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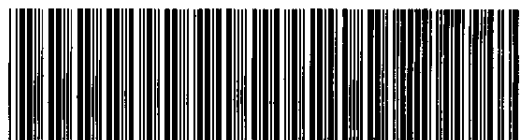
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May 17, 2011

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

**Re: Filing Amended and Restated Articles of Incorporation for Fairway Bay II Association, Inc.**

Dear Division:

Enclosed are:

1. Original executed Amended and 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

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAIRWAY BAY II ASSOCIATION, INC.**

**WHEREAS**, the original Articles of Incorporation of Fairway Bay II Association, Inc. were filed with the Florida Department of State on January 18, 1984, and

**WHEREAS**, the Articles were amended and restated in 1992 by instrument filed with the Florida Department of State, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

**WHEREAS**, not less than a majority of the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on March 21, 2011, and

**WHEREAS**, the amendments, and these Amended and Restated Articles of Incorporation, were approved by not less than a majority of the total voting interests of the membership at a duly noticed and convened membership meeting held on April 27, 2011, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Fairway Bay II Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Fairway Bay II Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be 2018 Harbourside Drive, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II  
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of Fairway Bay II, a Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declarations of Condominium and the Florida Condominium Act.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declarations of Condominium, as amended from time to time.

**ARTICLE IV  
MEMBERS**

All persons owning legal title to any of the condominium units of the Condominiums, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall

be members. Membership shall terminate automatically and immediately as a member's vested interest in the record legal title terminates.

After the Association approves of a conveyance of a unit as provided in the Declarations of Condominium, the new unit owner shall deliver to the Secretary a copy of the recorded deed or other instrument of conveyance.

**ARTICLE V  
VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

**ARTICLE VI  
INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members.

**ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 2018 Harbourside Drive, Longboat Key, Florida 34228, and the registered agent at such address shall be Cheri Johnson. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

**ARTICLE VIII  
EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE IX  
BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

**ARTICLE X  
BYLAWS**

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

**ARTICLE XI  
AMENDMENTS**

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

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the total voting interests of the Association.

- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds (2/3rds) of the voting interests of those members who are present in person or by proxy at a duly noticed and convened membership meeting, but in no event by less than 43 votes (a majority of the total voting interests of 84).
- D. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

**ARTICLE XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Florida corporate statutes.
- B. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.
- C. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 10<sup>th</sup> day of May, 2011.

Fairway Bay II Association, Inc.



By: Peter Kasdan, President