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# CHAD M. McCLENATHEN, P.A.

Board Certified Real Estate Attorney

Board Certified Condominium & Planned Development Law Attorney

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June 10, 2019

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

**Re: Filing Amended and Restated Articles of Incorporation for Cedars East Condominium Association, Inc.**

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CEDARS EAST CONDOMINIUM ASSOCIATION, INC.**

**FILED**

2019 JUN 14 PM 3:22

**WHEREAS**, the Articles of Incorporation for Cedars East Condominium Association, Inc. were filed with the Florida Department of State on December 31, 1987, and

**WHEREAS**, Cedars East Condominium Association, Inc. was the surviving corporation in a corporate merger involving the four original corporations created to operate the Cedars East community in Longboat Key, Manatee County, Florida per Articles of Merger filed with the Florida Department of State on September 24, 1997, and

**WHEREAS**, the Articles of Incorporation were amended as part of the aforesaid corporate merger, and also on January 12, 1998 and February 5, 2015 by instruments filed with the Florida Department of State, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles except for the provisions of Article III(C), and

**WHEREAS**, not less than a majority of the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting, and

**WHEREAS**, the amendments, and these Amended and Restated Articles of Incorporation, were approved by not less than two-thirds of the voting interests of the members participating in person or by proxy at a duly noticed and convened membership meeting held on November 30, 2018, as adjourned and reconvened on January 30, 2019, which approval also satisfied the requirement for approval by no less than 59 voting interests, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Cedars East Condominium Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Cedars East Condominium Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be c/o Lighthouse Property Management, Inc., 4134 Gulf of Mexico Drive, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II  
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of three condominiums known as Cedars East, a Condominium, Section One, Cedars East, a Condominium, Section Two, Cedars East, a Condominium, Section Three, and also to act as a master association under a Master Declaration of Covenants, Conditions and Restrictions for Cedars East, all located in Manatee County, Florida, and to perform all acts provided in the Declarations of Condominium, the Master Declaration, and the Florida Condominium Act.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act, the Master Declaration, and the Declarations of

Condominium, as amended from time to time. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the governing documents.

The Association shall not have the power to purchase a unit, except at sales in foreclosure of liens for assessments of the Association for common expenses, at which sales, the Association shall bid no more than the amount secured by the lien.

#### **ARTICLE IV MEMBERS**

All persons owning legal title to any of the condominium units of the Condominiums, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the record legal title terminates.

#### **ARTICLE V VOTING RIGHTS**

The owners of units in Cedars East, a Condominium, Section One shall be entitled to the following votes:

Units 1-20, 23-26, inclusive	1 vote each
Units 21 and 22	1.25 votes each
Commercial unit	20 votes

All other unit owners shall be entitled to cast one vote per unit, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

#### **ARTICLE VI INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members.

#### **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 2033 Main Street, #403, Sarasota, Florida 34237, and the registered agent at such address shall be The Law Offices of Lobeck & Hanson, P. A. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

#### **ARTICLE VIII EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

#### **ARTICLE IX BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

#### **ARTICLE X BYLAWS**

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in the Bylaws.

#### **ARTICLE XI AMENDMENTS**

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

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A Resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the voting interests of the members of the Association.

(c) Amendments shall require approval by not less than two-thirds of the voting interests of the members who are present in person or by proxy at a duly noticed and convened membership meeting and in no event by less than fifty-nine (59) voting interests.

(d) Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members, nor any change in the second paragraph of Article III, without approval in writing of all members and the joinder of all recorded owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declarations of Condominium.

(e) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Manatee County, Florida.

## **ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member 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 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 did not act in good faith, nor in a manner he 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 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 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 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 conduct was unlawful. It is the intent of the membership, by adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

B. 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 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 proceedings upon receipt of an 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 is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.

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.

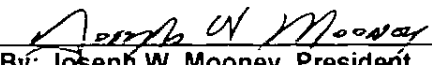
E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of

any person who is or was a director, officer, or committee member 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. Anything to the contrary herein notwithstanding, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 24<sup>th</sup> day of May, 2019

**Cedars East Condominium Association, Inc.**

  
By: Joseph W. Mooney, President