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OF COUNSEL

February 10, 2012

Amendment Section  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Ladies and Gentlemen:

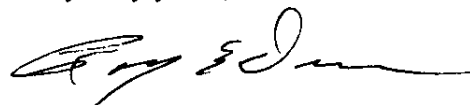
**Re: The Landings Racquet Club, Inc.  
Document #N02594**

Enclosed are a Certificate of Articles of Restatement, Restated Articles of Incorporation, and our firm check in the amount of \$35.00. The registered agent remains Kevin Lechlitner.

Please file the certificate and the related articles.

Please let me know if anything further is required.

Very truly yours,



Roy E. Dean

RED:lcr

Enclosures

cc: The Landings Racquet Club, Inc.

FILED  
12 FEB 13 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ARTICLES OF RESTATEMENT**

**THE LANDINGS RACQUET CLUB, INC.**

This is to certify that the Articles of Restatement of The Landings Racquet Club, Inc., which is attached to this certificate, restates the association's articles of incorporation, and that:

1. the Articles Of Restatement does contain amendments to the articles requiring member approval, and was submitted to the members for approval in its entirety; that the Articles Of Restatement was adopted at a duly called meeting of the members on January 17, 2012, and that the number of votes cast for approval of the Articles Of Restatement was sufficient for approval;
2. that the board of directors of the association duly adopted the restatement.

IN WITNESS WHEREOF, the association has caused this certificate to be executed by its president this January 31, 2012.

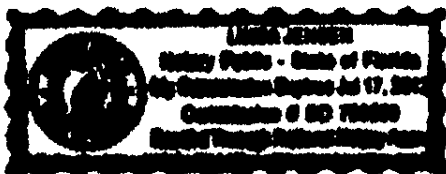
The Landings Racquet Club, Inc.

By: [Signature]  
Richard U. Bayles  
President

(SEAL)

STATE OF FLORIDA     )  
COUNTY OF SARASOTA )

The foregoing was acknowledged before me this 1/31/2012, by Richard U. Bayles, President of The Landings Racquet Club, Inc., a Florida not for profit corporation, on behalf of said corporation, [] who is personally known to me or [] who has produced \_\_\_\_\_ as identification.



[Signature]  
Notary Public  
Print Name: LINDA JENSEN  
My Commission Expires: 7-17-2012

**RESTATED ARTICLES OF INCORPORATION  
OF  
THE LANDINGS RACQUET CLUB, INC.  
(A Corporation Not For Profit)**

*The Articles of Restatement of The Landings Racquet Club, Inc., a Florida not for profit corporation, document number N02594, duly adopted by the board of directors and the members of the corporation, is hereinafter set forth.*

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is The Landings Racquet Club, Inc. (the "Corporation"). The principal place of business and the mailing address of the corporation is 5350 Landings Blvd, Sarasota, FL 34231.

**ARTICLE II  
DEFINITIONS**

The Landings Racquet Club Covenants, as amended, is recorded in the Public Records of Sarasota County, Florida. As used herein, each of the following terms shall have the same meaning as is set forth for such term in The Landings Racquet Club Covenants: "The Landings"; "The Landings South"; "The Landing North"; "Clubhouse Property"; "Club Facilities"; "assessable property"; and "assessment share."

**ARTICLE III  
PURPOSES**

The general nature, objects, and purposes of the Corporation are:

A. To accept and hold title to, and to maintain, manage, and administer the use of the Clubhouse Property.

B. To operate on the Clubhouse Property a social club for the entertainment, recreation, and pleasure of the Corporation's members and to take such action as may be deemed appropriate to promote the health, safety, and social welfare of the Corporation's members.

C. To provide, purchase, acquire, replace, improve, construct, maintain, and repair the Club Facilities.

D. To undertake and carry out all of the duties and obligations which may be assigned to the Corporation under the terms and provisions of The Landings Racquet Club Covenants.

ARTICLE IV  
GENERAL POWERS

The general powers that the Corporation shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell, or otherwise dispose of any and all real or personal property related to the purposes or activities of the Corporation; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any of the activities of the Corporation and pursuing any of the objectives and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be charged to and collected from the members of the Corporation pursuant to The Landings Racquet Club Covenants for the purpose of defraying the expenses and cost of effectuating the objectives and purposes of the Corporation and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To enter into agreements with condominium associations and other property owners associations for the collection of such assessments.

D. To place liens against any unit, lot, or parcel in The Landings that is subject to assessments for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens, or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Corporation's business.

E. To hold and invest funds solely and exclusively for the benefit of the members of the Corporation for the purposes set forth in these Articles of Incorporation.

F. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Corporation is organized.

G. To delegate such of the ministerial functions of the Corporation as may be deemed to be in the Corporation's best interest by the board of directors.

H. To grant exclusive rights of use in facilities operated by the Corporation that, because of their number, size, or nature, cannot accommodate the membership generally, provided that any such exclusive right of use shall be granted to a member only upon payment to the Corporation of such reasonable fees and charges as may be established from time to time by the board of directors for such exclusive right of use.

I. To charge recipients of services rendered by the Corporation and users of property of the Corporation where such is deemed appropriate by the board of directors.

J. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Corporation.

K. To borrow money for the acquisition of property or for any other lawful purpose of the Corporation, and to make, accept, endorse, execute, and issue debentures, promissory notes, or other obligations of the Corporation for borrowed monies, and to secure the payment of any such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Corporation wherever situated.

L. To exclude any member from the use of the Club Facilities who fails to comply with applicable provisions of The Landings Racquet Club Covenants, these Articles of Incorporation, or the bylaws or rules and regulations of the Corporation and, in addition, if such member is a Class C member, to terminate his or her membership.

M. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Corporation's bylaws and rules and regulations, and the terms and provisions of The Landings Racquet Club Covenants.

N. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE V MEMBERS

There shall be three classes of members, as follows:

A. **Class A Members.** Class A members shall be those owners of property in The Landings South who are required to become members of a condominium association or a homeowners association and whose unit, lot, or parcel is included within the assessable property. Owners of all such property shall automatically become Class A members upon acquiring the fee simple title to their respective unit, lot, or parcel.

B. **Class B Members.** A designation of Class B members was originally established to include all owners of property in The Landings South whose unit, lot, or parcel was included within the assessable property and who were not required to become members of a condominium association or homeowners association. Owners of all such property automatically became Class B members upon acquisition of the fee simple title to their respective unit, lot, or parcel. There are no longer, and have not been for some time previous to this restatement of the articles, any such owners, and the Corporation no longer has any Class B members. However, the designation Class B members is retained so as not to require any change to the name or the designation of Class C members.

C. **Class C Members.** Class C members shall be all owners of condominium units

or lots located within The Landings North who, upon application and payment of applicable membership initiation fees, are approved for membership by the Corporation's board of directors. The membership of Class C members shall take effect upon approval by the board of their respective applications for membership.

Membership of any Class A or Class B member in the Corporation shall automatically terminate upon conveyance or other divestment of title to such member's unit, lot, or parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more units, lots, or parcels in The Landings South so long as at least one unit, lot, or parcel is owned by such member. The interest of a Class A or Class B member in the funds and assets of the Corporation cannot be assigned, *hypothecated*, or transferred in any manner, except as an appurtenance to the unit, lot, or parcel that is the basis of his membership in the Corporation.

Membership of any Class C member in the Corporation may be terminated by such member at any time upon delivery of written notice of such termination to the Corporation. The Corporation may terminate the membership of any Class C member if such member fails to comply with applicable provisions of The Landings Racquet Club Covenants, these Articles of Incorporation, or the Corporation's bylaws or rules and regulations. Upon termination of the membership of any Class C member, whether effected by the member or by the Corporation, no refund of any portion of the assessments paid by such member to the Corporation shall be made. The membership of a Class C member, and the interest of such member in the funds and assets of the Corporation, cannot be assigned, hypothecated, or transferred in any manner, except that the membership may be transferred to a successor owner of the member's property if such successor applies and is approved by the board of directors for membership in the Corporation prior to the conveyance of the property to such successor.

If, at the time of transfer of ownership of a Class C member's property, the successor owner relinquishes the right of membership by a release accepted by the board of directors, and the member concurrently notifies the board of directors of another unit or lot in the Landings North owned by the member, the member may retain the membership as owner of such other unit or lot.

#### ARTICLE VI VOTING

A. Subject to the restrictions and limitations hereinafter set forth, each Class A, Class B, and Class C member of the Corporation shall have one vote for each assessment share attributed to property owned by such member; provided, however, that in the event of multiple ownership of any property, the member-owners thereof together, and not individually, shall be entitled to said one vote for each such assessment share. Except as may be otherwise provided herein, Class A, Class B, and Class C members shall vote as a combined class so that no matter shall require the separate approval of the members voting by class.

B. The secretary of the Corporation shall maintain a list of the members of the

Corporation and the number of votes to which each member is entitled as determined in the manner set forth in paragraph A above. Whenever any person or entity becomes a member in the Corporation, it shall be such party's duty and obligation to so inform the secretary in writing, giving his or her name and mailing address and the legal description of his or her unit, lot, or parcel. Until receipt of written notification of change of ownership, the Corporation shall be entitled to give notices to and accept votes from the prior owner of such unit, lot, or parcel. The secretary may, but shall not be required to, search the Public Records of Sarasota County, or make other inquiry, to determine the status and correctness of the list of members of the Corporation maintained by him or her and shall be entitled to rely upon the Corporation's records until notified in writing of any change in ownership.

#### ARTICLE VII BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by a board of directors consisting initially of three directors. The number of directors comprising succeeding boards of directors shall be as provided from time to time in the bylaws of the Corporation, but in no event shall there be an even number of directors or less than three or more than nine directors.

B. All directors shall be members of the Corporation in good standing, except, however, that a spouse of a member shall be eligible to serve as a director.

C. All directors shall be elected by the combined vote of the Class A and Class C members. All elections of directors shall be by plurality vote.

D. All directors shall serve for terms of two years in accordance with the provisions of the bylaws. The terms shall be staggered thereafter, a bare majority to expire in even numbered years and one less than a majority in odd numbered years. Any director may be removed from office with cause by a majority of the remaining directors.

#### ARTICLE VIII OFFICERS

A. The officers of the Corporation, to be elected by the board of directors, shall be a president, a vice president, a secretary, an assistant secretary, and a treasurer, and such other officers as the board shall deem appropriate from time to time. The president shall be elected from among the membership of the board of directors, but no other officer need be a director. The same person may hold two or more offices, provided, however, that the office of president and secretary (or assistant secretary) shall not be held by the same person. The affairs of the Corporation shall be administered by such officers under the direction of the board of directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the bylaws.

B. The board of directors, or the president with the approval of the board of directors, may employ personnel to conduct the affairs of the Corporation, whether or not such personnel are members, directors, or officers of the Corporation.



ARTICLE IX  
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X  
BYLAWS

The first board of directors of the Corporation adopted bylaws consistent with the original Articles, and the bylaws may be altered, amended, or repealed as provided in the bylaws.

ARTICLE XI  
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed upon a vote of approval by two-thirds of the votes cast at a meeting at which a majority of the membership is present in person or by proxy. No amendment diminishing the voting rights of any class of members shall be effective without approval of such amendment by majority vote of the members of such class voting separately as a class. No amendment to this Article XI shall be effective without approval of such amendment by majority vote of the members of each class voting separately as a class.

ARTICLE XII  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be at 5350 Landings Boulevard, Sarasota, Florida, 34231, and the registered agent at such address was originally Ronald K. Drews. The registered agent shall be designated from time to time by the Corporation. The Corporation may maintain offices and transact business in such other places within or without the State of Florida as from time to time may be designated by the board of directors.

ARTICLE XIII  
BUDGET AND EXPENDITURES

The board of directors shall annually adopt a budget for the operation of the Corporation for the ensuing year and for the purpose of levying assessments against all of the assessable property, which budget shall be conclusive and binding upon all persons; provided, however, that the board of directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIV  
SUBSCRIBERS

The names and street addresses of the original subscribers of these Articles are as follows:

Ronald K. Drews, 5255 S. Tamiami Trail, Sarasota, Florida,  
Philip J. Palmer, 5255 S. Tamami Trail, Sarasota, Florida,  
William U. Copeland, 5255 S. Tamami Trail, Sarasota, Florida.

ARTICLE XV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Corporation for and against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Corporation may purchase and maintain insurance on behalf of all officers and directors for any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XVI  
DISSOLUTION OF THE CORPORATION

A. Upon expiration of the term of The Landings Racquet Club Covenants, the Corporation may be dissolved upon a resolution to that effect being approved by two-thirds of the members of the board of directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of any appropriate decree as provided for in the Florida Statutes, as then in effect.

B. Upon dissolution of the Corporation, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

1. Any property determined by the board of directors of the Corporation to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

2. All remaining assets, or the proceeds from the sale of such assets, shall be distributed among the members in proportion to the number of votes each such member then has.