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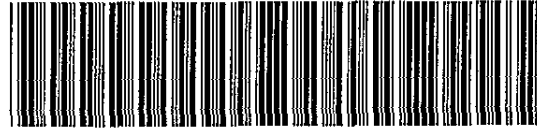
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DANIEL J. LOBECK  
MARK A. HANSON  
KEVIN T. WELLS  
DAVID C. MEYER

LAW OFFICES  
**LOBECK HANSON & WELLS**

PROFESSIONAL ASSOCIATION

2033 MAIN STREET, SUITE 403  
SARASOTA, FL 34237  
(941) 955-5622  
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CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS

CIVIL LITIGATION  
PERSONAL INJURY  
FAMILY LAW  
LAND USE LAW  
ESTATES AND TRUSTS

February 25, 2004

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

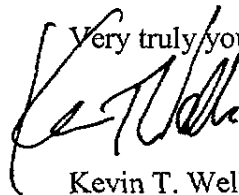
Re: Certificate of Amendment  
Portobello Owners Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is an Association check (Check No. 000801) in the amount of \$43.75 for the filing and certified copy fee. Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elk  
Enclosures

Prepared by and return to:  
Kevin T. Wells, Esquire  
Lobeck Hanson & Wells, P.A.  
2033 Main Street, Suite 403  
Sarasota, FL 34237  
Telephone: (941) 955-5622  
Facsimile: (941) 951-1469

FILED  
04 MAR - 1 AM 11:33  
STATE  
TALLAHASSEE, FLORIDA

**AMENDMENTS**  
**ARTICLES OF INCORPORATION**  
**OF**

**PORTOBELLO OWNERS ASSOCIATION, INC.**  
**(A Corporation Not For Profit)**

*[Additions are indicated by underline; deletions by ~~strike-through~~]*

By these Articles of Incorporation the unit owners of PORTOBELLO, A CONDOMINIUM (herein, "the Condominium"), located in Sarasota County, Florida, associate themselves as a corporation not for profit under Chapter 617, Florida Statutes. The original Articles of Incorporation of PORTOBELLO OWNERS ASSOCIATION, INC. were filed in the office of the Florida Secretary of State on February 26, 1974, Corporate Charter Number 728938 and were recorded at Official Records Book 1121, Page 2082 et seq. of the Public Records of Sarasota County, Florida. The original Declaration of Condominium of the Condominium was recorded at Official Records Book 1121, Page 2055 et seq. of the Public Records of Sarasota County, Florida.

~~The Subscribers to these Articles of Incorporation, each a natural person competent to contract, have associated themselves together to form a Corporation Not For Profit, pursuant to Chapter 617, of the Laws of the State of Florida.~~

**ARTICLE I**  
**NAME**

~~The name of this Corporation shall be: PORTOBELLO OWNERS ASSOCIATION, INC. (herein, "the Association").~~

**ARTICLE II**  
**PRINCIPAL OFFICE**

~~PRINCIPAL OFFICE: The principal office of the Association said Corporation shall be located at 3235 and 3240 Gulf of Mexico Drive, Longboat Key, Florida 34228, and The Board of Directors of the Association may change the location of the principal office of the said Association from time to time.~~

### **ARTICLE III PURPOSES AND POWERS**

3.1 **PURPOSES:** The purposes for which the Association is organized are to provide an entity pursuant to Chapter 718, Florida Statutes, as amended from time to time (herein, "the Condominium Act") and to operate and manage the affairs and property of this Corporation are to provide by purchase, lease or otherwise, maintain and manage common, social and recreational facilities for members of the Corporation at PORTOBELLO, A CONDOMINIUM, hereinafter referred to as the "Condominium", situate in Sarasota County, Florida; to provide utility services to and to maintain the common elements of the Condominium including lawns, grounds, roads and walkways, to maintain and paint outside walls of Units of members, to provide garbage and trash removal for the Condominium and all Units thereof, to provide fire and extended coverage insurance to the value thereof on the common elements and each Unit, to assess, collect and pay Association common obligations, to provide public liability insurance on common elements and to protect the aesthetic qualities and beauty of the Condominium; to promulgate rules and regulations governing the use of the common elements, recreational and social facilities and grounds of the Condominium, as well as use and occupancy of the Units; to undertake such activities and projects as will unite in companionship its members and insure the continuation of enjoyable living conditions at the Condominium.

3.2 **POWERS:** In order to carry out these purposes, the Association Board of Directors shall have all the common law and statutory powers of a corporation not for profit contained in Chapter 617, Florida Statutes, and otherwise not in conflict with the terms of these Articles of Incorporation, the Declaration of Condominium or the Condominium Act. Corporation shall have the powers provided by Florida Statutes 617.021 and Chapter 718.

3.3 **ASSETS HELD IN TRUST:** All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

3.4 **EMERGENCY POWERS:** For purposes of this Article 3.4 only, an emergency exists during a period of time that the Condominium, or the immediate geographic area in which the Condominium is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Condominium. During an emergency as defined herein, the Board of Directors may exercise the following emergency powers:

(a) The Board of Directors may relocate the principal office or designate alternative principal offices or authorize the officers to do so.

(b) The Board of Directors may name any person to serve as interim Assistant Officers, which Assistant Officers shall have the same authority as the officers to whom they are assistants during the period of emergency, to accommodate the incapacity or absence from the area of any officer of the Association.

(c) The Board of Directors may hold Board meetings during an emergency with notice given only to those directors with whom it is practicable to communicate, and the notice can be given in any practicable manner. The directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.

(d) Corporate action taken in good faith to meet the emergency needs of the Association or its unit owners shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.

3.5 LIMITATION ON EXERCISE OF POWERS: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the Association Bylaws.

#### **ARTICLE IV MEMBERS**

4.1 QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION: The members of the Association this Corporation shall consist initially of the undersigned subscribers and, thereafter, such other persons as may, from time to time, be admitted to membership by the Board of Directors of the Association Corporation, in accordance with the provisions of the Bylaws By-Laws of the Association and the Declaration of Condominium Corporation.

4.2 CHANGE OF MEMBERSHIP: After receiving approval of the Association Board of Directors as required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing title to a Unit in the Condominium and the delivery to the Association of a copy of such recorded instrument. The Board may, in its sole discretion, require the member to provide it a certified copy of a Deed or other instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 LIMITATION ON TRANSFER OF SHARES OR ASSETS: 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 member's Unit.

4.4 VOTING: There shall not be more than one (1) voting member for each Unit in the Condominium and said member shall be entitled to one (1) vote for each Unit which the member owns. The manner of exercising voting rights shall be stated in the Bylaws. A corporation or individual with an interest in more than one (1) Unit may be designated the voting member for each Unit in which it owns an interest.

**ARTICLE V**  
**TERM**

~~TERM OF EXISTENCE:~~ The term for which ~~the Association~~ this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of ~~Chapter Florida Statute 617, Florida Statutes, as amended from time to time.~~

**ARTICLE VI**  
**SUBSCRIBERS**

~~NAMES AND RESIDENCES OF SUBSCRIBERS:~~ The names and residences of the ~~original~~ subscribers to these Articles of ~~Incorporation~~ are as follows:

Name	Residence
HARVEY J. ABEL	5575 Shadow Lawn Drive Sarasota, Florida 33581
ROBERT P. ROSIN	517 Bird Key Drive Sarasota, Florida
BETTY P. TAYLOR	2240 Wisteria Street Sarasota, Florida

**ARTICLE VII**  
**OFFICERS AND DIRECTORS**

~~OFFICERS AND DIRECTORS:~~ The affairs of ~~the Association~~ this Corporation shall be managed by a governing board called the Board of Directors, who shall be elected at the Annual Membership Meeting of the ~~Association Corporation~~. Vacancies on the Board of Directors may be filled ~~until the next Annual Meeting, in such manner as provided in~~ by the Bylaws ~~By-Laws~~. The

executive officers shall be: a President, Vice President, Secretary and Treasurer. All officers They shall be appointed elected by and shall serve at the pleasure of the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws By-Laws of the Corporation. The directors and officers shall have a fiduciary duty to the members and to the Association.

### **ARTICLE VIII** **BOARD OF DIRECTORS**

NUMBER OF DIRECTORS: The number of Directors shall be as provided in the Bylaws By-Laws of the Corporation, but shall never be less than three (3). The affairs and property of the Association shall be managed and governed by a Board of Directors. The number of directors may be increased or decreased as provided in the Bylaws. A Director must fulfill all requirements of eligibility provided in the Declaration, Bylaws and Florida law. Directors shall be elected and removed as provided in the Association Bylaws.

### **ARTICLE IX** **BYLAWS**

BY-LAWS: The Bylaws By-Laws of the Association this Corporation may be altered, amended in the manner or repealed, as set forth in the Bylaws By-Laws.

### **ARTICLE XI** **AMENDMENTS**

10.1 PROPOSAL: ~~AMENDMENT OF ARTICLES OF INCORPORATION:~~ An amendment may be proposed by either the Board of Directors or by not less than twenty percent (20%) of the members of the Association who call a special membership meeting for that purpose. The text of a proposed amendment to these Articles of Incorporation shall be included in or with the notice of any membership meeting at which the proposed amendment will be considered.

10.2 APPROVAL: These Articles of Incorporation may be amended by a two-thirds (2/3rds) approval of the Voting Interests majority of the voting interests present and voting at any regular Annual Meeting of the Corporation; provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed amendment to each and every member of the Association Corporation, not less than fourteen (14) days prior to the membership regular Annual meeting in the manner provided in the Bylaws. Each amendment shall be filed with the Florida Secretary of State and shall be recorded in the Public Records of Sarasota County, Florida along with a duly-executed Certificate of Amendment, of the Corporation, such notice shall be sufficient, if it is published not less than fourteen (14) days prior to the regular

~~Annual Meeting of the Corporation, in such publication as may be designated by the Board of Directors as the official journal of the Corporation.~~

## ARTICLE XI INDEMNIFICATION

Every Association Director, officer and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and all liabilities, including trial and appellate counsel fees, reasonably incurred by or imposed upon the person in connection with any proceeding or any settlement of any proceeding to which the person may be a party, or in which the person may become involved by reason of being or having been a Director, officer of the Association or by reason of serving or having served the Association at its request, whether or not a Director, officer or is serving at the time such expenses and liabilities are incurred, except when the Director, officer or member is adjudged guilty (or a withholding of adjudication is entered after a plea of guilty or no contest) of an act or omission to act which is material to the cause of action and which constitutes:

(a) A violation of the criminal law. Unless the Director, officer or member had reasonable cause to believe the conduct was lawful or had no reasonable cause to believe the conduct was unlawful;

(b) A transaction from which the Director, officer or member derived an improper personal benefit; or

(c) Willful misconduct or a conscious disregard for the best interests of the Condominium Association in a proceeding by or in the right of the Condominium Association to procure a judgement in its favor or in a proceeding by or in the right of a member of the Association; 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 in the 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, officer or member may be entitled by law.

## ARTICLE XII REGISTERED OFFICE AND AGENT

The registered office of the Association shall be 595 Bay Isles Road, Suite 201, Longboat Key, Florida 34228, and the registered agent of the Association at that office shall be Beth Callans Management Corp. The Association Board of Directors may change the Association's registered office and registered agent from time to time as permitted by law.



**CERTIFICATE OF AMENDMENT**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PORTOBELLO OWNERS ASSOCIATION, INC.**

We hereby certify that the attached amendments to the Articles of Incorporation of Portobello Owners Association, Inc. (herein, "the Association") were duly adopted a special membership meeting of the Association held on January 13, 2004, by the affirmative vote of not less than a majority of the Association's voting interests by votes cast in person or by limited proxy, pursuant to Article X of the Articles of Incorporation. The original Declaration of Condominium of Portobello, a Condominium, was recorded at Official Records Book 1121, Page 2055 *et seq.*, of the Public Records of Sarasota County, Florida.

DATED this 11 day of February, 2004.

Signed, sealed and  
delivered in the presence of:

PORTOBELLO OWNERS ASSOCIATION,  
INC.

sign: Cynthia S. Coopet

By: Rolla R. Schuch  
Rolla R. Schuch, President

print: Cynthia S. Coopet

sign: Melissa Williams

print: Melissa Williams

sign: Cynthia S. Coopet

By: Thomas H. Jones  
Thomas H. Jones, Secretary

print: Cynthia S. Coopet

sign: Melissa Williams

(Corporate Seal)

print: Melissa Williams

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11 day of February, 2004,  
by Rolla A. Schuh as President of Portobello Owners Association, Inc.,  
a Florida corporation, on behalf of the corporation. He/She is personally known to me ~~or has~~  
~~produced~~ \_\_\_\_\_ as identification.

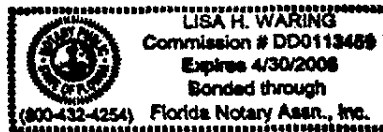
NOTARY PUBLIC

sign Lisa H Waring

print LISA H WARING

State of Florida at Large (Seal)

My Commission expires: 4/30/2006



STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11 day of February, 2004,  
by Thomas H. Jones as Secretary of Portobello Owners Association, Inc., a Florida  
corporation, on behalf of the corporation. She/He is personally known to me ~~or has produced~~  
\_\_\_\_\_ as identification.

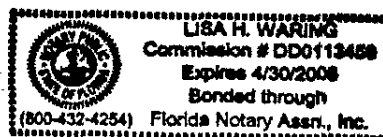
NOTARY PUBLIC

sign Lisa H Waring

print LISA H WARING

State of Florida at Large (Seal)

My Commission expires: 4/30/2006



Prepared by Kevin T. Wells, Esquire  
and Return to: Lobeck, Hanson & Wells, P.A.  
2033 Main St., Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)