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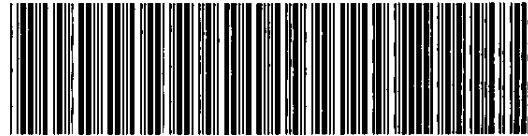
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*Amended and  
Restated Art*

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*TH-2-31-11*

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August 22<sup>23</sup>, 2011

Florida Division of Corporations  
Attn: Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Incorporation for Bay Isles Bayour Association, Inc.**


Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAY ISLES BAYOU ASSOCIATION, INC.**

**WHEREAS**, the original Articles of Incorporation of Bay Isles Bayou Association, Inc. were filed with the Florida Department of State on March 3, 1977, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

**WHEREAS**, not less than a majority of the entire membership of the Board of Directors approved the amendments, and these Amended and Restated Articles of Incorporation, at a duly noticed Board meeting held on May 19, 2011, and

**WHEREAS**, there is no requirement for the members to vote on amendments to the Articles of Incorporation.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Bay Isles Bayou Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be Bay Isles Bayou Association, Inc., hereinafter referred to as Association. The address of the Association shall be P.O. Box 8036, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II  
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Amended and Restated Declaration of Restrictions, Limitations, Conditions, and Agreements for Bay Isles Unit #2 & Unit #7 (Declaration).
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within the Subdivision.
3. To add, replace, improve, maintain, and repair common areas within the subdivision for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III  
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Fla. Stat., and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

**ARTICLE IV  
MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

#### **ARTICLE V DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

#### **ARTICLE VI OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

#### **ARTICLE VII BYLAWS**

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

#### **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Florida corporate statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

#### **ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION**

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
2. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the total voting interests of the Association.
3. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds (2/3rds) of the voting interests participating in person or by proxy at a duly noticed membership

meeting, but in no event by less than 64 affirmative votes (a majority of the total voting interests of 126).

4. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

#### **ARTICLE X TERM**

The term of the Association shall be perpetual.

#### **ARTICLE XI RESIDENT AGENT**

The Association has appointed Michael Abshire, CPA, 5560 Bee Ridge Road, Suite #1, Sarasota, Florida 34233 as its registered agent and registered address under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors on this 7 day of August, 2011.

**Bay Isles Bayou Association, Inc.**

  
By: Ray Rajewski, President