

N09739

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FILED
06 MAR 20 PM 3:00
TALLAHASSEE, FLORIDA

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

March 16, 2006

Irene Albritton, Document Specialist
c/o Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Corrective Certificate of Amendment to Articles of Incorporation
Anchor Cove Master Association, Inc.


Dear Ms. Albritton:

In response to your letter of February 20, 2006 (copy enclosed), my client corrected the Amended and Restated Articles. We had inadvertently referred to the original registered office and agent in Article XI and the original subscribers in Article XIII, and these have now been corrected. We have also corrected the Certificate to specifically state that members were entitled to vote and to indicate the date of adoption of the amendment. The Certificate indicates that the number of votes were sufficient for approval.

I hope that this document is now sufficient for you to file. Thank you for your anticipated cooperation in regard to this matter and let my office know if anything further is needed.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records.

Sincerely,



Michael J. Brudny

MJB/dls
Enclosures

471\State-FileCorrectiveCertificate6-316



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2006

MICHAEL J. BRUDNY, ESQ.
BRUDNY & RABIN, P.A.
200 NORTH PINE AVENUE - SUITE A
OLDSMAR, FL 34677-4613

SUBJECT: ANCHOR COVE MASTER ASSOCIATION, INC.
Ref. Number: N09739

We have received your document for ANCHOR COVE MASTER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There are no provisions in the Florida Statutes to amend or change the subscribers listed in Article XIII.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 006A00011787

Prepared By and Return to:
Michael J. Brudny, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue, Suite A
Oldsmar, Florida 34677

FILED
06 MAR 20 PM 3:00
TALLAHASSEE, FLORIDA

CORRECTIVE CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
ANCHOR COVE MASTER ASSOCIATION, INC.

This is to certify that by written agreement as of July 20, 2002, Anchor Cove Master Association, Inc. (the "Association"), adopted the attached Amended and Restated Articles of Incorporation in accordance with the requirements of the applicable Florida Statutes and the governing documents, and hereby file the attached Amended and Restated Articles of Incorporation of Anchor Cove Master Association, Inc., attached hereto as Exhibit A. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The Articles of Incorporation were originally filed with the Secretary of State on June 13, 1985, bearing document number N09739. Members were entitled to vote on this matter and the number of votes cast for the amendment was sufficient for **

IN WITNESS WHEREOF, ANCHOR COVE MASTER ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 6th day of February, 2006.

**approval and these amendments were adopted on July 20, 2002.

ANCHOR COVE MASTER
ASSOCIATION, INC.

Christine Wayda
Signature of Witness #1

Christine Wayda
Printed Name of Witness #1

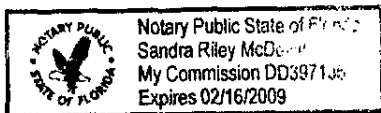
Tabetha Varbrough
Signature of Witness #2

Tabetha Varbrough
Printed Name of Witness #2

By: [Signature]
Signature
Joe Maietta
Printed Name and Title

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of February, 2006, by Joe Maietta, as President of ANCHOR COVE MASTER ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he executed this document on behalf of the corporation. He is personally known to me or has produced n/a as identification.



Sandra Riley McDevitt
Notary Public
Sandra Riley McDevitt
Printed Name

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ANCHOR COVE MASTER ASSOCIATION, INC.

(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end, we do hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be: ANCHOR COVE MASTER ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association".

ARTICLE II

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

A. To accept and hold title to, and thereafter to manage and administer the use of certain property located in Section 20, Township 32 South, Range 16 East, Pinellas County, Florida, which property may be owned by the Association or in the alternative the Association may have the obligation for management as such obligations are accepted by the Association from time to time.

B. To take such action as may be deemed appropriate to promote the health, safety and social welfare of the persons who are entitled to use the recreation facilities, common areas, sea walls and easement lands.

C. To provide, purchase, acquire, replace, improve, maintain, repair, manage and administer all improvements to the recreation facilities, common areas sea walls and easement lands.

D. To undertake and carry out all of the duties and obligations which may be assigned to it as the master association as are from time to time established by the membership respecting the recreation, common areas, sea walls and easement lands.

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

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06 MAR 20 PM 3:00
TALLAHASSEE, FLORIDA

ARTICLE III

GENERAL POWERS

The general powers that the Association 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 Association; 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 and all of the activities of the Association and pursuing any and all of the objects 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 levied against the members of the Association for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association 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 and improvement, and capital replacements.

C. To bring suit for the collection of delinquent and unpaid assessments or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

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

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

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

I. To borrow money for the acquisition of property or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies, and to secure the payment of 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 Association wherever situated.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted.

K. 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 IV

MEMBERS

The members of the Association are Palms of Tierra Homeowners Association, Inc. ("Palms Association") and Anchor Cove - 1 Condominium Association, Inc. ("Anchor Cove Association"), collectively referred to as "the Member Associations." The unit or lot owners within each Member Association will be non-voting members of the Master Association. Each Member Association shall exercise its voting rights in the Association by and through one or more voting representatives and one alternate voting representative, to be designated by the Board of Directors of that Member Association.

ARTICLE V

VOTING

A. Subject to the restrictions and limitations hereinafter set forth, each member shall have one (1) vote for every six (6) residential Units that such member represents in its respective Association. Therefore, the Palms Association will have twenty (20) votes and the Anchor Cove Association will have five (5) votes. These votes may be divided among the designated voting representatives of the Member Association, and need not all be cast by one voting representative.

B. All notices and other official communications from the Association to the voting members shall be to their respective presidents or other designated representatives. Only the presidents or other designated representatives shall have the right to cast votes and otherwise participate in membership meetings of the Association, although any person who is entitled to use the recreation common areas, sea walls and easements lands may attend such meetings.

ARTICLE VI

BOARD OF DIRECTORS

A. All of the affairs of the Association, except selection of the directors, shall be managed by a Board of Directors consisting ~~initially~~ of three (3) Directors.

B. Notwithstanding any other provision contained herein, at all regular elections of Directors, one (1) Director shall be elected by the Anchor Cove Association, to represent the units within Anchor Cove and two (2) Directors shall be elected by the Palms Association to represent the lots within Palms of Tierra. Each Association may elect one (1) alternate Director who shall represent the Association should a Director from that Association be unable to attend a properly noticed meeting.

C. Each Director must also be a Director of the member that elects him or her, and shall serve for a term of one (1) year in accordance with the provisions of the By-Laws. Any Director may be removed from office with or without cause by vote of the member that elected such Director, but not otherwise. No Director except the initial Directors may serve as Director for more than three (3) successive terms.

D. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of members and until their successors are elected and have qualified, are as follows:

AL HOFFMAN - 5012 West Lemon, Tampa, FL 33607
ELDRIDGE BRAVO - 5012 West Lemon, Tampa, FL 33607
DAN FORLONG - 5012 West Lemon, Tampa, FL 33607

ARTICLE VII

OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be President, Vice-President, Secretary, and 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 shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the By-Laws. No officer except the initial officers may serve as an officer for more than three (3) successive terms.

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 Association, and any such person or legal entity may be so employed without regard to whether such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

C. The names of the officers who are to manage the affairs of the Association until their successors are duly elected and qualified, are as follows:

AL HOFFMAN - President - 5012 West Lemon
Tampa, FL 33607

ELDRIDGE BRAVO - Secretary - 5012 West Lemon
Tampa, FL 33607

DAN FORLONG - Treasurer - 5012 West Lemon
Tampa, FL 33607

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX

BY-LAWS

The first Board of Directors of the Association shall adopt By-Laws consistent with these Articles. Thereafter, the By-Laws may be altered, amended or rescinded, by majority vote of the Board of Directors.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by voting members holding at least ninety percent (90%) of the total voting rights. No amendment diminishing the voting rights of any members shall be effective without approval of such amendment by such member.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office and agent of the corporation shall be as designated by the Board of Directors from time to time.

ARTICLE XII

BUDGET AND EXPENDITURES

The Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against the Member Associations, which budget shall be conclusive and binding upon both members; provided, however, that the Board of Directors may thereafter at any time during the budget year approve or ratify variations from such budget, or special assessments as determined to be necessary by the Board of Directors. All such variations or special assessments during the budget year, together with the amount of any annual increase in the budget for that year shall not exceed 20% of the total amount of the previous year's budget, without the unanimous vote of the Board of Directors. If, for any reason, the Board of Directors fails to adopt a budget for any year, the budget for the previous year will remain in effect until such time as a new budget is adopted.

ARTICLE XIII

SUBSCRIBERS

The names and street addresses of the subscribers of these Articles were as listed in the original Articles of Incorporation.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees (including 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 own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association 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 arising out of their status as such.

ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

A. The Association may be dissolved upon a resolution to that effect being approved by seventy-five percent (75%) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree, as provided for in §617.05, Florida Statutes (1979), or any statute of similar import then in effect.

B. Upon dissolution of the Association, 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 Association 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 between the members in proportion to the amount of Association assessments then respectively payable by each.

ARTICLE XVI

MERGER AND CONSOLIDATION

As provided by Florida Statute 718.110(7), this Condominium shall be entitled to merge or consolidate with any other condominium which may now or hereafter be created for the Units or Residential Dwellings located on the lands set forth on Exhibit "A" attached hereto. Said merger or consolidation shall allow the operation of the project though it was a single condominium for all matters, including budgets, assessments, accounting, record-keeping and similar matters. In the event of such merger or consolidation, Common Expenses for residential condominiums in such a project being operated by a single Association may be assessed against all Unit Owners in such project pursuant to the proportions or percentages established therefore in the Declarations as initially recorded or in the By-Laws as initially adopted, subject, however, to the limitations of Florida Statute 718.116 and 718.302. Such merger or consolidation shall be complete upon compliance with 718.110(7).

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION