

LAW OFFICES

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January 16, 2002

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

400004881734--6  
-02/05/02--01049--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amended and Restated Articles of Incorporation of Pelican Bay Yacht Club Condominium, Building A, Inc.

Dear Sir/Madam:

Enclosed please find the original Certificate of Amended and Restated Articles of Incorporation of Pelican Bay Yacht Club Condominium, Building A, 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*  
ELLEN HIRSCH de HAAN  
For the Firm

EHD/sdk  
Enclosure

P03481/12264

FILED  
02 JAN 25 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Ans ta...*

T. LEWIS FEB 4 2002

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING A, INC.**

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

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

SECOND: The date of adoption of the amendment was December 5, 2001.

THIRD: Adoption of Amended and Restated Articles of Incorporation:

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

(SEAL)

PELICAN BAY YACHT CLUB  
CONDOMINIUM, BUILDING A,  
INC.

BY: Bill R Wolf  
Bill Wolf, President

DATED December 17, 2001

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Bill Wolf, to me known to be the President of Pelican Bay Yacht Club Condominium, Building A, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He is personally known to me or has produced \_\_\_\_\_ (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 17th day of December, 2001.

Marilyn K DeJonge  
Notary Public  
Printed Name: Marilyn K DeJonge

My commission expires:



Marilyn K. DeJonge  
Commission # CG 808674  
Expires Feb. 14, 2003  
Bonded Thru  
Atlantic Bonding Co. Inc

FILED  
02 JUN 25 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING A, 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:

I.

Name

The name of the corporation shall be PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING A, INC. For convenience the corporation shall be referred to in this instrument as the Association.

II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING A, according to Declaration of Condominium now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida.

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

III

Power

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except, where permissible by law, as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium in accordance with Florida Statute 718, and to account to each member for assessments against that member's apartment.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the property of the condominium, including easements.

d. The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable Rules and Regulations, other than the restrictions contained in the Declaration of Condominium, provided that the rules and amendments are approved by not less than sixty six and two thirds percent of the Board of Directors. Each such rule or amendment may be rescinded by majority vote of the unit owners, in person or by proxy. Notice of any proposed Rule and Regulation shall be specifically posted as a Board agenda item. No such action shall be considered between April 15 and November 15 except in an emergency.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

h. To contract for the management and maintenance of the condominium properties and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common

elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the power and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. In no event shall the members of a particular condominium be charged with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, or other areas used in common by more than one condominium.

3.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, the Bylaws and the Rules and Regulations.

#### IV.

##### Members

4.1 The members of the Association shall consist of all of the record owners, by deed or otherwise, of condominium apartments in PELICAN BAY YACHT CLUB CONDOMINIUM, BUILDING A; and after termination of the

condominium shall consist of those who are members in good standing at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established, after receiving approval of the Association required by the Declaration of Condominium, by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument, thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

4.5 The terms "apartment" and "apartment owners" or "owners" shall have the same meaning as "unit" or "owner" as same are defined in the Condominium Act.

## V.

### Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than

three directors, and in the absence of such determination shall consist of three directors. Directors must be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

5.3 The Board of Directors shall be responsible for electing one or more unit owners to serve as members of the Board of Directors of the Pelican Bay Yacht Club Property Owner's Association as provided in the Articles of Incorporation and Bylaws of said association. The election shall be by majority vote of the Board of Directors of Building A.

#### VI. Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

#### VII.

#### 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 or settlement of 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 when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of 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.

VIII.

Bylaws

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

IX.

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

9.3. Such approvals must be by not less than sixty six and two thirds percent of the votes of the entire membership of the Board of Directors and /or by not less than sixty six and two thirds percent of the votes of the membership of the Association present and voting, either in person or by proxy, at a duly called Special or Annual Meeting of the unit owners, provided a quorum is present. No such vote shall be initiated between April 15<sup>th</sup> and November 15<sup>th</sup>.

9.4. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.5. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

X.

Term

The term of the Association shall be perpetual.

XI.

Subscribers

The names and addresses of the subscribers of this Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
F. E. Felix, Jr.	200 St. Andrews Drive Belleair, Florida 33516
Barry D. Hillegas	2701 - 59 <sup>th</sup> Street South St. Petersburg, Florida 33707
J. P. Shoup	200 St. Andrews Drive Belleair, Florida 33516

IN WITNESS WHEREOF, the undersigned have affixed their signatures  
this 24<sup>th</sup> day of June, A.D. 1982.

\_\_\_\_\_/s/\_\_\_\_\_  
F. E. Felix, Jr.

\_\_\_\_\_/s/\_\_\_\_\_  
Barry D. Hillegas

\_\_\_\_\_/s/\_\_\_\_\_  
J. P. Shoup

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared F. E. FELIX, JR., BARRY D. HILLEGAS and J. P. SHOUP, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 24<sup>th</sup> day of June, A.D. 1982.

\_\_\_\_\_/s/\_\_\_\_\_  
Notary Public