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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TB

7/30/08

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

July 25, 2008

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

Re: Certificate of Amendment to Articles of Incorporation  
Pirate's Cove Club Condominium Association, Inc.

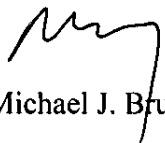
Gentlemen:

Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of Pirate's Cove Club Condominium Association, Inc., which I would appreciate your filing. My check 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 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 me.

Sincerely,



Michael J. Brudny

MJB/dls  
Enclosures

383/State-FileCertificate8-725

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

DATE: July 30, 2008 FILE NO.: 383TO: Theresa Brown FAX NO.: 850-245-6897FROM: Deborah L. SmithNO. OF PAGES INCLUDING COVER SHEET: 4

COMMENTS: Pursuant to our conversation, attached is the adopted Amended and Restated Articles to be attached to the Articles of Amendment for Pirate's Cove. Thank you for your assistance, and please call me if anything is needed.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the addressee, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the address listed below via the U.S. Postal Service. We will reimburse you for the postage. Thank you.

If there are any problems during transmission, please call (727) 796-1122.

## THE ORIGINAL DOCUMENT BEING TRANSMITTED:

X WILL NOT BE SENT  
\_\_\_\_ WILL BE SENT BY E-MAIL  
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\_\_\_\_ WILL BE SENT BY CERTIFIED MAIL  
\_\_\_\_ WILL BE SENT BY OVERNIGHT DELIVERY

OTHER: \_\_\_\_\_

ADOPTED AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

PIRATE'S COVE CLUB CONDOMINIUM ASSOCIATION, INC.  
(As approved by Board of Directors, July 17, 2008)

FILED  
2008 JUL 28 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be PIRATE'S COVE CLUB CONDOMINIUM ASSOCIATION INC., a not-for-profit corporation.

ARTICLE II

PURPOSES: The purposes of this corporation are to provide, maintain and manage common, social and recreational facilities for the members of the corporation which is situate in Tierra Verde, Pinellas County, Florida; to provide and maintain lawns, walk, and driveways, laundry facilities, exterior painting and maintenance of each unit, maintenance of roofs, utilities, servicing common elements, garbage and trash collection for the benefit of each unit, water and sewer facilities to each unit, fire and extended coverage insurance to the value thereof on common elements of each unit, collection and transmittal of real property taxes and other common obligations, public liability insurance on common elements; to protect the aesthetic qualities and beauty of condominium, to promulgate rules and regulations governing the use of common recreational and social facilities and grounds of the condominium, as well as the use and occupancy of the units; to undertake such activities and projects as will unite companionship of its members, and insure the continuation and enjoyable living conditions. In order to carry out these purposes, the corporation shall have the power provided by Florida Statute 617.021, as well as other express and implied powers of a corporation, not for profit, provided or allowed by or through the laws of the State of Florida.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION: The members of the corporation shall consist of persons who own either legal or equitable title to condominium units within the condominium. Each condominium unit shall be entitled to one membership in the corporation and upon sale, devise or other transfer of the title to said condominium unit in fee simple, the right to membership in the condominium shall be transferred well. No persons other than condominium owners, as provided hereinabove, shall be permitted to be a voting member of the Association.

ARTICLE IV

TERMS OF EXISTENCE: The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of the Statutes of the State of Florida as amended.

## ARTICLE V

**OFFICERS AND DIRECTORS:** The affairs of this corporation shall be managed by a governing board called the Board of Directors, who shall be elected at the annual meeting of the corporation. Vacancies on the Board of Directors may be filled until the next annual meeting in such manner as provided by the By-laws. The officers shall be selected by the Board of Directors. The Officers and members of the Board of Directors shall perform such duties and hold office for such terms and take office at such times as provided in the By-laws of the corporation.

## ARTICLE VI

**BY-LAWS:** The By-laws of this corporation may be made, altered or rescinded from time to time in whole or in part in the manner provided for in the Bylaws.

## ARTICLE VII

**AMENDMENTS TO ARTICLES OF INCORPORATION:** These Articles may be amended by a two-thirds (2/3) vote of the Board of Directors present, and voting at any regular or special meeting of the Board of Directors of the corporation, provided, however, written notice is first given of the proposed amendment to each corporate member of the corporation, not less than fifteen (15) days prior to the regular annual meeting of the corporation, in such publication as may be designated by the Board of Directors and by the affirmative vote of two-thirds (2/3) vote of the members of the corporation.

## ARTICLE VIII

1. No officer, director or member shall be personally liable for any debt or other obligation of the corporation, except as may be provided in the Declaration of Condominium.

2. A membership may be owned by more than one (1) owner, provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more than one (1) person, all of the owners of such membership shall be collectively entitled to only one (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single membership. The By-laws may provide this manner in which a voting member shall be designated for each unit.

3. The members of the corporation shall be subject to assessment for the costs and expenses of the corporation in operating the condominium in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-laws of the corporation. The By-laws of the corporation may not change or alter this Paragraph 4. of Article X.

4. The corporation shall not be operated for profit, no dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, officers or directors.

5. The members of the corporation, individually, are responsible for all maintenance and repair within and about their condominium unit as provided for in the Declaration of Condominium.

6. Any manner of controversy or dispute between members or between a member and the corporation shall be settled by nonbinding arbitration, if applicable, in accordance with the statutes and rules of the State of Florida.

7. Any members of the corporation shall be subject to all the terms, conditions and restrictions and covenants contained in the Declaration of Condominium, these Articles of Incorporation and the By-laws of the corporation.

#### ARTICLE IX

REGISTERED OFFICE AND AGENT: The street address of the registered office of this corporation will be designated from time to time by the Board.

END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared By and Return to:  
Michael J. Brudny, Esquire  
Brudny & Rabin, P.A.  
200 North Pine Avenue, Suite A  
Oldsmar, Florida 34677

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF PIRATE'S COVE CLUB CONDOMINIUM ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the Board of Directors of Pirate's Cove Club Condominium Association, Inc. (the "Association") held on July 17, 2008, in accordance with the requirements of the applicable Florida Statutes and the documents, the Amended and Restated Articles of Incorporation of Pirate's Cove Club Condominium Association, Inc., attached hereto, were duly adopted by the directors. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval and the membership was not entitled to vote on this issue under the existing Articles. The Articles of Incorporation were originally filed with the Secretary of State on December 9, 1980, bearing document number 755435.

IN WITNESS WHEREOF, PIRATE'S COVE CLUB CONDOMINIUM ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 18 day of July, 2008.

PIRATE'S COVE CLUB CONDOMINIUM  
ASSOCIATION, INC.

Heidi Hobbs  
Signature of Witness #1  
Heidi Hobbs  
Printed Name of Witness #1

By:

Signature

Printed Name and Title

Richard O. Jacobs  
PRESIDENT

Lori L. Carson-Ammons  
Signature of Witness #2  
LORI L. CARSON-AMMONS  
Printed Name of Witness #2

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 18 day of JULY, 2008, by RICHARD O. JACOBS as PRESIDENT of PIRATE'S COVE CLUB CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

My Commission Expires:

Lori L. Carson-Ammons  
Notary Public - State of Florida at Large



Lori L. Carson-Ammons  
Commission # DD497375  
Expires February 27 2010  
Bonded Troy Fann Insurance Inc. 800-385-7019