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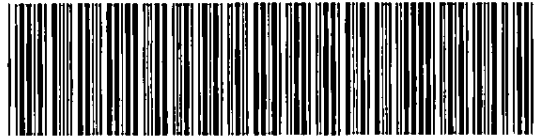
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*Amend & Restated  
w/ Name Change  
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CHRISTIE S. JONES, P.A.

ATTORNEY AT LAW

2550 STATE ROAD 580, UNIT 229  
CLEARWATER, FLORIDA 33761-2927

TELEPHONE (727) 433-9669  
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August 1, 2019

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Hideaway Sands Resort Lessees Association, Inc. (old name)  
Hideaway Sands Resort Owners' Association, Inc. (new name)  
Document Number 760180

Ladies and Gentlemen:

I represent Hideaway Sands Resort Lessees Association, Inc., a Florida corporation not for profit, which desire to change its name and amend its original Articles of Incorporation.

Enclosed please find the original, executed Amended and Restated Articles of Incorporation of Hideaway Sands Resort Owners' Association, Inc. for filing.

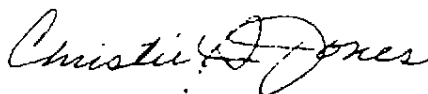
Also enclosed please find Christie S. Jones, P.A. Check Number 7729 made payable to the Florida Department of State in the amount of \$43.75 for the filing fee of \$35.00 and a certified copy of the Amended and Restated Articles.

The email address for future annual report notification is [HSR@hideawaysands.com](mailto:HSR@hideawaysands.com).

Please return all correspondence concerning this matter to me at the above address. If you choose to contact me via e-mail ([LargoLaw@aol.com](mailto:LargoLaw@aol.com)), please include the name of the corporation in the 'regarding' line so that your e-mail is not inadvertently deleted as 'spam'.

Very truly yours,

CHRISTIE S. JONES, P.A.



Christie S. Jones, Esquire

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2019 AUG -6 PM 3:42

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
of  
**HIDEAWAY SANDS RESORT LESSEES ASSOCIATION, INC.**

A corporation not for profit  
existing under the laws of the State of Florida

WHEREAS, the original Articles of Incorporation of Hideaway Sands Resort Lessees Association, Inc. (now known as Hideaway Sands Resort Owners' Association, Inc.), a Florida corporation not for profit, were filed with the Department of State of the State of Florida on September 24, 1981; and

WHEREAS, the Charter Number for the corporation was 760180; and

WHEREAS, the original Articles of Incorporation of Hideaway Sands Resort Lessees Association, Inc. (now known as Hideaway Sands Resort Owners' Association, Inc.) were recorded as Exhibit "A-5" to the Amended and Restated Declaration of Covenants, Conditions and Restrictions recorded in O.R. Book 5281, commencing at Page 1787, Public Records of Pinellas County, Florida; and

WHEREAS, by the affirmative vote of fifty-one percent (51%) of the Class "A" Members, as required by Article X of the original Articles of Incorporation, the Membership has voted to amend and restate the original Articles,

NOW THEREFORE, the original Articles of Incorporation of Hideaway Sands Resort Lessees Association, Inc. (now known as Hideaway Sands Resort Owners' Association, Inc.) are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME OF CORPORATION**

The original name of this corporation was Hideaway Sands Resort Lessees Association, Inc. Effective immediately upon filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, the name of this corporation shall be HIDEAWAY SANDS RESORT OWNERS' ASSOCIATION, INC., a Florida corporation not for profit (hereinafter sometimes referred to as the "Association").

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the management, operation, maintenance, repair and replacement of the of the real property located in Pinellas County, Florida, more particularly described as follows:

The Southerly 5 feet of Lot 30 and all of Lots 31 and 32, BELLEVISTA BEACH, according to Plat Book 7, page 34, Public Records of Pinellas County, Florida, together with all lands lying between the West boundary of the above lots and the waters of the Gulf of Mexico lying between the North and South boundaries of the above described property extended to the waters of the Gulf of Mexico, LESS lands conveyed to the State of Florida by deed dated March 8, 1962, recorded April 11, 1962 in Official Records Book 1402, page 20, Public Records of Pinellas County, Florida. LESS existing right-of-way. AND LESS lands conveyed to the State of Florida by deed dated March 23, 1961, recorded April 11, 1962, in Official Record Book 1402, page 18, Public Records of Pinellas County, Florida. LESS existing right-of-way. Together with any riparian rights appertaining thereto. Together with all furniture, furnishings, fixtures and equipment located in the buildings on said property.

(hereinafter sometimes referred to as the "Property") also known as HIDEAWAY SANDS RESORT, as more particularly described in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Hideaway Sands Resort recorded in the Public Records of Pinellas County, Florida, and to perform all acts provided in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Hideaway Sands Resort, and all Exhibits attached thereto, all as duly amended from time to time, and Chapters 617, 720 and 721, Florida Statutes (2018).

### ARTICLE III - POWERS

3.1 The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Hideaway Sands Resort, and all exhibits attached thereto, as duly amended from time to time, and all of the powers and duties set forth in Chapters 617, 720 and 721, Florida Statutes (2018). Without limiting the generality of the foregoing, the duties of the Association include, but are not limited to:

- A. Management and maintenance of all Accommodations and Facilities constituting the Timeshare Plan.
- B. Collection of all Assessments for Common Expenses.
- C. Providing each year to all Unit Week Owners an itemized annual budget.
- D. Maintenance of all books and records concerning the Timeshare Plan.
- E. Arranging for an annual audit of the financial statements of the Timeshare Plan by a certified public accountant in accordance with generally accepted auditing standards.

F. Making available for inspection by the Division any books and records of the Timeshare Plan upon request of the Division.

G. Scheduling occupancy of the timeshare Units.

H. Performing any other functions or duties which are necessary and proper to operate, manage, maintain, repair and/or replace the Accommodations or Facilities of Hideaway Sands Resort.

I. Entering into an ad valorem tax escrow agreement pursuant to Section 192.037, Florida Statutes.

3.2 Unit Week Owners shall not have the power to cancel contracts entered into by the Association relating to a master or community antenna television system, a franchised cable television service, or any similar paid television programming service or bulk rate services agreement.

#### **ARTICLE IV - MEMBERS**

4.1 All persons owning a vested present undivided .051975% interest or share in the Property as tenant in common with all other Owners of Hideaway Sands Resort and the perpetual right to the use and occupancy of a specific Unit Week at Hideaway Sands Resort (hereinafter collectively referred to as a "Unit Week"), which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be Members of the Association. If more than one person holds such title to a Unit Week, all such persons are Unit Week Owners of that Unit Week, jointly and severally. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall terminate automatically and immediately at the time a Member's vested interest in a Unit Week terminates.

4.2 The change of Membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance transferring fee title to the Member's Unit Week. The predecessor in interest or his or her agent, or a person providing resale transfer services for the predecessor in interest pursuant to Section 721.17(3), Florida Statutes (2018), or his or her agent, shall deliver to the Association a copy of the recorded deed or other instrument of conveyance with the name and mailing address of the successor in interest within fifteen (15) days after the date of transfer, and after such delivery the successor in interest shall be listed by the Association as the Owner of the Unit Week on the books and records of the Timeshare Plan. The Association shall not be liable to any person for any inaccuracy in the books and records of the Timeshare Plan arising from the failure of the predecessor in interest to timely and correctly notify the Association of the name and mailing address of the successor in interest.

4.3 Membership shall be appurtenant to and shall not be separated from ownership of the Unit Week.

#### **ARTICLE V - VOTING RIGHTS**

The Association shall have one class of Membership. Members shall be entitled to one (1) vote per Unit Week at Membership meetings. When more than one (1) person owns a Unit Week, the one (1) vote for that Unit Week shall be exercised as they, among themselves, determine and advise the Secretary of the Association, in writing, prior to the time the meeting is called to order, but in no event shall more than the one (1) vote allocated to that Unit Week be cast, and the vote will not be divided among the Owners of any one Unit Week. In the absence of any such notification to the Secretary of the Association, the vote allocated to the Unit Week shall be suspended if more than one (1) person seeks to exercise it. If a Member owns more than one (1) Unit Week, such Member shall have the right to cast the one (1) vote allocated to that Unit Week for each Unit Week owned.

#### **ARTICLE VI - INCOME DISTRIBUTION**

The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director or officer of the Association, nor to any other private individual. Except to the extent specifically allowed by Chapters 720 and 721, Florida Statutes (2018), and subject to the provisions of Section 720.303(12), Florida Statutes (2018), a Director, officer, or committee member of the Association may not directly receive any salary or compensation from the Association for the performance of duties as a Director, officer, or committee member and may not in any other way benefit financially from service to the Association.

#### **ARTICLE VII - EXISTENCE**

The Association shall exist perpetually unless dissolved according to law.

#### **ARTICLE VIII - REGISTERED OFFICE, REGISTERED AGENT, PRINCIPAL PLACE OF BUSINESS**

The registered office of the Association shall be at 2550 State Road 580, Unit 229, Clearwater, Florida 33761-2917, and the registered agent at such address shall be CHRISTIE S. JONES, ATTORNEY AT LAW, until such time as another registered agent is appointed by resolution of the Board of Directors. The principal place of business and the mailing address of the Association shall be 3804 Gulf Boulevard, St. Pete Beach, Florida 33706.

## **ARTICLE IX - BOARD OF DIRECTORS**

9.1 The business of the corporation shall be conducted and all affairs of the Association shall be managed by a Board of Directors which shall consist of not less than three (3) persons. Subject to the foregoing sentence, the number of Directors may be increased or decreased from time to time in accordance with the provisions of the Amended and Restated Bylaws of the Association, provided, however, that the Board shall at all times consist of an odd number of members.

9.2 The Directors shall be elected at the annual meeting of the Membership in the manner provided in the Amended and Restated Bylaws and Chapter 720, Florida Statutes (2018).

9.3 Except as expressly authorized pursuant to Chapters 720 and 721, Florida Statutes (2018), the Directors shall not be compensated by the Association for their services as Directors.

9.4 As provided in the original Articles of Incorporation of Hideaway Sands Resort Lessees Association, Inc. (now known as Hideaway Sands Resort Owners' Association, Inc.), the first Board of Directors, who held office only until the members elected all of the Directors of the Association, were:

MICHAEL J. PENNY	2601 59 <sup>th</sup> Avenue South St. Petersburg, Florida 33712
VIOLET PENNY	2601 59 <sup>th</sup> Avenue South St. Petersburg, Florida 33712
WILLIAM E. JONES	3804 Gulf Boulevard St. Petersburg, Florida 33706

None of these persons are currently Officers or Directors of the Association.

## **ARTICLE X - RECALL AND REMOVAL OF DIRECTORS**

Subject to the provisions of the provisions of Chapter 720, Florida Statutes (2018), and any rules and regulations promulgated by the Division pursuant thereto, members of the Board of Directors may be recalled from office with or without cause, by the affirmative vote of a majority of the total voting interests of the Association.

## **ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

11.1 Every Director and every officer of the Association shall, to the maximum extent required and allowed by Florida law, be indemnified by the Association against all expenses and

liabilities, including, but not limited to, attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceedings or the settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance 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.

11.2 The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such, and the premiums and all other costs associated with such insurance shall be a Common Expense.

## **ARTICLE XII - AMENDED AND RESTATED BYLAWS**

The Amended and Restated Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in the manner provided in such Bylaws.

## **ARTICLE XIII - AMENDMENT**

These Amended and Restated Articles of Incorporation shall be amended in the following manner:

13.1 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.

13.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by twenty percent (20%) of the total voting interests of the Association. Amendments proposed by the Board of Directors shall first be approved by a majority of all of the Members of the Board at any duly called and noticed meeting thereof at which a quorum is present. Upon an amendment being proposed as herein provided, the President, or, in the event of his or her refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fourteen (14) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Amendments to these Amended and Restated Articles must be approved by the affirmative vote of not less than fifty-one percent (51%) of the voting interests of the Association who are present, in person or by proxy, at a duly called meeting of the Members at which a quorum is present.

13.3 No amendment shall make any material changes in the qualifications for Membership nor the voting rights of the Members, without the approval in writing by all Members. No



amendment shall be made that is in conflict with Chapters 617, 720, or 721 (2018), Florida Statutes, or any rules or regulations promulgated by the Division pursuant thereto, or that is in conflict with the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions, as duly amended from time to time.

13.4 A copy of each amendment to these Amended and Restated Articles shall be filed with the Secretary of State, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

#### ARTICLE XIV - TERMS AND DEFINITIONS

Unless otherwise defined herein, all terms and definitions used in these Amended and Restated Articles of Incorporation shall have the meanings set forth in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions of Hideaway Sands Resort, as duly amended from time to time.

#### ARTICLE XV - CHAPTERS 720 AND 721, FLORIDA STATUTES

Notwithstanding anything to the contrary contained in these Amended and Restated Articles of Incorporation, in the event of conflict between or among the provisions of any of the following, the order of priorities shall be from highest priority to lowest:

- Chapter 721, Florida Statutes
- Chapter 720, Florida Statutes
- Chapter 617, Florida Statutes
- Other Statutes of the State of Florida that apply
- Rules and regulations promulgated by an agency of the State of Florida
- The Declaration, as duly amended from time to time
- These Amended and Restated Articles of Incorporation of the Association, as duly amended from time to time
- The Bylaws of the Association, as duly amended from time to time
- The Rules and Regulations of the Association, as duly amended from time to time

IN WITNESS WHEREOF, HIDEAWAY SANDS RESORT LESSEES' ASSOCIATION, INC. has caused these Amended and Restated Articles of Incorporation, as properly approved by the Membership at a duly called and noticed meeting held on May 4, 2019, to be executed in accordance with the authority hereinabove expressed on the 23 day of July, 2019.

Signed, Sealed and Delivered  
in the Presence of:

[Signature]  
Signature of Witness

Gregory Lancaster  
Printed Name of Witness

[Signature]  
Signature of Witness

Evan Suddeth  
Printed Name of Witness

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

HIDEAWAY SANDS RESORT LESSEES'  
ASSOCIATION, INC., a Florida  
corporation not for profit

By: [Signature]  
FRANCIS J. DUBEE, JR.,  
as its duly authorized President

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by FRANCIS J. DUBEE, JR., as the duly authorized President of HIDEAWAY SANDS RESORT LESSEES' ASSOCIATION, INC., who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Amended and Restated Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of July, 2019, in  
the aforesaid County and State.

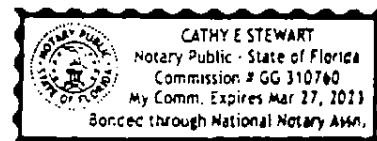
NOTARY PUBLIC

[Signature]  
Signature of Notary Public

Cathy E Stewart  
Printed Name of Notary Public

Commission Number: GG 310760

My Commission Expires: March 27, 2023



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, HIDEAWAY SANDS RESORT OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, hereby designates CHRISTIE S. JONES, ATTORNEY AT LAW, whose address is 2550 State Road 580, Unit 229, Clearwater, Florida 33761-2927, as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby state that I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity

Dated the 25th day of July, 2019.

  
CHRISTIE S. JONES, ATTORNEY AT LAW