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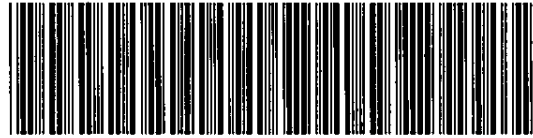
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN 21 PM 2:58

*Amended & Restated*

JAN 29 2014

T. CARTER

# CHAD M. MCCLENATHEN, P.A.

Board Certified Real Estate Attorney

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January 14, 2014

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

**Re: Filing Amended and Restated Articles of Incorporation for Kanaya Condominium 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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KANAYA CONDOMINIUM ASSOCIATION, INC.**

14 JAN 21 PM 2: 58

**WHEREAS**, the original Articles of Incorporation of Kanaya Condominium Association, Inc. were filed with the Florida Department of State on January 25, 2007, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles except Section 3.3, which is not revised and is set forth in these Articles as part of Article III, and Article VII that has only been revised to address scrivener issues and remains substantively unchanged as Article XII, and

**WHEREAS**, not less than two-thirds 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, and

**WHEREAS**, the amendments, and these Amended and Restated Articles of Incorporation, were approved by not less than two-thirds of the total voting interests of the membership at a duly noticed and convened membership meeting held on January 10, 2014, 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 Kanaya Condominium Association, Inc.

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

The name of this corporation shall be Kanaya Condominium Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be c/o Lighthouse Property Management, Inc., 16 Church Street, Osprey, Florida 34229. 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 a condominium known as Kanaya, a Mixed Use Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declaration 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 Declaration of Condominium, as amended from time to time. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provision of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the Association.

**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 Declaration 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 4134 Gulf of Mexico Dr., Suite 203, Longboat Key Florida 34228, and the registered agent at such address shall be Lighthouse Property Management, Inc. 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 the 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 members 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 of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting at which a quorum was attained.
- 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 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 or she is or was a director, employee, officer or agent of the Association, against all liabilities and expenses (including attorneys' fees, costs and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determined, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith, nor in a manner he or she 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 or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification 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 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 or her conduct was unlawful.

A Director shall not be personally liable for monetary damages to the Association or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless subsection (1)(a), (1)(b)1, (1)(b)2, (1)(b)3, (1)(b)4, or (1)(b)5 of Section 607.0831, Florida Statutes, shall be found applicable.

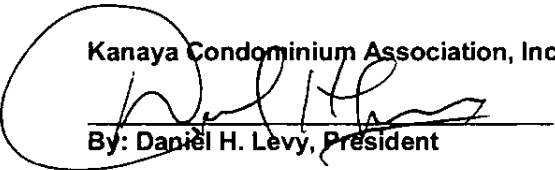
- B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XII(A) above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall 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, employee or agent to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized in this Article XII.
- D. 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 representative of such person.

- E. 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 or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provision of this Article.
- F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

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 16 day of January, 2014

**Kanaya Condominium Association, Inc.**

  
By: Daniel H. Levy, President