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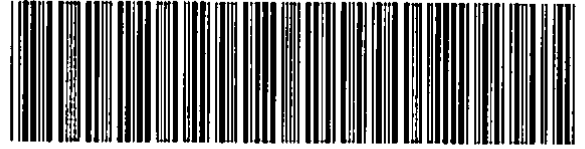
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2019 MAY 24 PM 2:01

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C. GOLDEN

MAY 30 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HIDEAWAY BAY BEACH CLUB CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N20649

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ernest W. Sturges, Jr., Esq.

(Name of Contact Person)

Goldman, Tiseo & Sturges, P.A.

(Firm/ Company)

701 JC Center Court, Suite 3

(Address)

Port Charlotte Florida 33954

(City/ State and Zip Code)

esturges@gtslawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ernest W. Sturges, Jr., Esq.

at

941

625-6666

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
2019 MAY 13 AM 11:50
TALLAHASSEE, FL

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HIDEAWAY BAY BEACH CLUB CONDOMINIUM ASSOCIATION, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Articles of Incorporation of Hideaway Bay Beach Club Condominium Association, Inc. The Articles of Incorporation of Hideaway Bay Beach Club Condominium Association, Inc. have been recorded in the Public Records of Charlotte County as follows:

<u>Instrument and Date</u>	<u>O.R. Book/Page(s)</u>
a. Articles of Incorporation of Hideaway Bay Beach Club Condominium Association, Inc. Filed: May 14, 1987	0972/0757 <i>et seq.</i>

The undersigned officers of the Board of Directors of Hideaway Bay Beach Club Condominium Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:


1. The Articles of Incorporation of Hideaway Bay Beach Club Condominium Association, Inc. is hereby amended in accordance with Exhibit "1" attached hereto and entitled First Amended and Restated Articles of Incorporation.

2. The amendment was adopted by the Members of the Association and the number of votes cast for the amendment was sufficient for approval at a duly noticed meeting held on December 1, 2018.

Executed this 1st day of MAY, 2019, at CHARLOTTA, Florida.

HIDEAWAY BAY BEACH CLUB CONDOMINIUM
ASSOCIATION, INC., a Florida not-for-profit corporation

By:
Name:
Its:


DONALD P. AGNON
PRESIDENT

FILED
2019 MAY 24 PM 2:01
CLERK OF COURT
CHARLOTTE COUNTY, FLORIDA



FILE

2019 MAY 24 PM

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**OF
HIDEAWAY BAY BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
(A Not For Profit Corporation)**

**ARTICLE 1
NAME**

The name of this corporation shall be HIDEAWAY BAY BEACH CLUB CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be herein referred to as the "Association".

**ARTICLE 2
PURPOSE**

The purpose of the Association shall be the "Association" as said term is defined in the Florida Condominium Act, Florida Statutes, Chapter 718, as same may be amended from time to time, (the "Condominium Act"), for Hideaway Bay Beach Club, a Condominium, which condominium was created by the recordation by Radnor/Gasparilla Corporation, a Delaware Corporation ("Developer") of the Declaration of Condominium for Hideaway Bay Beach Club, a condominium, as same may be amended from time to time (the "Declaration"), and as such the Association shall operate the Condominium and perform all of the functions assigned to the Association by the Condominium Act and the Declaration.

**ARTICLE 3
POWERS AND DUTIES**

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common-law and statutory powers of a corporation not for profit not inconsistent with the Condominium Act.
2. The Association shall have all of the powers and duties set forth in the Declaration and these Articles of Incorporation not inconsistent with the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:
 - a. To make and collect assessments against members as Unit Owners to defray costs, expenses and losses of the Condominium, provided however, the Association shall not charge any fee against a Unit Owner for the use of common elements or Association property unless such use is the subject of a lease between the Association and the Unit Owner.
 - b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the Condominium Property.

d. The purchase of insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners, as provided in the Condominium Act.

e. The construction of improvements after casualty and the improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the Condominium.

g. To approve or disapprove the transfer, mortgage and ownership and leasing for longer than thirty (30) days of Units as may be provided by the Declaration and the Bylaws.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Condominium.

i. To contract for the management of the Condominium wherein said manager is to assist the Board in the management of the Condominium where such assistance does not contravene the Declaration, the Condominium Act and the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes.

j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

k. To employ personnel to perform the services required for the proper operation of the Condominium.

3. The Association has the power to acquire title to property and otherwise hold property for the use and benefit of its members.

4. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration and the Bylaws.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

6. The Association shall have the duty to maintain official records as set forth in the Condominium Act.

ARTICLE 4 MEMBERS

1. The members of the Association shall consist of all of the record Owners of a present vested interest in an Unit in the Condominium; and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

2. After receiving approval of the Association as required by the Declaration, change of membership in the Association shall be established by recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing a record title to an Unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

3. The share 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 his Unit.

4. Owners of each Unit shall collectively be entitled to one (1) voting interest. If a Unit is owned by more than one person, then the person entitled to cast such vote shall be determined as follows:

A statement must be filed with the secretary of the Corporation, in writing, signed under oath by members with a present interest in an Unit and shall state:

a. The respective percentage interest of every person (as recorded in the Public Records of Charlotte County, Florida) owning a vested present interest in the fee title of the Unit in which the affiant owns an interest.

b. Which one of the Owners of an Unit in which the affiant owns a voting interest is to represent all of the Owners of that Unit at membership meetings and cast the vote to which they are entitled. The person so designated by the person owning the majority present interest in an Unit shall be known as the Voting Member and shall be the only member owning a voting interest in that Unit eligible to cast the vote for said Unit at membership meetings. The person designated as the Voting Member may continue to cast the binding vote for all members owning a voting interest in the Unit in which he owns an interest until such time as another person is properly designated as the Voting Member by those members owning the majority present interest by a similar written statement filed with the secretary.

ARTICLE 5 DIRECTORS

The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors, only Members may serve as Directors, non-members may serve as Directors by amending Bylaws to allow a non-member to serve as a Director. Directors shall be elected annually by the members at a meeting to be held the second Tuesday in March of each year as provided in the Bylaws.

ARTICLE 6 OFFICERS

The affairs of the Association shall be administered by the Officers designated by the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE 7 INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him, to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 8 BYLAWS

The Bylaws of the Association have been adopted by the initial Board of Directors and may be altered, amended or rescinded by affirmative vote of not less than 60% of Board of Directors and by affirmative vote of not less than 60% of the voting interests, or as otherwise provided by the Bylaws.

ARTICLE 9 AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each member at least fourteen (14) days prior to the meeting.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors shall be permitted to vote only if present at the meeting at which an amendment is considered, and members may vote at meetings either in person or by proxy.

a. Such approvals must be by not less than two thirds of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association; or

b. By not less than two thirds of the votes of the entire membership of the Association.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting interests of members, or any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration. This provision shall not prevent amendments to the Declaration in the manner provided therein.

4. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE 10 TERM

The term of the Association shall be perpetual.

ARTICLE 11

REGISTERED AGENT

Registered Office Address and Name of Registered Agent. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.