

100000006851

8/9/2010 01:55 727.96.1188
Division of Corporations

BRUDNY & RABIN

Page 1 of 1
Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000156752 3)))



H100001567523ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : BRUDNY & RABIN, P.A.
Account Number : I20100000020
Phone : (727) 796-1122
Fax Number : (727) 796-1188

2010 AUG -9, PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MASTER ASSOCIATION AT ARROWHEAD POINT, INC.

RECEIVED
2010 AUG -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$43.75

Electronic Filing Menu Corporate Filing Menu Help

8/9/10

FAX AUDIT NO. H10000156752 3

Insertions are Underlined;
Deletions are ~~Stricken Through~~;
Dashed Underline indicates existing underline

FILED
2010 AUG -9 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADOPTED AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
MASTER ASSOCIATION AT ARROWHEAD POINT, INC.

This instrument amends and restates the Articles of Incorporation of Master Association at Arrowhead Point, Inc., originally filed with the Secretary of State of Florida on October 16, 2000, and recorded at Official Records Book 13564, Page 523, and as subsequently amended.

~~The undersigned incorporator, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:~~

ARTICLE 1
NAME

The name of the corporation shall be MASTER ASSOCIATION AT ARROWHEAD POINT, INC., and its principal office address shall be 1645 Pinellas Bayway, Tierra Verde, Florida 33715. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By- Laws".

ARTICLE 2
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of that certain Project located in Pinellas County, Florida, and known as ARROWHEAD POINT.

ARTICLE 3
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Master Declaration ~~to be~~ recorded in the Public Records of Pinellas County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4
POWERS

The powers of the Association shall include, but not be limited to all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws. The Association shall have all of the powers and duties reasonably necessary to operate Arrowhead Point (the

FAX AUDIT NO. H100001567523

"Project") pursuant to the Master Declaration and as more particularly described in the Master Declaration, as they may be amended from time to time, specifically including the right and operation to oversee and implement all matters related to the operation and maintenance of the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas. The Association shall also be the entity responsible for the operation of the condominiums located on the project, to wit: Hidden Lagoon at Arrowhead Point, a Condominium, and Hidden Lagoon at Arrowhead Point II, a Condominium, and shall be governed by the provisions of Chapter 718, Florida Statutes, ~~as the same may be amended from time to time~~, in operation of the condominiums. It shall also continue to operate the facilities which it holds title to, as Association Property, as said term is defined in the Condominium Act. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Master Declaration, these Articles and the By-Laws.

ARTICLE 5 MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Project from time to time. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Master Declaration and By-Laws. Any person or entity owning two (2) or more residential Units shall be entitled to one vote for each Unit owned. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.
- 5.2 Members. The Master Association shall have ~~one (1) two (2)~~ classes of voting membership, ~~which:~~

~~Class A. — The Class A Members shall be those persons owning Units in residential condominiums subject to the Master Declaration. A Class A Member shall have one (1) vote per each Unit owned, such vote to be cast by Member's respective Voting Member as provided by the By-Laws.~~

~~Class B. — The Class B Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Members are entitled to cast from time to time. The Class B membership shall cease and terminate sixty (60) days after the last Unit subject to The Declaration has been sold, or at any time prior thereto at the option of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Master Association).~~

FAX AUDIT NO. H10000156752 3

ARTICLE 6
TERM OF EXISTENCE

The existence of the Association shall be perpetual.

ARTICLE 7
INCORPORATOR EMERGENCY POWERS

In the event of any "emergency" as defined in below, the Board of Directors may exercise the emergency powers described in this Section, and any other emergency powers authorized by Sections 617.0207, and 617.0303, Florida Statutes, as amended from time to time.

(a) The Board may name as assistant officers persons who are not Directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.

(b) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.

(c) During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.

(d) Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Association shall bind the Association; and shall have the rebuttable presumption of being reasonable and necessary.

(e) Any officer, director, or employee of the Association acting with a reasonable belief that his actions are lawful in accordance with these emergency provisions shall incur no liability for doing so, except in the case of the willful misconduct.

(f) These emergency provisions shall supersede any inconsistent or contrary provisions of the governing documents during the period of the emergency.

(g) For purposes of this Section only, an "emergency" exists only during a period of time that the Condominium, or the immediate geographic area in which the condominium is located, is subjected to:

(1) a state of emergency declared by local civil or law enforcement authorities;

(2) a hurricane warning;

FAX AUDIT NO. H10000156752 3

(3) a partial or complete evacuation order;(4) federal or state "disaster area" status; or(5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Condominium, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An "emergency" also exists for purposes of this Section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or other similar event. A determination by any two (2) Directors, or by the President, that an emergency exists shall have presumptive quality.

~~The name and address of the Incorporator of this Corporation is:~~

Name
Kenneth G. Arsenault, Jr.

Address
ARSENAULT & REARDON, P.A.
10225 Ulmerton Rd., Suite 2
Largo, Florida 33771

ARTICLE 8 OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by The Board of Directors of the Association 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. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. ~~The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

President:
Thomas A. Rodgers

1645 Pinellas Bayway
Tierra Verde, Florida 33715

Vice President:
Deborah Markham

1645 Pinellas Bayway
Tierra Verde, Florida 33715

Secretary-Treasurer:
William C. Moore

1645 Pinellas Bayway
Tierra Verde, Florida 33715

FAX AUDIT NO. H10000156752 3

ARTICLE 9 DIRECTORS

- 9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws and Chapter 718 of the Florida Statutes. ~~Directors, other than designees of Developer, must be members of the Association.~~ The By-Laws shall provide for Directors meetings.
- 9.2 First Directors. The initial board shall consist of five (5) three (3) Directors who must be unit Owners or the resident spouse of a unit Owner. ~~The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:~~

President:

Thomas A. Rodgers

1645 Pinellas Bayway
Tierra Verde, Florida 33715

Vice President:

Deborah Markham

1645 Pinellas Bayway
Tierra Verde, Florida 33715

Secretary-Treasurer:

William C. Moore

1645 Pinellas Bayway
Tierra Verde, Florida 33715

ARTICLE 10 INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnifications should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he

FAX AUDIT NO. H10000156752 3

had reasonable cause 'to believe that his conduct was unlawful.

- 10.2 ~~Expenses.~~ To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including but not limited to attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 ~~Insurance.~~ The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.
- 10.4 ~~Amendment.~~ Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 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 in the By-Laws and the Master Declaration.~~

ARTICLE 12 AMENDMENTS

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

- 12.1 ~~Notice.~~ Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapters 617 and 718, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 12.2 ~~Adoption.~~ A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of 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 the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:~~

FAX AUDIT NO. H100001567523

(a) by not less than, a majority of the votes of all of the members of the Association who participate in the voting, in person or by proxy, represented at a meeting at which a quorum thereof has been attained and by not less than a majority 66 2/3% of the entire Board of Directors; or,

(b) ~~by not less than 100% of the entire Board of Directors.~~

12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Article 4; without the approval in writing of all members and the joinder of all record owners of mortgages upon Units in the Project. No amendment shall be made that is in conflict with the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

~~12.4 Declarant Amendments. To the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Master Declaration allowing certain amendments to be effected by the Declarant alone.~~

12.45 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, Florida.

ARTICLE 13
INITIAL REGISTERED OFFICE
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 1645 N. Pinellas Bayway, Tierra Verde, Florida, 33715 with the privilege of having its office and branch offices at other places within or without the State of Florida. ~~The initial registered agent at that address shall be Thomas A. Rodgers.~~

FAX AUDIT NO. H10000156752 3

ARTICLE 14
TERMINATION

If the Association is dissolved for any reason, upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, including the control or right of access to the property consisting of the surface water management system, shall be dedicated and/or conveyed to an appropriate public or private agency to be used for the purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' units, subject to any and all applicable liens and encumbrances and restrictions of record.

~~IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.~~

Kenneth G. Arsenault, Jr.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

~~The foregoing instrument was acknowledged before me this _____ day of _____, 2000 by Kenneth G. Arsenault, Jr., who is personally known to me or who has produced _____ as identification.~~

Notary Public
Commission Expires:

(SEAL)

FAX AUDIT NO. H100001567523

Prepared By and Return To:
Bennett L. Rabin, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue
Oldsmar, Florida 34677-4613

CERTIFICATE OF
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION FOR
MASTER ASSOCIATION AT ARROWHEAD POINT, INC.
Florida Department of State Document Number N00000006851

This is to certify that at a duly called meeting of the members of Master Association at Arrowhead Point, Inc., held on June 29, 2010, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amendment to the Articles of Incorporation, attached hereto, was duly adopted by the membership as required therein. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The Articles of Incorporation were originally filed with the Secretary of State on October 16, 2000 bearing document number N00000006851. The attached consists of 8 pages.

These Articles of Amendment to the Articles of Incorporation are made pursuant to the provisions of Section 617.1006, Florida Statutes, and are effective as of the date of the filing of this Certificate.

IN WITNESS WHEREOF, Master Association at Arrowhead Point, Inc. has caused this instrument to be signed by its duly authorized officer on this 26 day of JULY, 2010.

[Signature]
Signature of Witness #1

MICHAEL BISSANTI
Printed Name of Witness #1

[Signature]
Signature of Witness #2

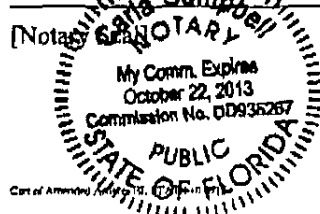
Carla J. Campbell
Printed Name of Witness #2

MASTER ASSOCIATION AT ARROWHEAD
POINT, INC.

By: [Signature]
Ralph Ostrowski, President

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 26th day of July, 2010, by Ralph Ostrowski, as President of Master Association at Arrowhead Point, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced as identification.



[Signature]
Notary Public