

116497

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

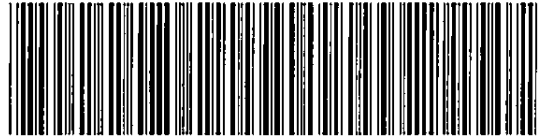
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800430585958

06/05/21--01018--005 **43.75

2024 JUL -5 PM 9:46

FILED

[Handwritten signature]

Condominium, Homeowner
and Cooperative Associations

Kevin T. Wells, Esq.*
Paul E. Olah, Jr., Esq.**
Michael W. Cochran, Esq.



CONDOMINIUM AND
PLANNED DEVELOPMENT *



CONSTRUCTION LAW **



Law Offices of Wells | Olah | Cochran

Attorneys at Law

Civil Litigation
Construction Litigation

Thomas A. Marino II, Esq.

May 29, 2024

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

Re: Articles of Incorporation
Harbour Court Association, Inc.

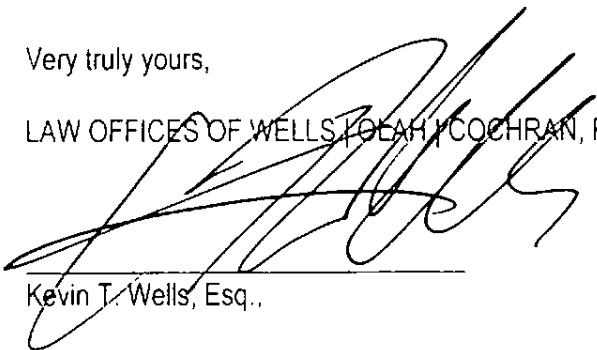
Dear Sir or Madam:

Please file the enclosed Articles of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is the Association's check in the amount of \$43.75 for the filing fee. Please return a **certified copy** to the undersigned at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF WELLS | OLAH | COCHRAN, P.A.


Kevin T. Wells, Esq.,

KTW/dmh
Enclosures

2024 JUN -5 AM 9:46

FILED

Prepared by and Return to:
Kevin T. Wells, Esq.
Law Offices of Wells | Olah | Cochran, P.A.
3277 Fruitville Rd., Bldg. B
Sarasota, FL 34237
(941) 366-9191 Telephone

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARBOUR COURT ASSOCIATION, INC.
(Division of Corporation's Document Number: N16497)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

- A. If amending name, enter the new name of the corporation: N/A.
- B. Enter new principal office address, if applicable: N/A.
- C. Enter new mailing address, if applicable: N/A.
- D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address: N/A.
- E. If amending or adding additional Articles, enter change(s) here: See Attached.

The date of each amendment(s) adoption: adopted by affirmative vote the attached amendment(s) on:
November 12, 2020 at a Membership Meeting.

Effective Date if applicable: immediately upon filing with the Division of Corporations.

Adoption of Amendments: (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

DATED this 23rd day of May, 2024.

HARBOUR COURT ASSOCIATION, INC.,
a Florida Not for Profit Corporation

By: [Signature]
Nicholas Giordano, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 23 day of May, 2024, by Nicholas Giordano as the President of **HARBOUR COURT ASSOCIATION, INC.**, a Florida Not for Profit Corporation, on behalf of the corporation, who is personally known to me or has produced Dan's License as identification.

NOTARY PUBLIC

Sign: [Signature]
Print: Darlene Marie Martin
State of Florida at Large (Seal)
My Commission expires:



05/10/2027

2024 JUN -5 PM 9:46

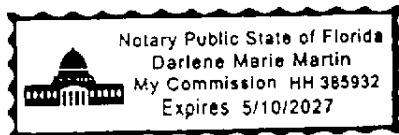
FILED

Attested by: Paul Krubiner
Paul Krubiner, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

(Corporate Seal)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 23 day of May, 2024, by Paul Krubiner, as Secretary of **HARBOUR COURT ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Driver's License as identification.



NOTARY PUBLIC

Sign: Darlene Marie Martin
Print: Darlene Marie Martin
State of Florida at Large (Seal)
My Commission expires:

2024 JUN -5 AM 9:46

FILED

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
HARBOUR COURT ASSOCIATION, INC.
(A Corporation Not For Profit)**

[Substantial rewording of the Articles of Incorporation. See existing Articles of Incorporation for present text.]

WHEREAS, the original Declaration of Restrictions for **HARBOUR COURT** ("Declaration") was recorded at Official Records Book 1996, Page 1735 *et seq.* of the Public Records of Sarasota County, Florida; and

WHEREAS, a **NOTICE OF PRESERVATION OF RESTRICTIONS** for the Declaration was recorded at Official Records Instrument Number 2017011060 of the Public Records of Sarasota County, Florida; and

WHEREAS, the original Articles of Incorporation of **HARBOUR COURT ASSOCIATION, INC.** ("Association"), a corporation not for profit under Chapter 617, Florida Statutes and a homeowners association under Chapter 720, Florida Statutes were filed with the Florida Department of State on August 22, 1986; and

WHEREAS, the Board of Directors ("Board") of the Association proposed and approved these Amended and Restated Articles of Incorporation at a duly-noticed and convened Board meeting held on September 10, 2020; and

WHEREAS, the affirmative vote of the holders of more than one-half (1/2) of the total votes of the Association membership represented at a duly noticed and convened membership meeting at which a quorum was present held on November 12, 2020 approved these Amended and Restated Articles of Incorporation pursuant to Article X of the Articles of Incorporation; and

WHEREAS, the number of membership votes cast in favor of these amendments were sufficient for approval under the governing documents and Florida law.

NOW, THEREFORE, the Association does hereby adopt the following Amended and Restated Articles of Incorporation, which supersede and replace the previous Articles of Incorporation and all amendments thereto:

ARTICLE 1. NAME AND CORPORATION INFORMATION

1.1 Corporate Name. The name of this not for profit corporation is **HARBOUR COURT ASSOCIATION, INC.** ("Association").

1.2 Additional Corporate Information. The Association was incorporated on August 22, 1986 with the State of Florida, Secretary of State and was assigned Corporate Document Number N16497. The original Declaration of Restrictions for **HARBOUR COURT** ("Declaration") was recorded at Official Records Book 1996, Page 1735 *et seq.* of the Public Records of Sarasota County, Florida. The Subdivision Plat of **HARBOUR COURT** was recorded at Plat Book 31, Pages 41 and 41A of the Public Records of Sarasota County, Florida.

ARTICLE 2. PRINCIPAL OFFICE. The principal address of the Association is 9031 Town Center Parkway, Bradenton, Florida 34202. The Association's Board of Directors may change the Association's principal office from time to time in the manner provided by law.

ARTICLE 3. PURPOSES AND POWERS

3.1 Purposes. The purpose of the Association is to serve as a Not for Profit Corporation organized on a non-stock basis as a homeowners' association which will, subject to the Declaration, have the powers described herein. The Association will not permit pecuniary gain or profit and will make no distribution of its income to its Members, officers or directors.

3.2 Common Law and Statutory Powers. The Association shall exercise all common law rights, powers and privileges and those that a corporation not for profit under Chapter 617, Florida Statutes and a homeowners association under Chapter 720, Florida Statutes, as may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied or inferred from the exercise of any right, power, or privilege so granted, or granted by the Governing Documents, or as reasonably necessary to effectuate the exercise of any right, power or privilege so granted, subject always to the Declaration, as amended from time to time.

3.3 Specific Powers. The Association's Board of Directors ("Board") shall have all of the powers reasonably necessary or appropriate for the operation and regulation of a residential neighborhood, including, but not limited to the power to:

A. **Assessments.** Fix, levy, amend, establish, and collect a budget and to fix annual and Special Assessments to be levied against all Lots which are subject to Assessment pursuant to the aforesaid Declaration 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 reserves for anticipated major capital repairs, maintenance, improvements, and replacements.

B. **Real or Personal Property.** Acquire (by gift, purchase, or otherwise), own, hold, accept, improve, build upon, operate, maintain, repair, convey, sell, lease, mortgage, encumber, rent, transfer, or otherwise dispose of real or personal property in connection with the purposes or affairs of the Association.

C. **Borrow Money.** Borrow money, and mortgage, pledge, deed in trust, assign, grant security interests in, or otherwise pledge or hypothecate any or all of its real or personal property, collection and claim of lien rights, Assessments and accounts as security for money borrowed, debts incurred or any of its other financial obligations.

D. **Contracts.** 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.

E. **Collection.** Place liens against any Lot subject to Assessment for delinquent and unpaid Assessments, late fees, interest, costs, attorney's fees and/or other charges and to bring suit for the foreclosure of such liens, seek money judgements, or to otherwise enforce the collection of such amounts for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

F. **Hold & Invest Funds.** Hold and invest funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in the Governing Documents and under Chapter 720, Florida Statutes.

G. **Rules and Regulations.** Promulgate, adopt, amend, alter, revoke, and enforce Rules and Regulations, covenants, restrictions, and agreements that govern the Common Areas and Lots.

H. **Delegate Powers.** Delegate such of the powers of the Association to independent contractors, committees, management companies, managers, officers, assistant officers, and to other agents and representatives as may be deemed to be in the Association's best interest by the Board of Directors.

I. **Charge for Services.** 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.

J. **Pay Costs.** Pay all costs, expenses, obligations, and to pay taxes and other charges or Assessments, if any, levied against property owned, leased, or used by the Association.

K. **Enforce.** The authority, but not the legal obligation or duty, to enforce by any and all lawful means the obligations of Members and the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association, the Rules and Regulations, and any and all architectural standards or guidelines.

L. **Sue and Be Sued.** The authority, but not the obligation, to sue or be sued.

M. **Insurance.** Purchase and maintain such insurance policies as required by Florida law or the Association's Governing Documents or as may be deemed appropriate and desirable by the Board of Directors.

N. **Committees.** Create and disband committees as further provided in the Governing Documents.

O. **Employ Personnel.** Employ personnel; retain attorneys, engineers, architects, accountants, managers, and other independent contractors and professionals.

P. **Bay Isles Association, Inc.** To represent all of the Members of the Association at meetings of **BAY ISLES ASSOCIATION, INC.**, a Florida corporation not for profit organized to manage and administer the use of certain areas set aside for the common use and benefit of all owners in the "**Bay Isles**" planned unit development.

Q. **Neighborhood Association Duties.** To carry out all of the duties and obligations assigned to it as a neighborhood property owners association under the terms of the Declaration and the "**Declaration of Maintenance Covenants and Restrictions on the Commons for Bay Isles.**"

3.4 Emergency Powers. To the extent allowed by law, unless specifically prohibited by the Governing Documents, and consistent with Sections 617.0830 and 720.316, Florida Statutes, the Board of Directors, in response to damage caused by an event for which a state of emergency is declared pursuant to Section 252.36, Florida Statutes, in the area encompassed by the **HARBOUR COURT, A SUBDIVISION**, may exercise the following powers:

A. **Relocate Principal Office.** The Board of Directors may relocate the principal office or designate alternative principal offices or authorize any officer to do so.

B. **Assistant Officers.** The Board of Directors may name any person or persons to serve as interim assistant officers, which assistant officers shall have the same authority as the officers to whom they are assistants during the period of emergency, to accommodate the incapacity or absence from the area of any officer. If the executive officer is incapacitated or unavailable, the assistant officer has the same authority during the state of emergency as the executive officer he or she assists.

C. **Emergency Meetings.** The Board of Directors may conduct Board, committee or membership meetings after notice of the meetings and Board decisions are provided in as practicable a manner as possible, including via publication, radio, United States mail, the Internet, public service announcements, conspicuous posting on the Association property, or any other means the Board deems appropriate under the circumstances. The Directors in attendance at such a Board meeting (if more than one (1) Director) shall constitute a quorum.

D. **Cancel and Reschedule Meetings.** The Board may cancel and reschedule any Association meeting.

E. **Agreements.** The Board may enter into agreements with counties and municipalities to assist counties and municipalities with debris removal.

F. **Disaster Plan.** The Board may implement a disaster plan before or immediately following the event for which a state of emergency is declared.

G. **Association Property Unavailable for Entry.** Based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine any portion of the Association property unavailable for entry or occupancy by Owners or their family members, tenants, guests, agents, or invitees to protect their health, safety, or welfare.

H. **Mitigate Damage.** The Board may mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the association property.

I. **Levy Special Assessments.** Notwithstanding a provision to the contrary, and regardless of whether such authority does not specifically appear in the Declaration or other Governing Documents, the Board may levy Special Assessments without a vote of the Lot Owners.

J. **Pledge Association Assets and Borrow Money.** Without Owners' approval and notwithstanding any other provision of the Governing Documents, the Board may borrow money and pledge Association assets as collateral to fund emergency repairs and carry out the duties of the Association if operating funds are insufficient. This paragraph does not limit the general authority of the Association to borrow money, subject to such restrictions contained in the Declaration or other recorded Governing Documents.

K. **Limitation on Authority.** The authority granted under this Article is limited to that time reasonably necessary to protect the health, safety, and welfare of the Association and the Lot Owners and their family members, tenants, guests, agents, or invitees, and to mitigate further damage and make emergency repairs.

L. **Good Faith.** Corporate action taken in good faith to meet the emergency needs of the Association, its Owners or residents shall be binding on the Association and shall have the rebuttable presumption of being reasonable and necessary.

ARTICLE 4. MEMBERSHIP AND VOTING RIGHTS.

4.1 **Membership in Association.** The Members in this Association shall consist of all Owners of Lots in HARBOUR COURT. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed

as terminating the membership of any Member who may own two or more Lots so long as such Member owns at least one Lot.

4.2 Funds and Assets. The interest 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 Lot which is the basis of membership in the Association.

4.3 Membership Roster. The Secretary of the Association or designee shall maintain a current list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to inform the Association Secretary or designee in writing, giving the Member's name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. 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 Association maintained by the Secretary and shall be entitled to rely upon the Association's official records until notified in writing of any change in ownership of the Lot.

ARTICLE 5. VOTING. Except as otherwise provided in the Governing Documents, each Lot in the Subdivision shall be entitled to one vote in all Association matters submitted to the membership, and the Owner of the Lot shall be entitled to cast the vote in the manner provided in the Bylaws.

ARTICLE 6. BOARD OF DIRECTORS

6.1 Board of Directors. The affairs and operation of the Association shall be managed by a Board of Directors. The number of Directors comprising the Board of Directors shall be as provided from time to time in the Bylaws of the Association, but shall be composed of three (3), five (5) or seven (7) Directors. The Directors shall satisfy all qualifications and other requirements contained in the Bylaws and in Chapter 720, Florida Statutes.

6.2 Election of Directors. Directors shall be elected by the Members in the manner provided in the Bylaws and Chapter 720, Florida Statutes. Elections shall be by plurality vote of the Members.

6.3 Terms of Office. All Directors shall serve for terms in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the Members in the manner provided in the Bylaws and Chapter 720, Florida Statutes.

ARTICLE 7. OFFICERS. The executive officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board shall deem appropriate from time to time. 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 Bylaws.

ARTICLE 8. CORPORATE EXISTENCE. The term of the Association shall be perpetual, unless sooner dissolved in the manner provided below.

ARTICLE 9. BYLAWS. The Bylaws may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION. These Articles of Incorporation may be proposed and adopted in the following manner:

10.1 Proposal. An amendment to these Articles of Incorporation may be proposed by a majority of the Board of Directors or by written petition signed by no less than twenty (20%) of the Association's total eligible Voting Interests. If by written petition, the proposed amendments must be submitted to a vote of the Association not later than the next annual membership meeting.

10.2 Vote Required. The Articles of Incorporation may be amended by the approval of not less than sixty-six percent (66%) of the total eligible Voting Interests of the Association.

10.3 Automatic Amendment. As an exception to the foregoing, these Articles of Incorporation may be amended by the Board of Directors, if necessary, to make the same consistent with the provisions of the Declaration. Whenever Chapters 607, 617 or 720, Florida Statutes, or other applicable Florida or Federal laws or administrative regulations are subsequently amended so that these Articles of Incorporation are inconsistent with the applicable law or administrative rules, the Board of Directors, without a vote of the Members, may, but shall not be under a duty or obligation to, adopt by majority vote of the Board, amendments to these Articles of Incorporation to make them consistent.

10.4 Limitation on Amendments. Pursuant to Section 720.306(1)(c), Florida Statutes, an amendment may not materially and adversely alter the proportionate voting interest appurtenant to a Lot or increase the proportion or percentage by which a Lot shares in the common expense of the Association unless the record Lot Owner and all record owners of liens on the Lots join in the execution of the amendment. A change in the quorum requirements is not an alteration of voting interests. The merger or consolidation of one or more associations under a plan of merger or consolidation pursuant to Chapter 617, Florida Statutes is not a material or adverse alteration of the proportionate voting interest appurtenant to a Lot.

10.5 Certification and Recording. A copy of each amendment to these Articles of Incorporation shall be filed with the Florida Department of State, Division of Corporations, and shall be recorded in the Official Records of Sarasota County, Florida, along with a certificate of amendment executed by the appropriate officers of the Association attesting that the amendment has been lawfully adopted. An amendment becomes legally effective when filed and recorded as provided herein.

ARTICLE 11. REGISTERED OFFICE AND REGISTERED AGENT. The registered office of the Association shall be at 9031 Town Center Parkway, Bradenton, FL 34202. The registered agent at such address is currently Douglas Wilson. The Association's Board of Directors may, from time to time, change its registered office and agent in the manner provided by law.

ARTICLE 12. INDEMNIFICATION

12.1 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, officer or committee member of the Association, against expenses (including trial and appellate attorney's 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 determines, 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 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 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, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the Members, 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.

12.2 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 12.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including trial and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

12.3 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 any 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 or she is entitled to be indemnified by the Association as authorized herein or as otherwise permitted by law.

12.4 Miscellaneous. The indemnification provided herein 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, or committee member and shall inure to the benefit of the heirs and personal representatives of such person. Anything to the contrary notwithstanding, the provisions of this Article 12 may not be amended without the written approval of all persons whose interests would be adversely affected by such amendment.

12.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against him or her and incurred by him or her 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 provisions of this Article 12.

ARTICLE 13. DISSOLUTION OF THE ASSOCIATION.

13.1 Expiration of Declaration. Upon the expiration of the terms of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds (2/3) of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.

13.2 Assets after Dissolution. 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:

A. 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.

B. Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Lots in the Subdivision in equal shares, and the share of each shall be distributed to the then owners thereof.

ARTICLE 14. MISCELLANEOUS.

14.1 Interpretation. Unless defined herein, terms used herein shall have the same meaning as provided in the Declaration. The Board of Directors is responsible for interpreting the provisions of the Declaration, the Bylaws, the Articles of Incorporation, and the Rules and Regulations. The Board of Directors' interpretation shall be binding upon all parties unless wholly unreasonable and arbitrary. A written opinion rendered by legal counsel that an interpretation adopted by the Board of Directors is not wholly unreasonable and arbitrary shall conclusively establish the validity of such interpretation.

14.2 Definitions. If a term is not defined herein or in the Declaration or is deemed ambiguous, the Board of Directors shall be responsible for defining the term in its reasonable discretion. The Board of Directors may refer to the Florida Building Code (latest edition), the common or historical use of the term in the community or refer to a common dictionary when defining a term. The Board of Directors' definition shall be binding on all parties unless wholly unreasonable and arbitrary. A written opinion rendered by legal counsel that a definition adopted by the Board of Directors is not wholly unreasonable and arbitrary shall conclusively establish the validity of such definition.

14.3 Conflicts. The term "Governing Documents," as used in these Articles of Incorporation and elsewhere shall include the Declaration, Articles of Incorporation, Bylaws, the Rules and Regulations of the Association, the Plats, Surveys, Plot Plans, and graphic descriptions of improvements of record, and all other exhibits to the original Declaration. In the event of a conflict between the language in the Declaration and the graphic descriptions of record, the graphic description of record shall control. In the event of a conflict in any of the Governing Documents, the documents shall control in the following order:

- A. Declaration;
- B. Articles of Incorporation;
- C. Bylaws; and
- D. Rules and Regulations.

14.4 Gender. The use of the term "he," "she," "his," "hers," "their," "theirs" and all other similar pronouns should be construed to include all genders and encompass the plural as well as the singular.

14.5 Severability. In the event that any provisions of these Articles of Incorporation are deemed invalid, the remaining provisions shall be deemed in full force and effect.

14.6 Headings. The headings of paragraphs or sections herein are for convenience purposes only, and shall not be used to alter or interpret the provisions therein.

ARTICLE 15. SUBSCRIBERS. The name and address of original subscribers of the Articles of Incorporation are as follows:

William L. Bowyer, 2200 Harbourside Drive, Longboat Key, Florida
Mary Lee Johnson, 2200 Harbourside Drive, Longboat Key, Florida
Joan James, 2200 Harbourside Drive, Longboat Key, Florida

FILED
2024 JUN -5 AM 9:17