

N31994

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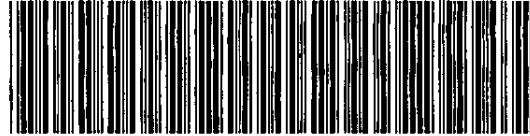
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 6, 2015

KEVIN L. EDWARDS
6230 UNIVERSITY PKWY., STE 204
SARASOTA, FL 34240

SUBJECT: SANCTUARY IV AT LONGBOAT KEY CLUB CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N31994

We have received your document for SANCTUARY IV AT LONGBOAT KEY CLUB CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 215A00021162

Rec'd 10/9/15
Spoke with Irene



Kevin L. Edwards, Esq.
Shareholder
Phone: (941) 366-8826 Fax: (941) 907-0080
kedwards@bplegal.com

6230 University Parkway
Suite 204
Sarasota, Florida 34240

October 12, 2015

Secretary of State
Division of Corporations
Attn: Carol Mustain
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation – Sanctuary IV at Longboat Key Club
Condominium Association, Inc.
Client/Matter No. S08035-225673

Dear Carol:

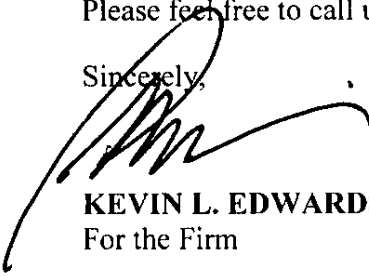
Per our telephone conversation with Irene, of your office, and in response to your correspondence of October 6, 2015, we are returning the original executed Amended Articles of Incorporation for the above-referenced Association.

As instructed by Irene, we have enclosed the original and one copy of our document with page 4, only, of the corresponding form from your internet site, which contains the President's signature and date of adoption. Per your correspondence, you retained our check for \$35.00 to cover the filing fee for this document.

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

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

Sincerely,



KEVIN L. EDWARDS
For the Firm

KLE/jm
Enclosures (as stated)

ACTIVE: S08035/225673:7703079_1

EXHIBIT C

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

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

*****SUBSTANTIAL REWORDING OF ARTICLES***
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

FILED
2015 OCT 20 PM 4:03
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA
FLORIDA

These are the Amended and Restated Articles of Incorporation for Sanctuary IV at Longboat Key Club Condominium Association, Inc. originally filed with the Florida Department of State on April 28, 1989, under Document Number N31994.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is SANCTUARY IV 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 IV AT LONGBOAT KEY CLUB ("SANCTUARY IV AT LONGBOAT KEY CLUB") located in the County of Sarasota Florida, in accordance with the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), 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 Condominium Act 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 in SANCTUARY IV 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. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates.

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 interests 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 SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

| NAME | OFFICE | ADDRESS |
|----------------------|---------------------------|--|
| 1. Gordon Deckelbaum | President & Director | 440 Gulf of Mexico Drive Longboat Key, FL 34228 |
| 2. Clark Morton | Vice-President & Director | 440 Gulf of Mexico Drive Longboat Key, FL 34228 |
| 3. Morris Richter | Secretary/Treasurer | 440 Gulf of Mexico Drive |

| | | |
|--|------------|------------------------|
| | & Director | Longboat Key, FL 34228 |
|--|------------|------------------------|

ARTICLE XIV 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: 6783791_1

April 2, 2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 9/3/15

Signature Tom Janes

(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)

Tom Janes

(Typed or printed name of person signing)

President

(Title of person signing)