

N31960

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TALLAHASSEE, FLORIDA

MAY 28 2013

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May 21, 2013

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 – Sanctuary III at Longboat Key Club Condominium  
Association, Inc.  
Client/Matter No. V17571-260191

FT. LAUDERDALE  
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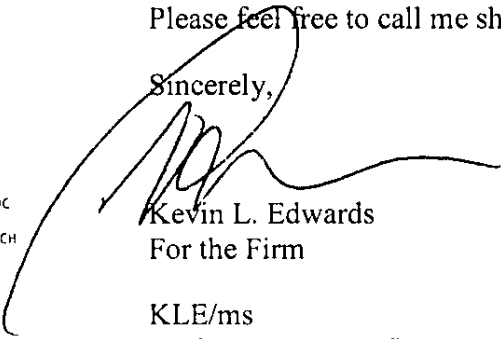
Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment to the Articles of Incorporation of Sanctuary III at Longboat Key Club Condominium 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: 4738488\_1

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
SANCTUARY III AT LONGBOAT KEY CLUB  
CONDOMINIUM ASSOCIATION, INC.**

**FILED**  
13 MAY 24 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Additions are indicated by underlining, deletions by ~~strike-through~~)

These are the Amended and Restated Articles of Incorporation for Sanctuary III at Longboat Key Club Condominium Association, Inc. originally filed with the Florida Department of State on April 26, 1989, under Document Number N31960.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is SANCTUARY III AT LONGBOAT KEY CLUB CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation and management of the affairs and property of the Condominium known as SANCTUARY III AT LONGBOAT KEY CLUB ("SANCTUARY III AT LONGBOAT KEY CLUB") located in the County of Sarasota Florida, in accordance with the Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes (2012), as the same may be amended from time to time.

**ARTICLE III  
POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Florida Condominium Act (2012) and statutory powers of a Florida corporation not for profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time.

**ARTICLE IV  
MEMBERS**

All persons owning a vested present interest in the fee title to any of the condominium units of SANCTUARY III AT LONGBOAT KEY CLUB as evidenced by a duly recorded proper

instrument in the Public Records of Sarasota County, Florida, shall be members and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

After the Association approves of a conveyance of a Condominium Unit as provided in the Declaration, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

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

Each Condominium Unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. Such vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

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

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

#### **ARTICLE VII EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be at 537 Sanctuary Drive, Longboat Key, Florida, and the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

#### **ARTICLE IX NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) or more than nine (9) persons, as determined by the members in accordance with the Bylaws.

## **ARTICLE X 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 XI 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 threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent 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.

B. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's 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, employee or agent 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 XI.

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

by-law, 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, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE XII BYLAWS**

The first bylaws of the Association shall be adopted by the Board of Directors and may thereafter be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE XIII AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation with the written approval of sixty-six and two-thirds percent (66 2/3rds%) of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

ACTIVE: 4659217\_1

Articles of Amendment  
to  
Articles of Incorporation  
of

Sanctuary III at Longboat Key Club Condominium Association, Inc.

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

N31960

(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

• 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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____



**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation.

The date of each amendment(s) adoption: April 4, 2013

Effective date if applicable: \_\_\_\_\_

*(no more than 90 days after amendment file date)*

Adoption of Amendment(s)

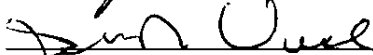
**(CHECK ONE)**

- ☒ 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

May 15, 2013

Signature



(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)

John D. Vorel

(Typed or printed name of person signing)

President

(Title of person signing)