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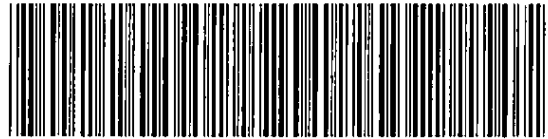
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Amended & Restated

01/23/24--01020--014 **35.00

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2024 JAN 23 AM 11:29

CLERK OF COURT

A. RAMSEY
FEB -15 2024

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FULL-SERVICE COMMUNITY ASSOCIATION AND CONSTRUCTION LAW FIRM
Serving Southwest Florida, Tampa Bay and Central Florida
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January 19, 2024

Via: U.S. Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Queens Harbour Owners Association, Inc. / Amended and Restated Articles of Incorporation

Dear Secretary of State:

Enclosed please find the Amended and Restated Articles of Incorporation of Queens Harbour Owners Association, Inc. Also, enclosed is a check in the amount of \$35.00 for the filing fee for the documents.

Please record the document in the Records of the State of Florida and return the original filed documents in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,

/s/ Kimberly Peers
Kimberly Peers, Esq.
For the Firm

Encl

COVER LETTER

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

SUBJECT: _____ **Queens Harbour Owners Association, Inc.** _____
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: _____ **Cindy Hill, Esq.** _____
Name (Printed or typed)

_____ **614 S Tamiami Trl** _____
Address

_____ **Osprey, FL 34229** _____
City, State & Zip

_____ **941.316.0111** _____
Daytime Telephone number

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

NOTE: Please provide the original and one copy of the document.

Substantial revision of Articles of Incorporation.
See current Articles of Incorporation for present text.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUEENS HARBOUR OWNERS ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Queens Harbour Owners Association, Inc., were filed with the Florida Department of State on August 14, 1989, and

WHEREAS, amendments to the Articles of Incorporation were filed with the Florida Department of State on May 9, 1994 and February 11, 2011, and

WHEREAS, the Board of Directors approved these Amended and Restated Articles of Incorporation, including amendments, at a duly noticed Board meeting, and

WHEREAS, the amendments, and these Amended and Restated Articles of Incorporation, were approved by not less than a majority of the Voting Interests of the total Membership at a duly noticed and convened Membership meeting held on March 28th, 2023, 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 Queens Harbour Owners Association, Inc.

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

The name of this corporation shall be Queens Harbour Owners Association, Inc., hereinafter referred to as Association. The mailing address of the Association shall be c/o Argus Property Management, Inc., 2477 Stickney Point Road, Suite 118A, Sarasota, Florida 34231. The Board of Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Restrictions and Covenants for Queens Harbour, the Articles of Incorporation and Bylaws of the Association, and Rules and Regulations and other documents authorized by the Declaration.
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the Owners of the Property within Queens Harbour.
3. To add, replace, improve, maintain, and repair Association Property.
4. To operate without profit and for the sole and exclusive benefit of its Members.

**ARTICLE III
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of

the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

ARTICLE IV MEMBERSHIP AND VOTING

All persons owning legal title to any Lot in Queens Harbour, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be Members. The new Owner shall deliver to the Association a copy of the recorded deed or other instrument of conveyance. Membership shall terminate automatically and immediately as a Member's vested interest in the record legal title terminates. The voting rights of the Members shall be as set forth in the Bylaws and Declaration.

ARTICLE V INCOME DISTRIBUTION

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

ARTICLE VI REGISTERED AGENT AND ADDRESS

The Association has appointed Argus Property Management, Inc., 2477 Stickney Point Road, Suite 118A, Sarasota, Florida 34231 as its registered agent and registered address under the laws of the State of Florida. The Board of Directors may change the registered agent and registered office from time to time as permitted by law.

ARTICLE VII EXISTENCE

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

ARTICLE VIII BOARD OF DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Governing Documents for Queens Harbour.

ARTICLE IX OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE X BYLAWS

The Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE XI AMENDMENT TO ARTICLES OF INCORPORATION

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

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

2. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors or by not less than twenty (20%) percent of the total Voting Interests of the Members.

3. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by not less than a majority of the total Voting Interests of the Members.

4. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. 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 the person 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 the person 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 the person did not act in good faith, nor in a manner 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 the person had reasonable cause to believe his or her 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 the person 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 or her conduct was unlawful. It is the intent of the Membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to the officers, directors and committee members as permitted by Florida law.

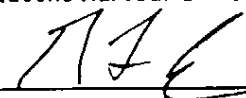
2. Advances. Expenses incurred in defending an administrative, civil, or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized herein, or as otherwise permitted by law.

3. 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 Governing Document, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

4. Insurance. The Association shall purchase and maintain adequate insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against such persons and incurred by such persons in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

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 on this 7 day of November, 2023.

Queens Harbour Owners Association, Inc.

By: 
Robert Connolly, President