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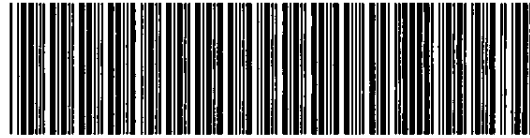
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February 15, 2013

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

Re: Filing Restated Articles of Incorporation for Condominium On The Bay Marina Suites Association, Inc.

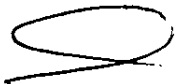
Dear Division:

Enclosed are:

1. Original executed 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

**RESTATED ARTICLES OF INCORPORATION
OF
THE CONDOMINIUM ON THE BAY MARINA SUITES ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of The Condominium on the Bay Marina Suites Association, Inc. were filed with the Florida Department of State on March 30, 1982 and were amended in 1995 by instrument filed with the Department of State, and

WHEREAS, Condominium on the Bay Marina Suites Association, Inc. desires to restate its Articles of Incorporation for the purpose of integrating the provisions of the original Articles and the 1995 amendment into a single instrument thereby easing review by board members, officers, and unit owners, and

WHEREAS, the entire membership of the Board of Directors approved the creation and filing of these Restated Articles of Incorporation at a Board meeting on January 28, 2013, and

WHEREAS, no member or lender approvals were required as there are no new amendments to the Articles of Incorporation.

NOW THEREFORE, the following are adopted as Restated Articles of Incorporation of Condominium on the Bay Marina Suites Association, Inc.

ARTICLE I. NAME

The name of this corporation is The Condominium On The Bay Marina Suites Association, Inc. (hereby referred to as the "Association").

ARTICLE II. PURPOSES

The purposes and objects of the Association shall be to administer the operation and management of The Condominium On The Bay Marina Suites (the "Condominium"), established pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), on the real property in Sarasota County, Florida and described in the Declaration of Condominium of The Condominium On The Bay Marina Suites (the "Declaration") and to undertake and perform all acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration; and to own, operate, lease, sell, manage and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III. POWERS

The Association shall have all of the powers and privileges granted to a corporation not for profit under the laws of Florida pursuant to which this Association is chartered, all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium, and all other powers reasonably necessary to effectuate the purposes of the Association set out herein, together with, but not limited to, the following powers:

1. To make and establish rules and regulations governing the use and activities of the Condominium.

2. To levy and collect assessments against members of the Association in accordance with the terms of the Declaration of Condominium and such By-Laws of this Association as may be adopted, including the right to use the proceeds of the assessments to operate and manage the Condominium and for other purposes set forth in the Declaration of Condominium.

3. To make contracts and incur liabilities, borrow or lend money at such rates of interest as the Association may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

4. To purchase, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein.

5. To maintain, repair, replace, operate and manage the Condominium, and the real and personal property comprising it including the right to reconstruct improvements and replace personal property after damage by casualty and to make further improvement of the Condominium Property and to purchase replacements and additional property and improvements.

6. To enter into contracts for management, operation, insurance coverage, and maintenance of the Condominium Property.

7. To delegate all of the powers and duties of the Association except those for the delegation of which may be prohibited by the Declaration of Condominium, the Condominium Act or any administrative rules or regulations adopted pursuant thereto.

8. To employ personnel to perform the services required for the operation of the Condominium.

9. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Condominium as may be hereafter established and to levy reasonable fines as provided in the By-Laws.

10. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or impose upon the Association pursuant to the Declaration of Condominium.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualification of the members, of their admission to membership, termination of membership, and voting by members shall be as follows:

1. Members of the Association shall consist of all of the Owners of condominium dwelling units in the Condominium, and no other persons or entities shall be entitled to membership.

2. A person shall become a member by the acquisition of a fee ownership interest in a dwelling unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise. The membership of any person shall be automatically terminated upon his being divested of his title to or interest in the dwelling unit. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying title to a dwelling unit to the new member. If a corporation is the recorded owner of a dwelling unit, the corporation shall designate one officer or director as the member.

3. Except as an appurtenance to his dwelling unit, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The fund and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Condominium Parcel in the Condominium. A vote may be exercised or cast by the owner or the owner or owners of each Condominium Parcel in such manner as may be provided in the By-Laws hereafter adopted by the Association.

ARTICLE V. TERM OF EXISTENCE

This Association is to exist perpetually.

ARTICLE VI. OFFICERS

1. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be deemed desirable or necessary by the Board of Directors. The position of Secretary and Treasurer may be combined together or with the position of Vice President either together or separately, but may not be combined with the position of President. The Board of Directors may designate an Assistant Secretary who need not be a Director or a member of the Association. All other officers shall be members of the Board of Directors.

2. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officers</u>	<u>Name</u>
President	Charles Tokarz
Vice President And Treasurer	Lloyd M. Stafford
Secretary	Mary Baquero

3. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE VII. BOARD OF DIRECTORS

1. The business affairs of this Association shall be managed by the Board of Directors. This Association shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than three (3) nor greater than nine (9).

2. Each director shall be a member of the Association or the spouse of a member.

3. The Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the Bylaws. Vacancies on the Board may be filled as provided in the Condominium Act and the rules adopted pursuant thereto.

4. The names and addresses of the persons who are to serve as directors until their successors are chosen are:

Charles Tokarz	307 North Tamiami Trail Sarasota, FL 33577
Lloyd M. Stafford	307 North Tamiami Trail Sarasota, FL 33577
Mary Baquero	307 North Tamiami Trail Sarasota, FL 33577

ARTICLE VIII. BY-LAWS

1. The Board of Directors of this Association may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

2. The By-Laws may be amended, altered or rescinded as set forth in the By-Laws.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors.

2. Such proposed amendments shall become effective when approved by an affirmative vote of two-thirds (2/3rds) of the voting interests of the Association. A vote on the proposed amendments may be cast at any regular or specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. Votes may be in person or by limited proxy.

ARTICLE X. LOCATION

The location of this Association shall be at 307 North Tamiami Trail, City of Sarasota, Sarasota County, Florida, or at such other place or places as the Board of Directors may designate.

ARTICLE XI. NON-PROFIT STATUS

1. No part of the net earnings of the Association shall inure to the benefit of any individual or member.
2. The Association shall not carry on propaganda, or otherwise act to influence legislation or administrative action unless the proposed legislation or administrative action directly affects the Condominium.

ARTICLE XII. INDEMNITY

Every director and every other officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged by a court of competent jurisdiction to be guilty of willful misfeasance or malfeasance in the performance of his duties. 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 XIII. SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

Carol L. Henderson	2000 Independent Square Jacksonville, FL
Michael F. Dawes	2000 Independent Square Jacksonville, FL
Alice E. Isaac	2000 Independent Square Jacksonville, FL

The recitals set forth in these Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 28th day of January, 2013.

**The Condominium on the Bay Marina Suites
Association, Inc.**


By: Jack Neely, President