligations referred to therein.

F. To contract for the management of the Condominium Property and to delegate to such contractors all powers and duties of the Association to the extent permitted by the Declaration of Condominium.

G. To acquire leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to other Recreational Facilities, whether or not contiguous to the lands of the Condominium Community, intended to provide for the enjoyment, recreation or other use or benefit of the Unit Owners.

H. To acquire by purchase or otherwise Condominium Parcels pursuant to, and as defined in the provisions of the Declaration of Condominium

I. To approve or disapprove the transfer, mortgage and ownership of Condominium Parcels as provided by the Declaration of Condominium.

J. To employ personnel to perform the services required for proper operation of the Condominium Community.

IV. **MEMBERS**

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. Only record owners of Condominium Parcels in the Pointe West Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership. Voting rights of members shall be established by the Declaration of Condominium and the By-Laws.

2. Membership shall be established by the acquisition of record ownership of fee title to a Condominium Parcel, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration of Condominium and by the delivery to the Association of a true copy of the deed or other instrument transferring title. The new owner designated in such deed or other instrument shall thereupon become a member of the Association and the membership of the prior owner as to the Condominium Parcel designated shall be terminated.

3. The share of a member in the funds and assets of the Association, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to this Condominium Parcel.

V. **TERM**

The term for which this Association is to exist shall be perpetual.

VI. **BOARD OF DIRECTORS**

The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than five (5).

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws.

VII. **OFFICERS**

The affairs of the Association shall be managed, subject to the direction of the Board of Directors, by the President of the Association, assisted by the Vice President, Secretary, Treasurer and any other officers who may be appointed as provided herein. The Board of Directors, or President, with the approval of the Board of Directors, may employ a managing agent and/or such

other managerial and supervisory personnel or entities to administer or assist in the administration of the operation or management of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member or a director or officer of the Association.

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors shall, from time to time, determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may not hold the office of President or Vice President and Secretary or Assistant Secretary.

VIII. **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against any 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 shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IX. **ADDRESS**

The principal office of the Association shall be located at 11945 Paradise Pointe Way, New Port Richey, Florida 34654, but the Association may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

X. **BY-LAWS**

The initial By-Laws of the Association were adopted by the Board of Directors and may be altered, amended or rescinded only in the manner provided for therein.

XI. **AMENDMENTS**

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

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval by the other. Such approvals must be by seventy-five (75%) percent of the members of the Association present and voting at such meeting and by two-thirds (2/3) of the members of the Board of Directors.

3. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration of Condominium.

IN WITNESS WHEREOF, the Board of Directors have caused this instrument to be executed this the 24 day of MAY, 1999.

POINTE WEST CONDOMINIUM
ASSOCIATION, INC.

By: Phyllis Geake
Signature

PHYLLIS GEAKE PRES.
Printed Name and Title