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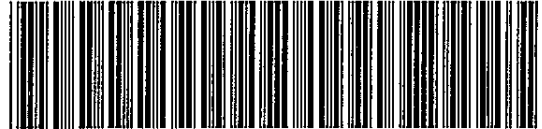
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TALLAHASSEE, FLORIDA

AM + Restated

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12/11

DANIEL J. LOBECK  
MARK A. HANSON  
KEVIN T. WELLS  
DAVID C. MEYER

2033 MAIN STREET, SUITE 403  
SARASOTA, FL 34237  
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INTERNET www.lobeckhanson.com

LAW OFFICES  
**LOBECK HANSON & WELLS**  
PROFESSIONAL ASSOCIATION

CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS

CIVIL LITIGATION  
PERSONAL INJURY  
FAMILY LAW  
LAND USE LAW  
ESTATES AND TRUSTS

December 2, 2003

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

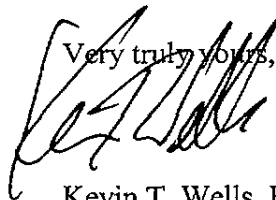
Re: Certificate of Amendment  
Imperial Lakes Condominium Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$ 43.75 for the filing fee and certified copy fee.

Thank you for your assistance in this matter.

Very truly yours,



Kevin T. Wells, Esquire

KTW/elk  
Enclosures

Prepared by and return to:  
Kevin T. Wells, Esquire  
Lobeck, Hanson & Wells, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

FILED  
03 DEC -4 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**IMPERIAL LAKES ESTATES CONDOMINIUM ASSOCIATION, INC.**

*[Substantial rewording of Articles of Incorporation. See existing  
Articles of Incorporation and amendments for present text.]*

1. **Name.** The name of this corporation shall be IMPERIAL LAKES ESTATES CONDOMINIUM ASSOCIATION, INC. (herein, "the Association"). In 2003, IMPERIAL LAKES ESTATES (UNIT #1) CONDOMINIUM ASSOCIATION, INC., IMPERIAL LAKES ESTATES, UNIT II, CONDOMINIUM ASSOCIATION, INC., IMPERIAL LAKES ESTATES, UNIT III, CONDOMINIUM ASSOCIATION, INC., and IMPERIAL LAKES ESTATES MASTER ASSOCIATION, INC. were merged into IMPERIAL LAKES ESTATES (UNIT #1) CONDOMINIUM ASSOCIATION, INC. and its corporate name was changed to IMPERIAL LAKES ESTATES CONDOMINIUM ASSOCIATION, INC. The principal office of said corporation shall be located at 8565 Crowns Court, Palmetto, Florida 34221. The Board of Directors of the Association may change the principal office of the Association from time to time.
2. **Purposes.** The purposes of this corporation shall be the operation and management of the affairs and property of three condominiums known as IMPERIAL LAKES ESTATES (UNIT I), A LAND CONDOMINIUM, IMPERIAL LAKES ESTATES (UNIT II), A LAND CONDOMINIUM, IMPERIAL LAKES ESTATE (UNIT III), A LAND CONDOMINIUM (herein, "the Condominiums"), and the common areas and Association property described in the Master Declaration of Covenants and Restrictions of IMPERIAL LAKES ESTATES, all located in Manatee County, Florida. The Association shall also perform all acts provided in the Master Declaration, the Declarations of Condominium, the Florida Not For Profit Corporations Act (Chapter 617, Florida Statutes), and the Florida Condominium Act (Chapter 718, Florida Statutes), all as amended from time to time.
3. **Powers.** The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporations Act (Chapter 617, Florida Statutes), the Florida Condominium Act (Chapter 718, Florida Statutes), the Declarations of Condominium of the three Condominiums, the Master Declaration of Covenants and Restrictions of IMPERIAL

LAKES ESTATES, the Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles or by law.

4. **Members.** All persons owning a vested present interest in the fee title to any of the units in the Condominiums, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title to the condominium Unit terminates, except that upon termination of the entire condominium project, membership shall consist of those who were members at the time of each conveyance of the respective units to the Association, or its designee, as provided in said Declarations of Condominium.

After the Association approves of a conveyance of a condominium Unit as provided in the Declarations of Condominium, the change of membership in the Association shall be evidenced in the official records of the Association by the owner delivering a copy of the recorded deed or other instrument of conveyance to the Association's principal office. At its option, the Association may require the owner to provide the Association a certified copy of the deed or other instrument of conveyance.

5. **Voting Rights.** Each condominium Unit shall be entitled to one vote at Association membership meetings, notwithstanding that the same owner may own more than one Unit or that units may be joined together and occupied by one owner. The manner of exercising voting rights shall be stated in the Bylaws.
6. **Income Distribution.** No part of the income of the Association shall be distributable to its members, except as compensation for services rendered to the Association. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's Unit.
7. **Term.** The term for which the corporation is to exist shall be perpetual, unless dissolved according to law.
8. **Board of Directors.** The affairs and operation of the corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.
9. **Bylaws.** The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in the Bylaws.
10. **Amendments.** Amendments to these Articles shall be proposed and adopted in the following manner:

- 10.1 Proposal and Notice. An amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the Voting Interests of the Association. Notice of the subject matter of a proposed amendment shall be included in or with the notice of any meeting at which the proposed amendment is considered.
- 10.2 Approval. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by not less than a majority of the Voting Interests present (in person or by proxy) and voting at any annual or special membership meeting or approved in writing by a majority of the total Voting Interests of the Association without a membership meeting, in the manner provided in Article 4.10 of the Bylaws.
- 10.3 Recording. An amendment to these Articles of Incorporation shall become effective upon filing with the Florida Secretary of State and recording a copy along with a Certificate of Amendment in the Public Records of Manatee County, Florida.

11. Indemnification.

- 11.1 Indemnification. 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 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 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 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 Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.
- 11.2 Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any

action, suit or proceeding referred to in Article 11.1 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.

11.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the 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 Association as authorized in this Article 11, or as otherwise permitted by law.

11.4 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 by-law, 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.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance with reasonable deductibles 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 Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article 11 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

12. Original Incorporator. The name and address of the original incorporator of these Articles of Incorporation is:

W. James Tyrrell  
4815 18<sup>th</sup> Avenue West  
Bradenton, Florida 33529

13. Registered Agent and Office. The registered office of the Association shall be 2033 Main Street, Suite 403, Sarasota, Florida 34237, and the registered agent at such address will be Kevin T. Wells, Esquire, of Lobeck, Hanson & Wells, P.A. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

Prepared by and return to:  
Kevin T. Wells, Esquire  
Lobeck, Hanson & Wells, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

FILED  
03 DEC -4 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT**

**ARTICLES OF INCORPORATION  
IMPERIAL LAKES ESTATES CONDOMINIUM ASSOCIATION, INC.**

We hereby certify that the attached amendments, which are hereby incorporated herein, to the Articles of Incorporation of Imperial Lakes Estates Condominium Association, Inc. ("the Association") were duly adopted at a Special Meeting of the Association membership held on November 22, 2003, by the affirmative vote of not less than a majority of the votes of the members of the Association participating in person or by proxy at the membership meeting called for that purpose upon proposal by the Association Board of Directors, as required by X.1.C. of the Association's Articles of Incorporation.

DATED this 27<sup>th</sup> day of November, 2003.

Signed, sealed and delivered  
in the presence of:

Sign: Lori J. Niles  
Print: Lori J. Niles

Sign: Rob L. Sawyer  
Print: Robin L. Sawyer

Sign: Lori J. Niles  
Print: Lori J. Niles

Sign: Rob L. Sawyer  
Print: Robin L. Sawyer

IMPERIAL LAKES ESTATES  
CONDOMINIUM ASSOCIATION, INC.

By: Anthony R. Arcolessi  
ANTHONY R. ARCOLESSI President

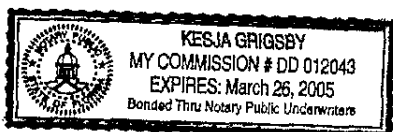
ATTEST:

By: Wayne T. Bickle  
WAYNE T. BICKLE, Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of November 2003,  
by Anthony Arcalesse as President of IMPERIAL LAKES ESTATES  
CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally  
known to me or has produced \_\_\_\_\_ as identification.



Notary Public

Sign: Kesja Grigsby

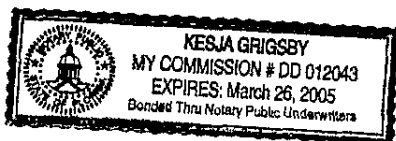
Print: Kesja Grigsby

State of Florida at Large

My commission expires: 3/26/05

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of  
November, 2003, by Wayne Bickle as Secretary of IMPERIAL LAKES  
ESTATES-CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is  
personally known to me or has produced \_\_\_\_\_ as identification.



Notary Public

Sign: Kesja Grigsby

Print: Kesja Grigsby

State of Florida at Large

My commission expires: 3/26/05