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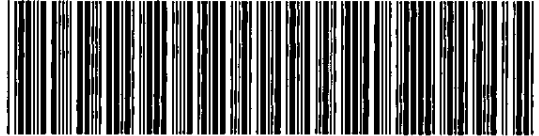
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FILED
09 JAN -7 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend + Potat
xlc 1/5-09*

KEVIN T. WELLS, ESQ.
DAVID C. MEYER, ESQ., L.L.M.*
KAREN L. KUSKIN, ESQ.

22 S. LINKS AVENUE SUITE 301
SARASOTA, FL 34236
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EMAIL KKUSKIN@KEVINWELLSPA.COM

THE LAW OFFICES OF
KEVIN T. WELLS, P.A.

CONDOMINIUM, HOMEOWNER,
COOPERATIVE, MASTER
AND COMMUNITY ASSOCIATIONS
CIVIL LITIGATION

*LLM - REAL PROPERTY
AND LAND DEVELOPMENT

January 5, 2009

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

Re: Certificate of Amendment
Association of Sarasota By The Sea, First Addition, Inc.

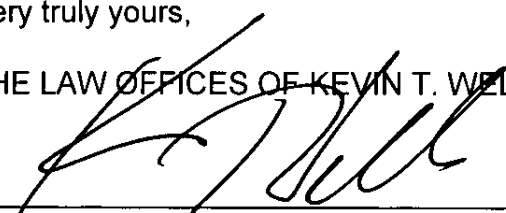
Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a check from the Association in the amount of \$43.75 for the filing fee and certified copy fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.



Kevin T. Wells, Esq.

KTW/elp
Enclosures

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

**ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC.
A Florida Not For Profit Corporation**

*[Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation for present text.]*

FILED
09 JAN -7 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The members of **ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC.**, a Florida Not For Profit Corporation, hereby amend and restate the Association's Articles of Incorporation. These amended and restated Articles of Incorporation shall supersede and replace the Association's previous Articles of Incorporation.

1. CORPORATE NAME AND PRINCIPAL OFFICE.

The name of the corporation is **ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC.** (herein, the "Association"). The principal office of the Association is 1030 Seaside Drive, Sarasota, Sarasota County, FL 34242.

2. CORPORATE PURPOSES.

2.1 **Purposes.** The Association's general purposes are to protect and promote the interests of its members and to provide an entity pursuant to Chapter 617, Florida Statutes, as may be amended from time to time (herein, the "Florida Not For Profit Corporation Act") and such other purposes as are consistent with its intention to be a not for profit corporation. The Association is not a Florida Condominium Association or a Florida Homeowners' Association. Therefore, the Association is not governed by Chapters 718 or 720, Florida Statutes.

2.2 **Distribution of Income.** The Association shall make no distribution of income to its members, Directors or officers.

3. CORPORATE POWERS.

The powers of the Association shall include but not be limited to the following:

3.1 **Common Law and Statutory Powers.** 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 Bylaws.

3.2 **Specific Powers.** The Association, by and through its Board of Directors, shall have all of the powers and duties set forth in the Florida Not For Profit Corporation Act, those set forth herein and in the Bylaws of the Association, including, but not limited to, the following:

A. To purchase, accept, lease or otherwise acquire title to, and to hold, mortgage, grant non-exclusive easements and licenses, rent any and all real or personal property; however, the Association shall not

have the authority mortgage the Association real property without first obtaining the approval of at least fifty-one percent (51%) of the Association's members in good standing.

B. To propose an annual budget for approval of the membership, levy special assessments against its members to defray the expenses and losses of the Association and to create and fund reasonable reserves.

C. To hold funds and use the proceeds of assessments in the exercise of its powers and duties and to borrow money; however, the Association shall not have the authority to borrow money in excess of Fifty Thousand Dollars (\$50,000) without first obtaining the approval of at least fifty-one percent (51%) of the Association's members in good standing.

D. To operate, preventatively maintain, maintain, repair, replace, alter, improve, and operate the Association's real and personal property.

E. To purchase insurance upon the Association real and personal property and insurance for the protection of the Association's directors and officers, and establish reasonable insurance policy limits and deductibles.

F. To reconstruct improvements after casualty and further improve the Association real and personal property.

G. To make and amend reasonable rules regarding the Association real property; provided, however, that no such rule or amendment shall conflict with the rights of members provided in these Articles of Incorporation or the Bylaws.

H. To enforce by all available legal and equitable means the terms and provisions of the Florida Not For Profit Corporation Act, these Articles of Incorporation, the Association Bylaws and the Association rules and levy fines and/or suspensions of the right to use the Association real or personal property.

I. To contract for the management and maintenance of the Association property and to authorize a management agent to assist the Association in carrying out its powers and duties.

J. To employ attorneys, accountants, agents, and personnel to perform the services required for proper operation of the Association.

K. In the event of an emergency as defined in Article 3.3 herein, the Board of Directors may exercise the emergency powers described herein, and any other powers authorized by Sections 617.0207 and 617.0303, Florida Statutes, as amended from time to time.

L. To place liens against Subdivision parcels of its members for unpaid assessments and to bring suit for foreclosure of such liens, obtain a monetary judgment against former and present members and to otherwise enforce the collection of assessments and all other amounts due to the Association.

M. To make, enter into, perform and carry out contracts, to sue and be sued and to institute, maintain, settle, or appeal actions or hearings in its name or on behalf of its members concerning matters of common interest to most or all members.

N. To cause to be towed from the Association's property and private roads any vehicle that is parked in violation of the Association's rules and regulations.

3.3 Emergency Powers. For purposes of this Article 3.3 only, an emergency exists during a period of time that the Subdivision, or the immediate geographic area in which the Subdivision 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 Association. During an emergency as defined herein, the Board of Directors may exercise the following emergency powers:

A. Conduct board meetings and membership meetings with notice given as is practicable. Such notice may be given in any practicable manner, including publication, radio, United States mail, the Internet, public service announcements, and conspicuous posting on the Subdivision property or any other means the Board deems reasonable under the circumstances. Notice of Board decisions may be communicated as provided in this Article 3.3. A. The directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.

B. Cancel and reschedule any Association Board, membership or committee meeting.

C. Name as interim assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they are assistants during the state of emergency to accommodate the incapacity or unavailability of any officer of the Association.

D. Relocate the Association's principal office or designate alternative principal offices.

E. Enter into agreements with local counties and municipalities to assist counties and municipalities with debris removal.

F. Implement a disaster plan before or immediately following the event for which a state of emergency is declared which may include, but is not limited to, shutting down or off elevators, electricity; water, sewer, or security systems; or air conditioners.

G. Based upon advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine any portion of the Association property unavailable for entry or occupancy by lot owners, family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such persons.

H. Require the evacuation of the Association property in the event of a mandatory evacuation order in the locale in which the Subdivision is located. Should any lot owner or other occupant of the Association property fail or refuse to evacuate the Association property where the Board has required evacuation, the Association shall be immune from liability or injury to persons or property arising from such failure or refusal.

I. Based upon advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine whether the Association property can be safely traversed or occupied.

J. Mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of mold, mildew or fungus by removing and disposing of wet drywall, insulation, carpet, carpet pad, baseboards, air ducts, cabinetry, any and all personal property or belongings.

K. Regardless of any provision to the contrary and even if such authority does not specifically appear in the Articles of Incorporation or Association Bylaws, the Association's Board of Directors may levy one or more special assessments without a vote of the lot owners.

M. Without lot owners' approval, borrow money and pledge Association assets as collateral to fund emergency repairs and carry out the duties of the Association when operating funds are insufficient. This paragraph does not limit the general authority of the Association to borrow money, subject to such restrictions as are contained in the Articles of Incorporation or Association Bylaws.

N. Corporate action taken in good faith to meet the emergency needs of the Association shall: (1) bind the Association, (2) have the rebuttable presumption of being reasonable and necessary and (3) may not be used to impose liability on a director, officer, or employee. An officer, director, or employee acting in good faith and in accordance with this Article 3.3 is only liable for willful misconduct.

The special powers authorized above in this Article 3.3 shall be limited to the time period reasonably necessary to protect the health, safety, and welfare of the Association and the lot owners and the lot owners' family members, tenants, guests, agents, or invitees and shall be reasonably necessary to mitigate further damage and make emergency repairs to the Association property.

4. MEMBERS.

4.1 **Members.** Membership in the Association shall be voluntary. Membership in the Association shall be limited to the owners of parcels of real property located in Sarasota County, Florida in the unrecorded subdivision known as **SARASOTA BY THE SEA, FIRST ADDITION** (herein, the "Subdivision"), a copy of which is attached hereto as Exhibit "A", and incorporated herein. An owner of a parcel in the above-referenced Subdivision may request approval of the Association's Board of Directors to become a member of the Association. In reviewing such a prospective member request for admission, the Board shall be guided by the criteria set forth in the Association Bylaws. The Association may charge an initiation fee and such other charges as the Board may deem appropriate. Where a Subdivision parcel is developed as a multiple ownership development, including but not limited, condominiums, cooperatives, time-share or interval ownership, only one membership shall be issued to the community association for that Subdivision parcel.

4.2 **Termination of Membership.** A member may voluntarily terminate its membership in the Association by providing the Association thirty (30) days' written notice of such intent to termination membership. The notice shall be sent certified mail, return receipt requested and via regular U.S. mail and addressed to the Association President. Upon the Association's receipt of the written notice of termination delivered in the above-described manner and the expiration of the thirty (30) days, membership in the Association shall terminate. Membership in the Association shall automatically terminate upon conveyance or other divestment of title to the underlying Subdivision parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two (2) or more Subdivision parcels so long as such member owns at least one (1) Subdivision parcel.

4.3 **Limitation on Transfer of Shares of Assets.** The interest or 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 membership in the Association.

4.4 **Membership Roster and Change of Membership.** The Association's Secretary or another person designated by the Board shall maintain a list of the members of the Association, their addresses, telephone numbers (if provided) and parcel identifications. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and legal obligation to so inform the Secretary or its designee in writing, giving the owner's name, current address, and parcel identification. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make any other inquiry to determine the status and correctness of the list of members of the Association. The Association shall be entitled to rely upon its membership list until notified in writing of any change. A member shall be required to promptly inform the Association in writing of any change to the member's address.

4.4 **Voting.** Each member shall be entitled to one (1) vote per Subdivision parcel in which the member holds fee simple ownership. A membership vote is not divisible. The manner of exercising voting rights shall be determined by the Association Bylaws.

5. DIRECTORS.

5.1 **Number and Qualification of Directors.** The affairs of the Association shall be managed by a Board consisting of five (5) directors. A director must be an Association member in good standing, the spouse of such an Association member or the designated representative of a community association member who is in good standing. A person who is not otherwise eligible or qualified to serve as a director may not become eligible or qualified through a power of attorney.

5.2 **Election of Directors.** The Association members shall elect the directors at the annual meeting of the members, in the manner provided in the Association Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

6. OFFICERS.

The affairs of the Association shall be administered by officers designated in the Bylaws, which include the President, Vice-President, Secretary, and Treasurer. Officers shall be elected by and shall serve at the pleasure of the Board of Directors.

7. INDEMNIFICATION.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 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 or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

B. A transaction from which the director or officer derived an improper personal benefit; or

C. Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment 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 for the best 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 or officer may be entitled. The Association may purchase and maintain insurance as a common expense on behalf of all officers and directors for any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

8. BYLAWS.

The Bylaws of the Association shall be amended in the manner provided by the Bylaws.

9. AMENDMENTS.

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

9.1 **Notice.** The text of a proposed amendment shall be included in or with the notice of any meeting at which a proposed amendment is considered.

9.2 **Proposal and Approval.** The Board of Directors shall propose all amendments to the Articles of Incorporation. An amendment to the Articles of Incorporation shall be adopted upon the approval of not less than a majority of the Board of Directors present at a duly-noticed Board meeting.

9.3 **Certification.** Each amendment shall be filed along with a certificate of amendment with the Florida Secretary of State and shall be recorded in the Public Records of Sarasota County, Florida.

10. TERM.

The term of the Association shall be perpetual.

11. REGISTERED OFFICE AND AGENT.

The registered office of the Association is 1030 Seaside Drive, Sarasota, FL 34242 and the current registered agent of the Association is Sharon Cunningham. The Board of Directors may change the Association's registered office and agent as it determines appropriate and in the manner provided by law.

12. ORIGINAL SUBSCRIBERS.

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

PAUL P. PERRY, JR., Route 4, Box 879-D, Sarasota, Florida.
DR. C. A. KRUSE, Route 4, Box 879-D, Sarasota, Florida.
MARION W. KING, 3815 e. Forest Lake Dr., Sarasota, Florida.
ELIZABETH BOARIMAN KRUSE, 1343 32nd St., Sarasota, Florida
ROY. BLANCK, 5252 South Trail, Sarasota, Florida
RUSSELL D. GRÖNER, Bay Island, Sarasota, Florida.
VIVIAN V. GRÖNER, Bay Island, Sarasota, Florida
FRED BEHREND, 1631 Stickney Point Rd., Sarasota, Florida.
FRANCES BEHREND, 1631 Stickney Point Rd., Sarasota, Florida.
JOHN A. DUNHAM, 2221 Shawnee Street, Sarasota, Florida.

Prepared by and return to:
Kevin T. Wells, Esq.
The Law Offices of Kevin T. Wells, P.A.
22 S. Links Avenue, Suite 301
Sarasota, Florida 34236
(941) 366-9191 (Telephone)
(941) 366-9292 (Facsimile)

FILED
09 JAN -7 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC.
A Florida Not For Profit Corporation**

We hereby certify that the attached Amended and Restated Articles of Incorporation of ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC. ("the Association"), a Florida corporation not-for-profit, were adopted by the affirmative vote of not less than a majority of all members of the Board of Directors and by not less than two-third (2/3rds) of all members present (in person or by proxy) at the Annual Membership Meeting of the Association held on December 13, 2008, which is sufficient for adoption under Article 9 of the Articles of Incorporation of the Association. Written notice specifying the purpose of the meeting was provided to all Association members not less than ten (10) days and not more than sixty (60) days prior to the membership meeting. The Association further certifies that the amendment was proposed and adopted as required by the governing documents and by Florida law.

DATED this 29 day of December, 2008.

Signed, sealed and
delivered in the presence of :

ASSOCIATION OF SARASOTA BY THE
SEA, FIRST ADDITION, INC.

Sign: Tracey A Duffly

By: Ed Codelia
Ed Codelia, President

Print: Tracey A Duffly

Sign: [Signature]

Print: DANIEL NIXON

ATTEST:

Sign: Tracey A Duffly

By: Sharon Cunningham
Sharon Cunningham, Secretary

Print: Tracey A Duffly


Sign: [Signature]

Print: DANIEL NIXON

[Corporate Seal]

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of December, 2008, by Ed Codelia as President of ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC - STATE OF FLORIDA
 Tracey A. Duffy
Commission #DD643743
Expires: MAR. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC


Sign: Tracey A Duffy
Print: Tracey A Duffy
State of Florida at Large (Seal)
My Commission expires: 3-30-11

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of December, 2008, by Sharon Cunningham as Secretary of ASSOCIATION OF SARASOTA BY THE SEA, FIRST ADDITION, INC., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Sign: Tracey A Duffy
Print: Tracey A Duffy
State of Florida at Large (Seal)
My Commission expires: 3-30-11

NOTARY PUBLIC - STATE OF FLORIDA
 Tracey A. Duffy
Commission #DD643743
Expires: MAR. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.