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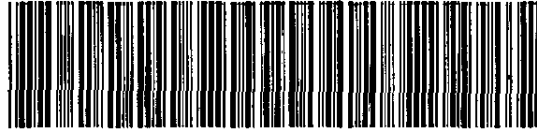
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July 13, 2005

Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Second Amended and Restated Articles of Incorporation of Sea
Club of Indian Shores Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Second Amended and Restated Articles of
Incorporation of Sea Club of Indian Shores Condominium Association, Inc., and a
copy of same to be stamped and returned to this office. Please also find a
check in the amount of \$35.00, your recording fee, and a return envelope for our
copy of the document.

If you should have any questions, please do not hesitate to contact this office.

Yours truly,



ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

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SECOND AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
SEA CLUB OF INDIAN SHORES CONDOMINIUM ASSOCIATION, INC.**

WHEREAS the Original Articles of Incorporation for Sea club of Indian Shores Condominium Association, Inc. were filed with the Florida Department of State on June 24, 1981; and

WHEREAS the Board of Directors of Sea Club of Indian Shores Condominium Association, Inc., duly adopted these Restated and Amended Articles of Incorporation to integrate into a single instrument all of the provisions of Incorporation, and

WHEREAS these Restated and Amended Articles of Incorporation have been duly adopted by the owners of units at Sea Club of Indian Shores Condominium.

NOW, THEREFORE, The following is adopted as the Restated Articles of Incorporation for Sea Club of Indian Shores Condominium Association, Inc.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I: NAME

The name of the Corporation shall be SEA CLUB OF INDIAN SHORES CONDOMINIUM ASSOCIATION, INC., hereinafter called the Association.

ARTICLE II: PURPOSE

The purpose for which this Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (1987), or as that Statute may hereafter be amended, for the operation of a condominium.

ARTICLE III: DISTRIBUTION OF INCOME

The Association shall make no distribution of income to its members, directors or officers.

ARTICLE IV: POWERS

The Association shall have all powers granted Florida Corporations Not For Profit and Florida Corporations generally and such powers as are necessary to carry out its duties under the Condominium Documents and the Condominium Act.

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ARTICLE V: MEMBERS

1. The members of the Association shall consist of all of the record owners of Residential Units.

2. Changes of membership in the Association shall be established by the recording in the public records of Pinellas County, Florida, of a deed or other instrument establishing a record title to a Residential Unit in the Condominium and the delivery to the Association of a certified copy of such instrument (subject to the Association's right of approval as specified in the Declaration), the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

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 his Unit.

4. The members of the Association shall be entitled to one vote for each Residential Unit owned by them. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI: DIRECTORS

The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors.

ARTICLE VII: OFFICERS

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors.

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 him in connection with 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, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, provided that in the event of a

settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. In the event that any director or officer of the Association breaches this fiduciary relationship to the unit owners, he shall not be indemnified by 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.

ARTICLE IX: BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X: AMENDMENTS

Amendments to the Articles of Incorporation 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 a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings, considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

3. Approval of an amendment must be by not less than seventy-five (75%) of the membership present (in person or by proxy) and voting at the meeting at which the amendments are considered.

4. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Pinellas County, Florida.

ARTICLE XI: TERM

The term of the Association shall be the life of the condominium unless the Association is terminated sooner by unanimous action of its members. The Association shall be terminated by the termination of the Condominium in accordance with the provisions of the Declaration.

ARTICLE XII: SUBSCRIBERS

The name and residences of the subscribers of these Articles of Incorporation are as follows:

| | |
|-----------------|--|
| DREW RAMSEY | 18610 Gulf Boulevard Indian Shores, Florida |
| GLEN JOHNSON | 19500 Gulf Boulevard Indian Shores, Florida |
| TONY CASTELLANO | 4510 Brookwood Drive Tampa, Florida |

IN WITNESS WHEREOF, we, the undersigned officers of Sea Club of Indian Shores Condominium Association, Inc., have hereunto set our hands and seals this 4 day of January 1989 to these Restated Articles of Incorporation.

_____/S/_____(Seal)
President

_____/S/_____(Seal)
Secretary

STATE OF FLORIDA :

COUNTY OF PINELLAS :

Before me, the undersigned authority, personally appeared William Ross as President and Nila Postupack as Secretary of Sea Club of Indian Shores Condominium Association, Inc., who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of January, 1989.

_____/S/_____
NOTARY PUBLIC

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SEA CLUB OF INDIAN SHORES CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Second Amended and Restated Articles of Incorporation.

FIRST: Amendment(s) adopted: Second Amended and Restated Articles of Incorporation (See attached)

SECOND: The date of adoption of the Second Amended and Restated Articles of Incorporation was March 17, 2005.

THIRD: Adoption of Second Amended and Restated Articles of Incorporation:

The Second Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval.

(SEAL)

SEA CLUB OF INDIAN SHORES
CONDOMINIUM ASSOCIATION, INC.

BY: Richard Casey
Richard Casey, Secretary/Treasurer

DATED July 13, 2005

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Richard Casey to me known to be the Secretary/Treasurer of Sea Club of Indian Shores Condominium Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him by said corporation. He is personally known to me or has produced FL-200-747-45-222-0 (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this
13th day of July, 2005.

Keith Murphy
Notary Public
Printed Name: Keith Murphy

My commission expires:

