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April 20, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Amended and Restated Articles of Incorporation of
Imperial Lakes Estates Master Association, Inc.

Dear Sir/Madam:

Enclosed please find a check payable to the Florida Secretary of State for \$87.50 together with the original executed Amended and Restated Articles of Incorporation of Imperial Lakes Estates Master Association, Inc., and a copy thereof. Please file the corporate documents and return a certified copy upon completion. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your cooperation.

Very truly yours,



CHAD M. MCCLLENATHEN
For the Firm

CMM/do
Enclosures

Amend. & Rest. & N/C



APR 28 1999

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
CHAD M. MCCLENATHEN, ESQ.
BECKER & POLIAKOFF, P.A.
630 S. ORANGE AVENUE
SARASOTA, FL 343236

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMPERIAL LAKES ESTATES HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Imperial Lakes Estates Homeowners Association, Inc. were filed with the Florida Department of State on February 1, 1984, and

WHEREAS, these Amended and Restated Articles of Incorporation amend and revise all the provisions of the Articles of Incorporation, including the name of the corporation, which amendments were duly approved by not less than a majority of the entire membership of the Board of Directors at a Board meeting held April 15, 1999, and

WHEREAS, the number of Board votes cast for the amendment was sufficient for approval under the corporation documents and applicable law and the members were not entitled to vote on the proposed amendments to these Articles, and

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Imperial Lakes Estates Master Association, Inc.

**ARTICLE 1.
Name**

1.1) The name of this Corporation is Imperial Lakes Estates Master Association, Inc., (hereafter Association) and its address is 8565 Crown's Court, Palmetto, Florida 34221.

**ARTICLE 2.
Purposes**

2.1) The purposes of the Master Association shall be:

2.1.1) To promote the health, safety and social welfare of the owners of property located within "Imperial Lakes Estates" a project consisting of land in Manatee County, Florida.

2.1.2) To provide security; and maintain, replace and operate roadways and a sanitary sewer system; and provide all services as delegated to the Master Association under that certain Amended and Restated Master Declaration of Covenants and Restrictions of Imperial Lakes Estates recorded in the Public Records of Manatee County, Florida (Master Declaration).

2.1.3) To enforce the Master Declaration and to adopt reasonable and necessary rules and regulations necessary to promote the health, safety and well-being of the people and property in The

Properties.

2.1.4) To levy assessments and to impose fines for violations of rules and regulations and to enforce the collection thereof as contemplated by the said Master Declaration.

2.1.5) To purchase, acquire, replace, improve, maintain and repair such buildings, structures, and equipment related to the health, safety and social welfare of the members of the Master Association as the Board of Directors of the Master Association, in its discretion, determines to be necessary or advisable.

2.1.6) To carry out all of the duties and obligations assigned to it as a property owners' association under the terms of the Master Declaration.

2.1.7) To operate without profit and for the sole and exclusive benefit of its members.

2.1.8) This Association shall operate as a "Condominium Association" as long as such term is defined in the Florida Condominium Act to include master associations like Imperial Lakes Estates Master Association, Inc., and shall comply with all provisions of Chapter 718, Florida Statutes, The Florida Condominium Act, as amended from time to time, that are applicable to its operations.

ARTICLE 3. Qualification and Admission of Members

MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION:

3.1) Membership: Every person or entity who is a record owner of a fee of undivided fee interest in any Lot or Living Unit (as defined in the Master Declaration) which is subject by covenants of record to assessment by the Master Association shall be a Member of the Master Association, provided that any such person or entity who holds an interest merely as security for the performance of an obligation shall not be a Member. The manner of admission and voting rights shall be more fully set forth and regulated by the By Laws and the Master Declaration.

3.2) The share of a Member in the funds and assets of the Master Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.

ARTICLE 4. The Term of Existence

4.1) The Corporation is to exist perpetually.

ARTICLE 5. The Board of Directors

The number of directors, director qualifications, and the procedures to elect directors and their duties shall be as set forth in the Bylaws.

ARTICLE 6.

Bylaws

The Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

ARTICLE 7.

Amendment to Articles

These Articles may be altered, amended or repealed by a resolution of the Board of Directors.

ARTICLE 8.

Registered Office and Registered Agent

The street address of the registered office of this corporation is 5899 Whitfield Avenue, Suite 107, Sarasota, Florida 34243, and the name of the registered agent of this corporation at that address is Advanced Management of S.W. Florida, Inc. The Board may change the registered agent and office from time to time as permitted by law.

ARTICLE 9.

Indemnification

9.1) Indemnity. The Master 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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer or committee member of the Master 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 proceedings, 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, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Master 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 indemnification should be denied. The termination of any action, suit or proceedings 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Master Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.2) Expenses. To the extent that a Director, officer, or committee member of the Master Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3) Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Master Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Master Association as authorized in this Article 9, or as otherwise permitted by law.

9.4) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

9.5) Insurance. The Master 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Master Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article 9 to the contrary, the provisions 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 by the Board of Directors.

WITNESSES:

Renee St. Aubin
RENEE ST. AUBIN
Printed Name

Denise L. Olsen
DENISE L. OLSEN
Printed Name

IMPERIAL LAKES ESTATES
MASTER ASSOCIATION INC.

BY: *Roger C. Rowe*
ROGER C. ROWE, PRESIDENT

ATTEST *George W. Timmer*
GEORGE W. TIMMER, SECRETARY

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 20th day of April, 1999 by ROGER C. ROWE, as President and GEORGE W. TIMMER as Secretary of IMPERIAL LAKES ESTATES MASTER ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or who have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

Denise L. Olsen
Notary Public
State of Florida
My Commission Expires 7/22/2000

