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SARASOTA COUNTY, FL

Prepared By and
When Recorded Return to:

SHUMAKER.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COCOANUT BAYOU ASSOCIATION, INC.,
A FLORIDA NON-PROFIT CORPORATION**

FILED
2022 JAN 14 AM 11:52
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL

WHEREAS, the original Articles of Incorporation of Coconut Bayou Association, Inc., a Florida non-profit corporation (the "Association"), were dated May 2, 1952 and recorded in Deed Book 5, Page 413, as amended on March 3, 1982, as further amended on November 27, 1990 and recorded in Official Records Book 2282, Page 766 et seq. of the Public Records of Sarasota County, Florida (the "Articles") to form a voluntary, non-profit association, pursuant to Chapter 617 of the laws of the state of Florida, to assume the duties and exercise the powers to administer and enforce the restrictions, conditions and covenants set forth in Deed Book 245, Page 358 et seq. of the Public Records of Sarasota County, Florida, as amended, the developer duties and rights of which were assigned to the Association by virtue of an Assignment recorded in Official Records Book 353, Page 245 of the Public Records of Sarasota County, Florida (the "Restrictions") and to repair, maintain and replace common property (the "Common Property") and to assume the duties and exercise the powers to administer and enforce the restrictions, conditions and covenants as set forth in that certain Deed of the Common Properties to the Association dated June 27, 1952 and recorded in Deed Book 294, Page 246 of the Public Records of Sarasota County, Florida ("Common Property Deed"), and

WHEREAS, several amendments to the Articles were recently approved by not less than two-thirds of the board of directors of the Association (the "Board") at a Board meeting held on November 15, 2021, and the Board also voted to integrate all of these provisions into a single instrument,

NOW THEREFORE, the Association does hereby amend and restate the Articles for the purpose of integrating all of the provisions of the Articles together with recently adopted amendments to read as follows. All of the definitions contained in the Declaration shall apply to these Articles.

ARTICLE I

The name of this Association shall be Coconut Bayou Association, Inc.

ARTICLE II

The purposes of this Association are:

1. To establish and maintain the character of the Coconut Bayou Properties (as defined in the Restrictions) and the Common Property and to operate, repair, maintain and replace the Common Property, and to help administer and enforce the Restrictions and the restrictions, conditions and covenants set forth in the Common Property Deed which are believed to be necessary to retain a quiet and attractive atmosphere.

2. To do all things necessary or incidental to the above.

ARTICLE III

The powers of this Association to carry out the purposes herein enumerated shall be the powers provided by the laws of the State of Florida, together with any and all other express or implied powers of corporations not for profit, provided or allowed by or through the laws of the State of Florida at this time or in the future, including, but not limited to, all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To do all of the acts which it is authorized or required to perform under the Restrictions and the Common Property Deed.

2. To make, establish and enforce rules and regulation, which may be amended from time to time, which govern membership in the Association, assist with the administration and enforcement of the Restrictions and the Common Property Deed and govern the use of the Common Property.

3. To make and collect Assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

4. To administer, manage and operate the Common Property and to maintain, repair, replace and operate the Common Property and other property owned by the Association as provided in, and in accordance with, the Restrictions and in accordance with other requirements of applicable laws.

5. To enforce by legal means the obligations of the Members of this Association, the provisions of the Restrictions and the Common Property Deed.

6. To contract for professional management (the "Manager") which may be an individual, corporation, partnership or other entity and to delegate to the Manager the powers and duties of this Association.

7. To purchase real property located within or without the Coconut Bayou Properties or the Common Property and personal property.

ARTICLE IV

This Association shall exist perpetually unless dissolved according to law.

ARTICLE V

The registered office and the registered agent of the Association shall be determined from time to time by the Board of Directors.

ARTICLE VI

Persons owning real property in the Coconut Bayou Subdivision as per plat thereof recorded in Plat Book 5, at Pages 18 through 18-B inclusive, and Plat Book 5, Page 70, of the Public Records of Sarasota County, Florida, and all persons owning property situated in Block A of E.S. Boyd's Subdivision of Block A of Plat Book 4, Page 40, according to plat thereof recorded in Plat Book 5, Page 82, of the Public Records of Sarasota County, Florida, and also the owners of property described in that certain warranty deed, appearing in Deed Book 258, Page 538 of the Public Records of Sarasota County, Florida, and all persons who now own or hereafter acquire ownership of any of the foregoing properties (collectively, "Eligible Owners"), shall, subject to the Bylaws, be eligible to apply for membership in the Association; provided however, that membership of any Member shall cease upon such Member disposing of all of his or her ownership in any of the foregoing described properties.

ARTICLE VIII

The record title owners of each residence or undeveloped lot shall constitute one (1) member, regardless of the number of owners, and shall be entitled to one (1) vote as provided in the Bylaws.

ARTICLE IX

The private property of the members of this Association shall not be liable for its corporate debts in any form.

ARTICLE X

The affairs of this Association shall be managed by a governing board called the Board of Directors, all of whom shall be members of the Association and who shall be elected at the first regular meeting of the Association, and annually thereafter. A President, Vice President, Secretary and Treasurer shall be elected from among the Board Members. The number of Directors shall be as provided in the Bylaws, but in no event fewer than five (5).

ARTICLE XI

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in

connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. 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.

ARTICLE XII

Except as provided in Article XIV hereof, the Bylaws and Articles of Incorporation of the Association may be made, altered, or amended, by affirmative vote of two-thirds (2/3rd) of the Board of Directors of the Association at a special meeting of the Directors called for that purpose.

ARTICLE XIII

This Association is formed without capital stock and no pecuniary benefit shall ever be derived hereunder, and no profit shall be made by this Association or any of its Directors or Officers. All right, title and interest of each member of this Association, in any property, whether real or personal or wherever located, belonging to this Association, shall cease when such member ceases to be a member of the Association, irrespective of the method of termination.

Upon dissolution of this Association, all assets of the Association remaining after payment of all costs and expenses of such dissolution shall be distributed to its then members of record.

ARTICLE XIV

Title to the common real property of the Association, wherever located, may not be transferred by action of any officer of the Association or its Board of Directors without the approval of a two-thirds (2/3rd) majority of members of the Association and two-thirds (2/3rd) majority of the members of any affected street association (i.e. Cedar Park Circle association, Mangrove Point association and/or Little Pond Lane association) at a regular meeting or special meeting called for that purpose and following fourteen (14) days' written notice of the proposed transfer of title sent by first class mail to all members. A quorum must be present in person or by proxy at such meeting.

This Article may be amended only with the approval of a two-thirds (2/3rd) majority of the members of the Association present in person or represented by proxy at a regular meeting or special meeting called for that purpose and following fourteen (14) days written notice of the proposed amendment of this Article sent by first class mail to each member.

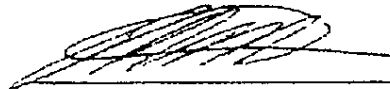
ARTICLE XV

The principal office of the Association shall be 3307 Clark Road #201, Sarasota, FL 34231 or at such other place, within the State of Florida as may be subsequently designated by

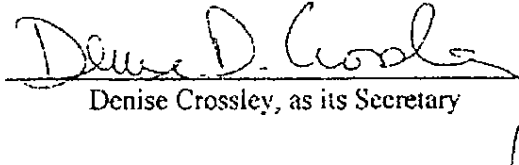
the Board. The registered office is at this address and the initial registered agent is Pinnacle Community Association Management.

The recitals set forth in theses Amended and Restated Articles of Incorporation of the Cocoanut Bayou Association, Inc., a Florida corporation not for profit, are true and correct and are certified by the Board on the 15th day of November, 2021.

Cocoanut Bayou Association,
Inc., a Florida not-for-profit corporation



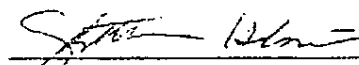
Michael Creaturo, as its President



Denise Crossley, as its Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 13th day of December, 2021, by Michael Creaturo, as President of Cocoanut Bayou Association, Inc., a Florida non-profit corporation, on behalf of the corporation.


Notary Public

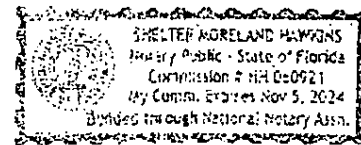
Print Name: Shelter Moreland Hawkins

My Commission Expires: 11/05/2024


Personally Known (OR) Produced Identification X

Type of identification produced FC DL

STATE OF FLORIDA
COUNTY OF SARASOTA



The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 13th day of December, 2021, by Denise Crossley, as Secretary of Cocoanut Bayou Association, Inc., a Florida non-profit corporation, on behalf of the corporation.


Notary Public

Print Name: Shelter Moreland Hawkins

My Commission Expires: 11/05/2024

Personally Known (OR) Produced Identification X

Type of identification produced FC DL

