

N31957

(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



200224872332

200224872332
03/21/12--01014--011 **35.00

OFFICE OF THE
CLERK OF THE
COURT

12 MAR 21 PM 1:27

FILED

Avstart

MAR 22 2012

T. LEWIS

**BECKER &
POLIAKOFF**

6230 University Parkway
Suite 204
Sarasota, Florida 34240
Phone: (941) 366-8826 Fax: (941) 907-0080

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954.987.7550

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

March 16, 2012

Reply To:
Sarasota
Kevin L. Edwards, Esq.
KEdwards@becker-poliakoff.com

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

Re: Amended and Restated Articles of Amendment to Articles of
Incorporation – The Sanctuary at Longboat Key Club Community
Association, Inc.
Client/Matter No. S08547-227770

FLORIDA OFFICES
BOCA RATON
FORT MYERS
FORT WALTON BEACH
HOLLYWOOD
HOMESTEAD
KEY WEST *
MELBOURNE *
MIAMI
NAPLES
ORLANDO
PORT ST. LUCIE
SARASOTA
TALLAHASSEE
TAMPA BAY
WEST PALM BEACH

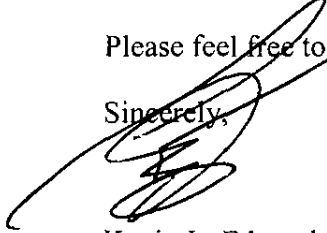
Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment to the Articles of Incorporation of The Sanctuary at Longboat Key Club Community Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,


Kevin L. Edwards
For the Firm

KLE/ms
Enclosure (as stated)

ACTIVE: 3759807_1

U.S. & GLOBAL OFFICES
RED BANK, NEW JERSEY
NEW YORK, NEW YORK
NASSAU, BAHAMAS
PRAGUE, CZECH REPUBLIC

* by appointment only

Articles of Amendment
to
Articles of Incorporation
of

The Sanctuary at Longboat Key Club Community Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N31957

(Document Number of Corporation (if known))

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:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

12 MAR 21 PM 1:27

FILED

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u> </u> Remove	<u>V</u>	<u>Mike Jones</u>
<u> </u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
2) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
3) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
4) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
5) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____
6) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____	_____ _____ _____

(attach additional sheets, if necessary). (Be specific)

[illegible]

EXHIBIT "2"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
SANCTUARY AT LONGBOAT KEY CLUB COMMUNITY ASSOCIATION, INC.**

TABLE OF CONTENTS

<u>SECTION</u>	<u>PAGE</u>
I. NAME AND PRINCIPAL OFFICE	2
II. DEFINITIONS	2
III. PURPOSE	2
IV. POWERS AND DUTIES	3
V. MEMBERSHIP	4
VI. VOTING INTERESTS	4
VII. DIRECTORS	5
VIII. OFFICERS	5
IX. DISSOLUTION	6
X. TERM OF EXISTENCE	6
XI. INDEMNIFICATION	6
XII. REGISTERED OFFICE AND AGENT	6
XIII. BYLAWS	6
XIV. AMENDMENTS	6

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE SANCTUARY AT LONGBOAT KEY CLUB COMMUNITY ASSOCIATION INC., A
CORPORATION NOT FOR PROFIT**

These are the Amended and Restated Articles of Incorporation for the Sanctuary at Longboat Key Club Community Association, Inc. originally filed with the Florida Department of State on April 26, 1989, and originally recorded, as an exhibit to the Declaration of Covenants and Restrictions, at O.R. Book 2175, Pages 315, *et seq.* of the Sarasota County Public Records.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is SANCTUARY AT LONGBOAT KEY CLUB COMMUNITY ASSOCIATION, INC. For convenience the corporation shall be referred to in these Articles as the "Association." The principal office of the Association is located at 537 Sanctuary Drive, Longboat Key, Florida 34228.

**ARTICLE II
DEFINITIONS**

Unless a contrary intent is apparent, terms used in these Articles of Incorporation shall have the same meaning as those set forth in the Amended and Restated Declaration of Covenants and Restrictions for the Sanctuary at Longboat Key Club (the "Declaration"), as the same may be amended from time to time, which is recorded in the Public Records of Sarasota County, Florida with respect to the land described therein, being known as the "Sanctuary at Longboat Key Club."

**ARTICLE III
PURPOSE**

The purposes of this Corporation shall be the ownership, operation and management of the Common Properties and, only and solely to the extent required and as provided in the Declaration, the operation and management of the affairs and property of the condominiums known as Sanctuary I at Longboat Key Club Condominium Association, Sanctuary II at Longboat Key Club Condominium Association, Sanctuary III at Longboat Key Club Condominium Association and Sanctuary IV at Longboat Key Club Condominium Association (hereinafter collectively referred to as the "Individual Condominiums"), located in Sarasota County, Florida, and to perform all acts provided in the Declaration and the Florida Condominium Act (hereafter the "Act"), Chapter 718, Florida Statutes (2011) as the same now exists or may be amended or renumbered from time to time. This corporation shall have the additional following specific purposes:

1. To provide for maintenance of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration or any Residential Condominium Association Declaration of Condominium.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration or any Residential Condominium Association Declaration of Condominium.

3. To promote the health, safety and welfare of the residents of the Sanctuary at Longboat Key Club.

4. To enforce the provisions of the Declaration.

5. The purpose of this corporation is not for pecuniary gain or profit nor distribution of its income to its Members, Officers or Directors.

ARTICLE IV POWERS AND DUTIES

This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles, the Declaration and the Act. The corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration.

2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration and the Residential Condominium Association Declarations of Condominium, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes for governmental charges levied or imposed against the property of the corporation.

3. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract for improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.

4. To borrow money, and with the consent of sixty-six and two-thirds percent (66 and 2/3's %) of the Voting Interests of its members, mortgage, pledge, deed and trust, or hypothecate any or all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred.

5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or to annex additional property and common areas, provided that such mergers, consolidation or organization shall have the consent of sixty-six and two-thirds percent (66 and 2/3's %) of the Voting Interests of its members.

6. To make and amend reasonable regulations respecting the use of any property or facilities over which the Association may have control, jurisdiction for administrative responsibilities, and to provide the penalties for the violation of any such regulation.

7. To contract for the maintenance of such recreational facilities and other areas and improvements as may be placed under the jurisdiction of this Association either by the Declaration, the Residential Condominium Association Declarations of Condominium or by resolution adopted by the Association's Board of Directors.

8. To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest of the Association and of its members and to carry out the purpose of the Association.

9. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, the Residential Condominium Association Declarations of Condominium and the Rules and Regulations of the Association.

ARTICLE V MEMBERSHIP

1. Members.

(a) **Owner Members.** The record Owner(s) of any portion of the Property or Residential Living Unit shall be a Member of the Association.

(b) Notwithstanding the foregoing, no governmental authority or utility company shall be deemed a Member unless one or more Residential Living Units actually exist upon the portion of the Property owned by such governmental authority or utility company, in which event the governmental authority or utility company will be a Member only with respect to the portion of the Property owned in conjunction with such Residential Living Unit(s).

2. Transfer of Membership.

Transfer of membership in the Association shall be established by the recording in the Public Records of Sarasota County, a deed or other instrument establishing a transfer of record title to any portion of the Property for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming a Member(s), and the prior Owner's membership thereby being terminated. In the event of death of a Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the portion of the Property being transferred, and it shall be the responsibility and obligation of the former and new Owners of the portion of the Property being transferred to provide such true copy of said instrument to the Association.

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 the Residential Living Unit associated with the membership of the Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such Property.

ARTICLE VI VOTING INTERESTS

Each Residential Living Unit is entitled to one vote for all matters upon which the membership is entitled to vote. The vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Residential Living Unit is entitled to one

vote for each Unit owned.

ARTICLE VII DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who must be members of the Association, i.e. record title owners, trustees or the spouse of a member. Officers of a corporate owner, general partners of a partnership owner, and trustee owners shall also be eligible to serve on the Board of Directors. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

The number of Directors shall never be less than five (5) Directors and shall never be more than nine (9), and shall always be an odd number, the working number to be seven (7). The working number of seven (7) Directors may be changed at the discretion of the Board, so long as the Board notifies all Residential Living Unit Owners in writing, by mail, or hand-delivery of the "first notice of the date of election", in regard to the election of Directors at the then upcoming annual meeting.

Beginning with the annual meeting following the adoption of these Amended and Restated Articles, all elected Directors shall serve two year terms. If there is no contested election, the terms of the initial directors shall be agreed to by those directors, or determined by random draw. At subsequent annual meetings, Directors shall be elected to one year terms; provided that, if necessary to maintain the proper staggering of the Board, a Director(s) may be elected to a one-year or two-year term as the Board may decide is appropriate, so long as written notification to the Residential Living Unit Owners regarding same is provided in the same manner as a change in the working number of the Board. All Directors shall continue in office until their successors are duly elected and installed. Directors may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the Members of the Board of Directors of the Association may be held within or without the State of Florida.

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the Officers 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 of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE IX DISSOLUTION

Except as otherwise provided in the Declaration, Florida corporate law, or by the Act, the Corporation may be dissolved pursuant to Articles of Dissolution approved by not less than sixty-six and two-thirds percent (66 and 2/3's %) of the Voting Interests of the Members.

Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be distributed in equal shares to the then existing Members.

ARTICLE X TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE XI 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 in connection with any proceeding or any settlement of any proceeding to which he may be a part on 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 guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests 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 XII REGISTERED OFFICE AND AGENT

The address of the corporation's registered office is 537 Sanctuary Drive, Longboat Key, Florida 34228. The registered agent of the corporation shall be as determined by the Board of Directors from time to time.

ARTICLE XIII BYLAWS

The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

ARTICLE XIV AMENDMENTS

These Articles may be amended in the following manner:

1. Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty percent (20%) or more of the Voting Interests of the Members.

2. Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined-through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE _____. SEE ARTICLE NUMBER _____ FOR PRESENT TEXT."

3. Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

4. Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of or by written agreement in each case of not less than sixty-six and two-thirds percent (66 and 2/3's%) of the Voting Interests of the Members. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

5. Effective Date. An amendment when adopted shall become effective after being recorded in the Sarasota County Public Records according to law and filed with the Secretary of State according to law.

6. Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration. Whenever Chapter 718, Florida Statutes (2011) Chapter 617, Florida Statutes (2011) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Residential Living Unit Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2011), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time. The Board shall give written notice of any amendment adopted hereunder to all the Members within 10 days after the adoption thereof.

ACTIVE: 3379579_1

The date of each amendment(s) adoption: January 26, 2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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

3/05/2012

Signature

Hugh Farrington
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Hugh Farrington

(Typed or printed name of person signing)

President

(Title of person signing)