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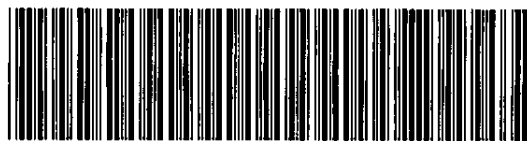
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUN 30 PM 1:02

C. LEWIS
JUL 16 2014
EXAMINER

KEY WEST LANDINGS DOCK ASSOCIATION, INC.*
302 Knights Run Avenue
Suite 930
Tampa, Florida 33602

June 12, 2014

Via U.S. MAIL

Amendment Section
Division of Corporations
Clifton Building
Executive Center Circle
Tallahassee, FL 32301

**Re: Filing of Amended and Restated Articles of Incorporation of
KEY WEST LANDINGS DOCK ASSOCIATION, INC.**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Amended and Restated Articles of Incorporation for the above stated corporation.

Also enclosed is our check in the amount of \$35.00 to cover the cost of the filing.

Please file the original of the Amended and Restated Articles of Incorporation, stamp the date of filing on the copy and return it to me via U.S. Mail using the provided self addressed stamped envelope.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,



Eric P. Frantzen,
President

Enclosures:

1. Original Amended and Restated Articles of Incorporation
2. Check in the amount of \$35.00
3. Copy of Articles for return
4. Self Addressed Stamped Envelope

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
KEY WEST LANDINGS DOCK ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JUN 30 PM 1:02

WITNESSETH:

WHEREAS, KEY WEST LANDINGS DOCK ASSOCIATION, INC., a Florida not for profit corporation the ("Corporation"), validly formed by filing its Articles of Incorporation on or about June 4, 2014; and

WHEREAS, pursuant to the provisions set forth in Section 617.1007, *Fla. Stat.* the Corporation desires to amend and restated its Articles of Incorporation in the form attached hereto;

NOW THEREFORE, the Corporation's Articles of Incorporation are amended and restated as follows:

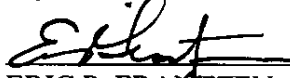
1. The Corporation was formed on or about June 4, 2014 upon the acceptance of the Articles of Incorporation by the Florida Secretary of State under filing number N14000005370.

2. Pursuant to Section 617.1007, *Fla. Stat.*, the Corporation is permitted to amend and restated its Articles of Incorporation.

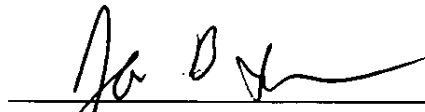
3. This paragraph shall serve as the Corporation's certificate, as required by Section 617.1007(3), *Fla. Stat.*, asserting and attesting that an affirmative vote of the members of the Corporation is not required to approve the attached Amended and Restated Articles of Incorporation, and that the Board of Directors of the Corporation have approved the attached Amended and Restated Articles of Incorporation.

4. The Amended and Restated Articles of Incorporation, attached hereto and incorporated herein by this reference, was adopted by the Corporation's Board of Directors on the 12th day of June, 2014.

IN WITNESS WHEREOF, the undersigned officers and members of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Amendment on this 12th day of June, 2014.



ERIC P. FRANTZEN,
President / Director



JOHN B. FRANTZEN,
Vice President / Director



CHRISTHOPHER E. MICHAUD,
Secretary / Treasurer / Director

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KEY WEST LANDINGS DOCK ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
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The undersigned incorporator hereby adopts the following Amended and Restated Articles of Incorporation (the "Articles") for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, as amended (the "Florida Not-For-Profit Corporation Act").

**ARTICLE I
Corporate Name**

The name of the Corporation shall be Key West Landings Dock Association, Inc., hereinafter called the "Association." The principal business address and mailing address of the Association shall be 302 Knights Run Avenue, Suite 930, Tampa, FL 33602.

**ARTICLE II
Duration**

The duration of the Association shall be perpetual.

**ARTICLE III
Definitions**

The terms used in these Articles shall have the same definitions as those set forth in the Declaration of Covenants, Conditions, Restrictions and Easements of KEY WEST LANDINGS DOCK ASSOCIATION (the "Declaration") to be recorded in the Public Records of Hillsborough County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV
Commencement of Corporate Existence**

The corporate existence of the Association shall commence at the time these Articles are filed with the Department of State of the State of Florida.

**ARTICLE V
Purposes and Powers**

The purpose for which the Association is organized is to provide an entity for the operation and governance of the Marina Area as said term is defined in the Declaration (the "Marina"), located

upon lands in Hillsborough County, Florida, said property being fully described in the duly recorded Declaration.

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of Directors, Officers, or Members of the Association for the rendition of unusual or exceptional services to the Association.

The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Bylaws, the Declaration or Florida law.

The Association shall have all of the powers and duties contemplated in these Articles, the Declaration, and the Bylaws, together with all of the powers and duties reasonably necessary to operate the Marina pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Marina.

The Association is formed for all lawful and necessary purposes, and shall have all of the rights, powers, duties, and functions of a corporation not-for-profit as defined in Chapter 617, Florida Statutes, as may be applicable, and all powers and duties necessary to administer, govern, and maintain property of the Association, and shall include but shall not be limited to the following:

- (a) To own, convey, operate, maintain, preserve or replace, the Marina, Dock Facilities and Common Area, located on and adjacent to that certain real property situate in Hillsborough County, Florida, described in Exhibit "A" to the Declaration and to the Marina, Dock Facilities and Common Area that may be annexed to the Property from time to time pursuant to the Declaration; and
- (b) Establish rules and regulations.
- (c) Assess members and enforce assessments.
- (d) Sue and be sued.
- (e) Contract for services to provide for operation and maintenance of the Marina, Dock Facilities and Common Area if the Association contemplates employing a maintenance company.
- (f) Require all the Dock Owners to be Members.
- (g) Exist in perpetuity; however, if the Association is dissolved, to transfer the responsibility for the operation and maintenance of the Marina, Dock Facilities and Common Area to an appropriate entity approved by the Tampa Port Authority or the Tampa Port Authority.
- (h) Take any other action necessary for the purposes for which the Association is organized.

- (i) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, Marina, Dock Facilities, Common Area, improvements, fixtures and personal property in connection with the business and affairs of the Association.
- (j) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without the consent of a majority of the Members to such dedication, sale or transfer, in writing or by vote at a duly called meeting of the Association, or without the prior written consent of TB Homes, LLC, a Florida limited liability company (the "Developer") so long as Developer owns at least one (1) Dock Space.
- (k) To adopt a budget and establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties.
- (l) To determine and pay all expenses in connection with and incident to the conduct of the business and affairs of the Association, including without limitation expenses for the maintenance and operation of the Marina and Common Areas.
- (m) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association.
- (n) To annex additional real property pursuant to the terms and provisions of the Declaration.
- (o) To exercise such powers which are now or may hereinafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred.
- (p) To grant easements on or through the Common Area.
- (q) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time.
- (r) To promulgate, or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized including without limitation for the operation, use and maintenance of the Marina, Common Areas and Dock Facilities.
- (s) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Dock Owners, the Marina, Common Areas and Dock Facilities.
- (t) To purchase insurance.
- (u) To approve or disapprove the leasing, transfer, or possession of any Dock Space, as may be provided by the Declaration.
- (v) To employ personnel to perform the services required for the proper operation of the Association.
- (w) To levy fines for violations of the rules and regulations as set out in the Declaration and to suspend a Dock Owner's right to use the Marina, Dock Facilities and Common Area for any infraction of the Association's rules and regulations.

(x) To negotiate the terms of the Submerged Land Lease, amend the Submerged Land Lease, or enter into new and revised submerged land leases from time to time as may be necessary or required by the Tampa Port Authority.

(y) To take any other action necessary to comply with the rules and regulations of the Tampa Port Authority;

(z) To exercise all powers specifically set forth in the Declaration, these Articles, and the Bylaws and all powers incidental thereto, and all other provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes;

(aa) To make repairs, additions and improvements to, or alterations of, the Common Areas, and repairs to and restoration of the Common Areas and other portions of the Marina, in accordance with the Declaration;

(bb) To take any other action necessary for the purposes for which the Association is organized.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE VI

Board of Directors

A. Number and Qualifications. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association nor residents of the Key West Landings Subdivision.

B. Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Dock Owners only when such approval is specifically required.

C. Election; Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. Term of Initial Directors. The Developer shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the Bylaws.

E. Initial Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Eric P. Frantzen	302 Knights Run Avenue, Suite 930 Tampa, FL 33602
John B. Frantzen	302 Knights Run Avenue, Suite 930 Tampa, FL 33602
Christopher E. Michaud	302 Knights Run Avenue, Suite 930 Tampa, FL 33602

ARTICLE VII

Transactions in Which Directors or Officers Are Interested

No contract or transaction between the Association and one or more of its Directors or officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its officers or Directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the Officer or Director is present at, or participates in, meetings of the board or committee thereof that authorized the contract or transaction, or solely because such Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE VIII

Officers

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors.

The Bylaws may provide for the removal of officers, for the filling of vacancies, and for the duties of the officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
Eric P. Frantzen	President

John B. Frantzen

Vice President

Christopher E. Michaud

Secretary and Treasurer

ARTICLE IX

Membership

Every person or entity who is a record assignee of any Dock Space shall be a Member of the Association. Any person or entity who holds an interest in any Dock Space merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Dock Space and cannot be conveyed other than by assignment of a Dock Space. Transfer of a Dock Space, either voluntarily or by operation of law, shall terminate membership in the Association.

ARTICLE X

Amendment

Amendments to these Articles shall be made in the following manner:

A. Proposal. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by no less than a majority of the votes of all the Members.

C. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or use rights of Members, nor any changes in Article V or Article XIII of these Articles; without the approval in writing of all Members. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Developer unless Developer shall join in the execution of the amendment. No amendment to this Paragraph C of Article X shall be effective.

D. Developer's Amendment. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Developer.

E. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XI

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE XII

Incorporator

The name and address of the incorporator of the Association is TB Homes, LLC, 302 Knights Run Avenue, Suite 930, Tampa, FL 33602.

ARTICLE XIII

Indemnification

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 proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent 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 proceeding, 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, or in a manner he reasonably believed to be in, or not opposed to, the best interests 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 proceeding by judgment, order, settlement, conviction, or upon 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 interests of the Association, and, with respect to any criminal action or proceeding, that he did not have reasonable cause to believe that his conduct was unlawful.

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 Paragraph A 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.

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 proceeding upon the 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 is entitled to be indemnified by the Association as authorized in this Article XIII.

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 representatives 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 status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Notwithstanding anything herein to the contrary, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIV

Dissolution

The Association may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Developer owns at least one (1) Dock Space, Developer's written consent to the dissolution of the Association must first be obtained. Prior to the dissolution of the Association, the responsibility for the operation and maintenance of the Dock Facilities shall be transferred to an appropriate entity approved by the Tampa Port Authority or the Tampa Port Authority.

ARTICLE XV
Initial Registered Office and Agent

14 JUN 30 PM 1:02

The street address of the initial registered office of the Association is: 302 Knights Run Avenue, Suite 930, Tampa, FL 33602, and the name of the initial registered agent of the Association at said address is: Eric P. Frantzen.

ARTICLE XII
Miscellaneous

A. Captions and Headings. The captions and headings pertaining to the articles and sections of these Articles are solely for ease of reference and in no way shall such captions or headings define, limit or in any way affect the substance of any provisions contained in these Articles.

B. Severability. In the event any of the terms or provisions contained in these Articles shall be deemed invalid by a court of competent jurisdiction, such term or provision shall be severable from these Articles and the invalidity or unenforceability of any such term or provision shall not affect or impair any other term or provision contained in these Articles.

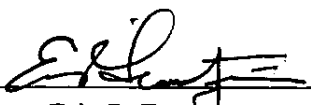
C. Number and Gender. Whenever used herein, the singular number shall include the plural, the plural number shall include the singular, and the use of any one gender shall be applicable to all genders.

D. Conflicting Provisions. In the event there is any conflict between these Articles and the Bylaws, the terms and provisions of the Articles shall control, and in the event there is any conflict between the Declaration and these Articles, the terms and provisions of the Declaration shall control.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12th day of June, 2014.


Incorporator

TB HOMES, LLC, a Florida limited company,

By: 
Eric P. Frantzen,
As a Manager

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on the 12th day of June, 2014, by Eric P. Frantzen, as a Manager of **TB HOMES, LLC**, a Florida limited liability company, X who is personally known to me or ____ who has provided a driver's license as identification (check one).


(Signature)

Chris Michaud
(Type or Print Name)

My Commission Expires: 1-10-18

My Commission Number is: FF077696



CHRISTOPHER E. MICHAUD
MY COMMISSION # FF 077696
EXPIRES: January 10, 2018
Bonded Thru Budget Notary Services

CERTIFICATE OF DESIGNATION OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT AND REGISTERED OFFICE

14 JUN 30 PM 1:02

Pursuant to the provisions of Florida Statutes, Key West Landings Dock Association, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

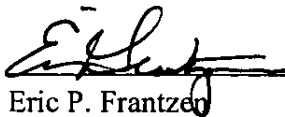
The name and address of the registered agent and office is:

Eric P. Frantzen

302 Knights Run Avenue, Suite 930
Tampa, FL 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 12th day of June, 2014.


Eric P. Frantzen