

N1800000 6156

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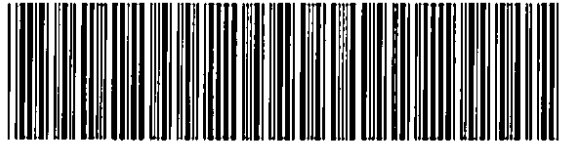
(Business Entity Name)

(Document Number)

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R. WHITE
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2018 AUG 20 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 355425 7379255

AUTHORIZATION : 

COST LIMIT : \$ 35.00

ORDER DATE : August 20, 2018

ORDER TIME : 11:23 AM

ORDER NO. : 355425-005

CUSTOMER NO: 7379255

DOMESTIC AMENDMENT FILING

NAME: QUAY SARASOTA MASTER
ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

EXAMINER'S INITIALS: _____

FILED
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
QUAY SARASOTA MASTER ASSOCIATION

AUG 20 AM 7:21

SECRETARY OF STATE
TALLAHASSEE, FL

The Articles of Incorporation ("**Original Articles of Incorporation**") for Quay Sarasota Master Association, Inc., a Florida not for profit corporation (the "**Association**"), were filed on June 4, 2018 and assigned document number N18000006156. In compliance with Sections 617.1006 and 617.1007, Florida Statutes, there are no members entitled to vote on these Amended and Restated Articles of Incorporation ("**Articles**") and the Board of Directors of the Association adopted these Amended and Restated Articles of Incorporation on August 20, 2018. These Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety the Original Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is "Quay Sarasota Master Association, Inc.," a Florida not for profit corporation, which shall be referred to as the "**Master Association**" in these Articles.

ARTICLE II
PRINCIPAL OFFICE

The Master Association's principal office and mailing address is 7807 Baymeadows Road East, Suite 205, Jacksonville, Florida 32256.

ARTICLE III
INTERPRETATION

All capitalized terms used herein that are not defined shall have the meaning set forth in the Declaration of Master Association Covenants, Easements and Restrictions for Quay Sarasota, to be recorded by Quay Venture, LLC, a Delaware limited liability company ("**Master Developer**"), in the public records of Sarasota County, Florida, as such declaration may be amended from time to time ("**Master Declaration**"). In the case of any conflict between the Master Declaration, these Articles and the Bylaws of the Master Association ("**Bylaws**"), the Master Declaration governs over the Articles and Bylaws, and the Articles govern over the Bylaws, unless otherwise provided by law.

ARTICLE IV
PURPOSE AND POWERS OF THE MASTER ASSOCIATION

The Master Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Master Association is formed are to: (a) promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Sarasota County, Florida, which is described in and made subject to the provisions of the Master Declaration, and any additions to such lands as hereafter may be brought within the Master Association's jurisdiction in the manner provided in the Master Declaration (collectively, the "**Property**"); and (b) perform all obligations and duties and to exercise all rights and powers of the Master Association as specified in the Master Declaration, Bylaws, and these Articles, and as provided by law.

In furtherance of its purposes, the Master Association is empowered to, without limitation:

- (a) exercise all powers authorized by Chapter 617, *Florida Statutes*;
- (b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Master Association from time to time set forth in these Articles, the Master Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Master Declaration, and the Bylaws pertaining to the Master Association in its own name, including, without limitation, enforcement of the provisions relating to the operation and maintenance of the Surface Water Management System;
- (c) in any lawful manner, acquire, own, hold, improve, operate, maintain, repair, replace, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Master Association's affairs;
- (d) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Master Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water Management System, if managed by the Master Association, and assessments for services or materials for the benefit of Owners or the Property for which the Master Association has contracted with third-party providers;
- (e) pay all costs, expenses, and obligations lawfully incurred in connection with the Master Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Master Association's property;
- (f) maintain, control, manage, repair, replace, improve, and operate all the Common Areas and Common Property, including but not limited to the Surface Water Management System and all associated facilities. Operate, maintain and manage the Surface Water Management System in a manner consistent with any applicable permits issued by the Southwest Florida Water Management District ("SWFWMD"), applicable SWFWMD rules, and other SWFWMD permits if any, and assist in the enforcement of the provisions of the Master Declaration that relate to the maintenance of the Surface Water Management System;
- (g) borrow money for any lawful purpose and mortgage or otherwise encumber, exchange, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;
- (h) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Master Declaration or the Bylaws;
- (i) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Master Declaration;

(j) contract with others for performance of the Master Association's management and maintenance responsibilities under the Master Declaration, for the provision of services by the Master Association to others to the extent beneficial for the Owners or the Property, and for the furnishing of services or materials for the benefit of the Owners or the Property consistent with the provisions of the Master Declaration, including, without limitation, contracting for utility, telecommunications, internet, and security services;

(k) sue and be sued and appear and defend in all actions and proceedings;

(l) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Master Association's affairs, subject to such limitations as may be set forth in these Articles, the Master Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Master Declaration; and

(m) have and exercise all rights, powers, and privileges that a corporation not for profit 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 from the existence of any right, power, or privilege so granted, or granted by the Master Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Master Declaration or the Bylaws. The Master Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Master Declaration or the Bylaws.

ARTICLE V MEMBERSHIP; VOTING REQUIREMENTS

The Master Association shall be a membership corporation without certificates or shares of stock. Each Local Association and Project Owner that is subject to the Master Declaration is a "**Member**" of the Master Association, including contract sellers, but excluding all persons who hold any interest in any Project merely as security for the performance of an obligation. There shall be two (2) classes of membership as provided in the Master Declaration, which shall have such voting rights as set forth in the Master Declaration.

ARTICLE VI BOARD OF DIRECTORS

The number, manner of election, authority and indemnification of the Board of Directors, meetings and quorum requirements shall be as provided for in the Bylaws of the Master Association, as amended from time to time in accordance therewith.

ARTICLE VII
EXISTENCE AND DURATION

Existence of the Master Association shall commence with the filing of these Articles with the Secretary of State of the State of Florida. The Master Association exists perpetually. In the event of termination, dissolution or liquidation of the Master Association: (a) the assets of the Master Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Master Association, which shall assume the Master Association's responsibilities; and (b) the control or right of access to the land containing any portion of the Surface Water Management System owned by the Master Association shall be conveyed or dedicated to an appropriate governmental unit or public utility or, if not accepted by a governmental unit or public utility, conveyed to a not for profit corporation similar in nature to the Master Association, which shall assume the Master Association's responsibilities with respect to the Surface Water Management System.

ARTICLE VIII
AMENDMENTS

For so long as Master Developer has the right to appoint or elect the Board of Directors, these Articles may be amended by Master Developer without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of at least two-thirds (2/3) of the total voting interests of the Master Association.

ARTICLE IX
INCORPORATOR

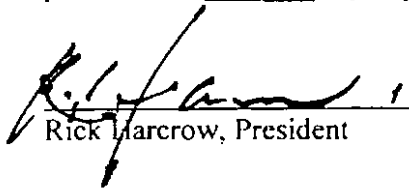
The name and address of the incorporator of this corporation is:

Rick Harcrow
7807 Baymeadows Road East
Suite 205
Jacksonville, FL 32256

ARTICLE X
REGISTERED AGENT AND OFFICE

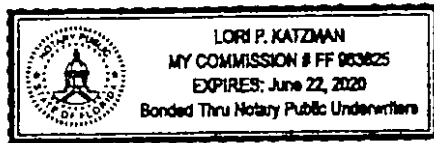
The registered office of the Master Association is 7807 Baymeadows Road East, Suite 205, Jacksonville, Florida 32256, and the registered agent of the Master Association at such address is Quay Venture, LLC, a Delaware limited liability company.

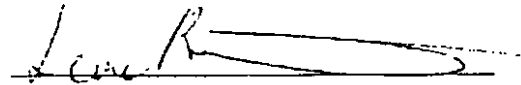
IN WITNESS WHEREOF, the undersigned, as President of the Master Association, has executed these Amended and Restated Articles of Incorporation this 18th day of June, 2018.


Rick Harcrow, President

STATE OF FLORIDA
COUNTY OF ~~DUVAL~~ PINE

The foregoing instrument was acknowledged before me this 18th day of June, 2018, by Rick Harcrow, as President of Quay Sarasota Master Association, Inc. He ☒ is personally known to me or ☐ has produced _____ as identification.




Notary Public
Print Name: _____
My Commission Expires: _____

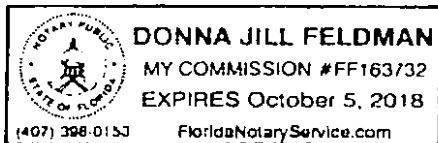
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Quay Sarasota Master Association, Inc.
2. The name and address of the initial registered agent and office is:

Quay Venture, LLC
7807 Baymeadows Road East, Suite 205
Jacksonville, Florida 32256

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



QUAY VENTURE, LLC,
a Delaware limited liability company

By: 
Rick Harcrow, Vice President

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF
QUAY SARASOTA MASTER ASSOCIATION, INC., INC.**

The undersigned, being all of the directors of QUAY SARASOTA MASTER ASSOCIATION, INC. ("Association"), hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors of the Association (the "Board") in lieu of a meeting of directors and hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board:

WHEREAS, pursuant to Chapter 617, Florida Statutes, the Board has the power to exercise all powers necessary or convenient to effect any or all of the purposes for which the Association was organized; and

WHEREAS, there are no members of the Association entitled to vote on a proposed amendment to the Articles of Incorporation of the Association; and

WHEREAS, the Board believes it is in the best interest of the Association to adopt that certain Amended and Restated Articles of Incorporation of the Association attached hereto as **Exhibit A** ("Amended and Restated Articles").


NOW THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts the Amended and Restated Articles.

BE IT FURTHER RESOLVED, that the President of the Association, on behalf of the Association is hereby authorized, directed and empowered to execute any and all documents necessary in connection with the formation, qualification, execution and delivery of the Amended and Restated Articles, including, without limitation, filing the Amended and Restated Articles with the Florida Secretary of State, and to make all such arrangements and to do and perform any and all acts as may be appropriate or necessary in order to implement fully the foregoing resolutions.

All capitalized terms not defined herein shall have the meanings ascribed to them in the Amended and Restated Articles. This Unanimous Written Consent in Lieu of a Meeting may be executed in any number of counterparts, each of which when executed and delivered shall be an original, but all such counterparts shall constitute one and the same instrument. A facsimile copy or a signed copy of this Unanimous Written Consent in Lieu of a Meeting transmitted in Portable Document Format ("PDF") shall have the same force and effect as an original and shall bind a party to the terms and conditions hereof.

[Remainder of page left blank intentionally: signatures on following page.]

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors, have executed this Unanimous Written Consent in Lieu of a Meeting as of August 20, 2018.


Rick Harcrow, Director

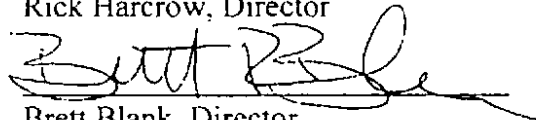
Brett Blank, Director

[SEAL]

John Harper, Director

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors, have executed this Unanimous Written Consent in Lieu of a Meeting as of August 20, 2018.

Rick Harcrow, Director



Brett Blank, Director

[SEAL]


John Harper, Director

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors, have executed this Unanimous Written Consent in Lieu of a Meeting as of August 20, 2018.

Rick Harcrow, Director

Brett Blank, Director

[SEAL]



John Harper, Director

EXHIBIT "A"

[Amended and Restated Articles of Incorporation Attached]

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
QUAY SARASOTA MASTER ASSOCIATION, INC.**

The Articles of Incorporation ("**Original Articles of Incorporation**") for Quay Sarasota Master Association, Inc., a Florida not for profit corporation (the "**Association**"), were filed on June 4, 2018 and assigned document number N18000006156. In compliance with Sections 617.1006 and 617.1007, Florida Statutes, there are no members entitled to vote on these Amended and Restated Articles of Incorporation ("**Articles**") and the Board of Directors of the Association adopted these Amended and Restated Articles of Incorporation on August 20, 2018. These Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety the Original Articles of Incorporation.

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INTERPRETATION

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ARTICLE IV
PURPOSE AND POWERS OF THE MASTER ASSOCIATION

The Master Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Master Association is formed are to: (a) promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Sarasota County, Florida, which is described in and made subject to the provisions of the Master Declaration, and any additions to such lands as hereafter may be brought within the Master Association's jurisdiction in the manner provided in the Master Declaration (collectively, the "**Property**"); and (b) perform all obligations and duties and to exercise all rights and powers of the Master Association as specified in the Master Declaration, Bylaws, and these Articles, and as provided by law.

In furtherance of its purposes, the Master Association is empowered to, without limitation:

- (a) exercise all powers authorized by Chapter 617, *Florida Statutes*;
- (b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Master Association from time to time set forth in these Articles, the Master Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Master Declaration, and the Bylaws pertaining to the Master Association in its own name, including, without limitation, enforcement of the provisions relating to the operation and maintenance of the Surface Water Management System;
- (c) in any lawful manner, acquire, own, hold, improve, operate, maintain, repair, replace, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Master Association's affairs;
- (d) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Master Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water Management System, if managed by the Master Association, and assessments for services or materials for the benefit of Owners or the Property for which the Master Association has contracted with third-party providers;
- (e) pay all costs, expenses, and obligations lawfully incurred in connection with the Master Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Master Association's property;
- (f) maintain, control, manage, repair, replace, improve, and operate all the Common Areas and Common Property, including but not limited to the Surface Water Management System and all associated facilities. Operate, maintain and manage the Surface Water Management System in a manner consistent with any applicable permits issued by the Southwest Florida Water Management District ("SWFWMD"), applicable SWFWMD rules, and other SWFWMD permits if any, and assist in the enforcement of the provisions of the Master Declaration that relate to the maintenance of the Surface Water Management System;
- (g) borrow money for any lawful purpose and mortgage or otherwise encumber, exchange, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;
- (h) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Master Declaration or the Bylaws;
- (i) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Master Declaration;

(j) contract with others for performance of the Master Association's management and maintenance responsibilities under the Master Declaration, for the provision of services by the Master Association to others to the extent beneficial for the Owners or the Property, and for the furnishing of services or materials for the benefit of the Owners or the Property consistent with the provisions of the Master Declaration, including, without limitation, contracting for utility, telecommunications, internet, and security services;

(k) sue and be sued and appear and defend in all actions and proceedings;

(l) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Master Association's affairs, subject to such limitations as may be set forth in these Articles, the Master Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Master Declaration; and

(m) have and exercise all rights, powers, and privileges that a corporation not for profit 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 from the existence of any right, power, or privilege so granted, or granted by the Master Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

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ARTICLE VI BOARD OF DIRECTORS

The number, manner of election, authority and indemnification of the Board of Directors, meetings and quorum requirements shall be as provided for in the Bylaws of the Master Association, as amended from time to time in accordance therewith.

ARTICLE VII
EXISTENCE AND DURATION

Existence of the Master Association shall commence with the filing of these Articles with the Secretary of State of the State of Florida. The Master Association exists perpetually. In the event of termination, dissolution or liquidation of the Master Association: (a) the assets of the Master Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Master Association, which shall assume the Master Association's responsibilities; and (b) the control or right of access to the land containing any portion of the Surface Water Management System owned by the Master Association shall be conveyed or dedicated to an appropriate governmental unit or public utility or, if not accepted by a governmental unit or public utility, conveyed to a not for profit corporation similar in nature to the Master Association, which shall assume the Master Association's responsibilities with respect to the Surface Water Management System.

ARTICLE VIII
AMENDMENTS

For so long as Master Developer has the right to appoint or elect the Board of Directors, these Articles may be amended by Master Developer without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of at least two-thirds (2/3) of the total voting interests of the Master Association.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of this corporation is:

Rick Harcrow
7807 Baymeadows Road East
Suite 205
Jacksonville, FL 32256

ARTICLE X
REGISTERED AGENT AND OFFICE

The registered office of the Master Association is 7807 Baymeadows Road East, Suite 205, Jacksonville, Florida 32256, and the registered agent of the Master Association at such address is Quay Venture, LLC, a Delaware limited liability company.

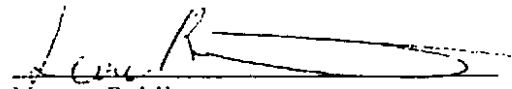
IN WITNESS WHEREOF, the undersigned, as President of the Master Association, has executed these Amended and Restated Articles of Incorporation this 18th day of June, 2018.


Rick Harcrow, President

STATE OF FLORIDA
COUNTY OF ~~DUVAL~~ Pine LA

The foregoing instrument was acknowledged before me this 18th day of June, 2018, by Rick Harcrow, as President of Quay Sarasota Master Association, Inc. He ☒ is personally known to me or ☐ has produced _____ as identification.




Notary Public
Print Name: _____
My Commission Expires: _____

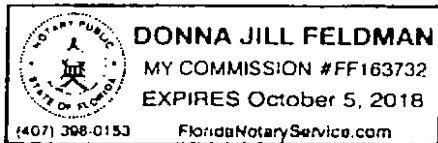
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

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Quay Venture, LLC
7807 Baymeadows Road East, Suite 205
Jacksonville, Florida 32256

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



QUAY VENTURE, LLC,
a Delaware limited liability company

By: 
Rick Harcrow, Vice President