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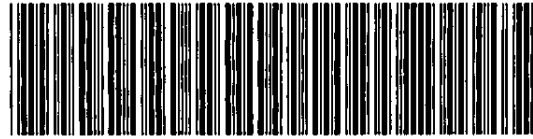
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RABIN ♦ PARKER

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727.475.5535 PHONE ♦ 727.723.1131 FAX

March 6, 2014

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: **FILING REQUEST**
ARTICLES OF AMENDMENT
FLORIDA NOT FOR PROFIT
Corporation name: **THE WEATHERLY CONDOMINIUM ASSOCIATION, INC.**
Document number: **737611**
Matter No: 10128-002

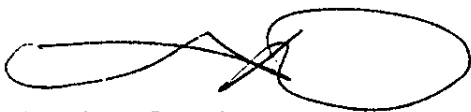
Sir/Madam:

Please find and file the enclosed original Certificate of Amendment to the Articles of Incorporation for The Weatherly Condominium Association, Inc., a Florida Not for Profit Corporation. The Amended and Restated Articles of Incorporation were adopted October 31, 2013, by the members and the number of votes cast for the amendments were sufficient for approval pursuant to the provisions of Florida Statute § 617.1006.

Included is a check in the amount of \$35.00 made payable to the Florida Department of State for the Filing Fee and a copy of the Certificate of Amendment which I would appreciate if you would stamp and return to our office in the enclosed self-addressed envelope.

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

Sincerely,



Monique E. Parker

MEP/tg
Enclosures

cc: The Weatherly Condominium Association, Inc.

Prepared by and return to:
Monique E. Parker, Esq.
Rabin Parker, P.A.
28163 U.S. 19 North, Suite 207
Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
THE WEATHERLY CONDOMINIUM ASSOCIATION, INC.

I hereby certify that at a duly called meeting of the members of The Weatherly Condominium Association, Inc., (the "Association") held on October 31, 2013, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation of The Weatherly Condominium Association, Inc., attached hereto as **EXHIBIT A**, was duly adopted by the membership. The Articles of Incorporation were originally filed with the Secretary of State of Florida on December 22, 1976, and were originally recorded in Official Records Book 4519, Page 1484, of the Public Records of Pinellas County, Florida, and subsequently amended.

IN WITNESS WHEREOF, The Weatherly Condominium Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 12th day of FEBRUARY, 2014.

CHRISTIAN CAVALLO
Signature of Witness #1
CHRISTIAN CAVALLO
Printed Name of Witness #1
James A Goebel
Signature of Witness #2
James A Goebel
Printed Name of Witness #2

The Weatherly
Condominium Association, Inc.

By: James R Woodworth
Signature
James R Woodworth -
Printed Name and Title
Weatherly Condo Assoc -
President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of February, 2014, by Jim Woodworth as president of The Weatherly Condominium Association, Inc., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.

Donna M. Garrett
Notary Public/State of Florida
My commission expires: 8/26/17

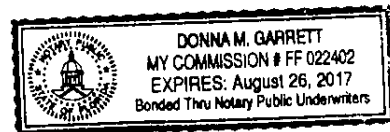


EXHIBIT A TO CERTIFICATE OF AMENDMENT

**ADOPTED AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE WEATHERLY CONDOMINIUM ASSOCIATION, INC.**

This instrument amends and restates the Articles of Incorporation of The Weatherly Condominium Association, Inc., which were originally filed with the Secretary of State of Florida on December 22, 1976, and recorded in Official Records Book 4519, Page 1484 of the Public Records of Pinellas County, Florida.

ARTICLE I

NAME

The name of the corporation shall be The Weatherly Condominium Association, Inc. Hereinafter, the corporation shall be referred to as the "Association".

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of The Weatherly, a Condominium, created pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act" and to transact all business necessary and proper in connection with the operation of the Condominium for the mutual benefit of its members; to operate said Condominium Property for the sole use and benefit of its members; and to perform any other act for the well-being of the member residents; and to perform any other act in maintaining an atmosphere of community, and high standard of occupancy by and for its member residents. The Declaration of Condominium whereby The Weatherly, a Condominium, is created, and any amendments thereto, are herein called the "Declaration".

ARTICLE III

POWERS AND DUTIES

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

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit and not in conflict with the terms of these Articles of Incorporation, the Bylaws, the Condominium Act or the Declaration, all as amended from time to time.

Section 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 and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate The Weatherly, a Condominium, pursuant to the Declaration and Bylaws, as amended from time to time. Without limiting the generality of the foregoing, the Association, through its Board of Directors, shall have all of the powers reasonably necessary to implement the purposes of the corporation, including, but not limited to, the following:

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

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

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

D. To reconstruct improvements on the Property after casualty or other loss, and to further improve the Property in accordance with Florida law and the Declaration as amended from time to time.

E. To enforce by legal means the provisions of the Declaration, the Bylaws, any rules and regulations adopted by the Board of Directors, and all documents, rights or obligations referred to therein.

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

G. To acquire leaseholds, memberships or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation or other use or benefit of the Owners in accordance with Florida law.

H. To acquire land by purchase or otherwise pursuant to, and as defined in, the provisions of the Declaration and in accordance with Florida law.

I. To approve or disapprove the transfer, mortgage and ownership of Units as provided by the Declaration, and in accordance with Florida law.

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

Section 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 Bylaws of the Association.

Section 4. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV

MEMBERS

Section 1. The members of the Association shall consist of all of the record Owners of Condominium Units in The Weatherly, a Condominium.

Section 2. Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Condominium Unit in The Weatherly, a 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 (1) Unit shall remain a member of the Association so long as such Owner shall retain title to or a fee ownership interest in any Unit.

Section 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 a Unit.

Section 4. On all matters upon which the membership shall be entitled to vote, there shall be one (1) 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 (1) Unit shall be entitled to one (1) vote for each Unit owned, except as otherwise provided in the Bylaws.

Section 5. There shall be no cumulative voting.

ARTICLE V

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors, which shall consist of five (5) members who shall serve staggered terms of office as provided in the Bylaws.

Section 2. The Directors of the Association shall be elected by the annual meeting of 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.

Section 3. All members of the Board of Directors elected by Unit Owners shall be members of the Association.

ARTICLE VII

OFFICERS OF ASSOCIATION

Section 1. The affairs of the Association shall be administered by a president, a vice-president, a secretary and a treasurer, and such assistant secretaries and assistant treasurers as the Board of Directors may from time to time designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office of president and vice-president. Officers of the Association 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. All officers of the Association must be directors.

Section 2. The officers shall have such duties, responsibilities and powers as provided in the Bylaws and the Condominium Act.

ARTICLE VIII

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 such director or officer in connection with any proceeding or the settlement of any proceeding to which such director or officer may be a party, or may be involved by reason of being or having been a director or officer of the Association, whether or not such individual is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

EXHIBIT A

TO CERTIFICATE OF AMENDMENT

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ARTICLE IX

BYLAWS

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

ARTICLE X

LEGAL LIABILITY; ACCOUNTS

Section 1. In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

Section 2. The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times. The Association shall provide financial reporting to the members in accordance with the requirements of the Florida Statutes as amended from time to time.

ARTICLE XI

AMENDMENTS

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

Section 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.

Section 2. Unit Owners may propose an amendment by an instrument in writing directed to the president or secretary of the Board signed by persons owning not less than twenty percent (20%) of the Units in the Condominium. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Any proposed amendments shall be subject to editing as to form and legality by the Association's counsel. Upon an amendment being proposed as herein provided, the president, or the Board of Directors shall call a membership meeting for the purpose of considering such amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Amendments must be approved by not less than a majority

EXHIBIT A

TO CERTIFICATE OF AMENDMENT

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of the total voting members, who participate in the voting, in person or by proxy, at a meeting of the membership at which a quorum has been attained.

Section 3. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3 of Article III, without approval in writing by all members. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

Section 4. A copy of each approved amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, as amended from time to time, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XII

REGISTERED OFFICE AND AGENT

The registered agent of the Association shall be as determined by the Board of Directors from time to time. The street address of the registered office of this corporation is 9415 Blind Pass Road, St. Pete Beach, Florida 33706.

END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION