

Mar:26. 2008 3:00PM

Porges Hamlin Knowles & Prouty

No. 9501 A.P. 2/6

**N37291**

Florida Department of State  
Division of Corporations  
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**ROSEATE COURT ASSOCIATION, INC.**

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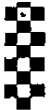
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3/23/2008  
03/27/08  
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Mar 26, 2008 3:00PM Porges Hamlin Knowles & Prouty

No. 9501 P. 1/6



March 26, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ROSEATE COURT ASSOCIATION, INC.  
2180 WEST STATE RD. 434  
SUITE 5000  
LONGWOOD, FL 32779-5044

SUBJECT: ROSEATE COURT ASSOCIATION, INC.  
REF: N37291

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT YOUR STATUTE NUMBER TO READ AS FOLLOWS: 617.1007

Please entitle your document Amended and Restated Articles of Incorporation.

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) 245-6906.

Darlene Connell  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

This instrument prepared by:  
Richard A. Weller, Esquire  
Porges, Hamlin, Knowles, Prouty,  
Thompson & Najmy, P.A.  
1205 Manatee Avenue West  
Bradenton, Florida 34205  
941.748.3770

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
ROSEATE COURT ASSOCIATION, INC.  
DOCUMENT NUMBER OF CORPORATION: N37291**

*(This is a substantial rewording of Articles of Incorporation. See original  
Articles of Incorporation and prior amendments for present text)*

Pursuant to provisions of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation. The date of adoption of the Amended and Restated Articles of Incorporation was the 20<sup>th</sup> day of March, 2008. The Amended and Restated Articles of Incorporation were adopted by resolution of a majority of the Board of Directors, and no vote of the general membership was necessary for approval of such amendment. Article 8 of the original articles of incorporation provides that a majority vote of the Board of Directors is sufficient for approval of such amendments.

These are the Amended and Restated Articles of Incorporation of the Roseate Court Association, Inc. (the "Association"). The Board of Directors of the Association has adopted these amendments pursuant to the authority granted to the Board in Article 8 of the original Articles of Incorporation. The original Articles of Incorporation of the Association were filed with the Office of Secretary of State on March 23, 1990.

**ARTICLE 1**  
**Name**

1.1. The name of this Corporation is ROSEATE COURT ASSOCIATION, INC.

**ARTICLE 2**  
**Purposes**

2.1. The purposes of the Association shall be:

2.1.1. To promote the health, safety and social welfare of the owners of property located within the Roseate Court community as members of the Association. Roseate Court is a residential subdivision in Manatee County, Florida, and within such property as may be later platted and made subject to the Amended and Restated Declaration of Covenants and Restrictions of Roseate Court Association, Inc. (hereafter "Declaration"). The property subject to the Association's administration is such property subject to the original Declaration of Covenants and Restrictions for Spoonbill Court at Perico Bay Club, recorded in Official Record Book 1316, Pages 1971 et seq., of the Public Records of Manatee County, Florida, as amended, and as per subdivision plats recorded in Plat Book 25, Page 159; Plat Book 26, Page 7; and Plat Book 26, Page 137, all in the Public Records of Manatee County, Florida. The term "lot" shall include lots shown on all subdivision plats now or later becoming subject to the said Declaration.

2.1.2. To provide security and maintain and replace and operate roadways and any sanitary sewer system, and all services as delegated to the Association in the Declaration recorded or to be recorded in the Public Records of Manatee County, Florida.

2.1.3. To enforce the Declaration and to adopt reasonable and necessary rules and regulations to promote the health, safety, and well-being of the people and property in the subdivision.

2.1.4. To levy maintenance assessments and to impose fines for violations of rules and regulations and to enforce the collection thereof as contemplated by the said Declaration.

2.1.5. To purchase, acquire, replace, improve, maintain and repair such buildings, structures, and equipment related to the health, safety, and social welfare of the members of the Association as the Board of Directors of the Association, in its discretion, determines to be necessary or advisable.

2.1.6. To carry out all the duties and obligations assigned to it as a neighborhood property owners' association under the terms of the Declaration.

2.1.7. To operate without profit and for the sole and exclusive benefit of its members.

### ARTICLE 3

#### Qualifications and Admission of Members Membership and Voting Rights in the Association

3.1. Membership: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit (as defined in the Declaration) which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds an interest merely as security for the performance of an obligation shall not be a member. The manner of admission and voting rights shall be more fully set forth and regulated by the Bylaws and the Declaration.

3.2. Additional Membership Categories: The Bylaws may provide for additional membership categories, which categories shall not have any voting privileges. The term "member" or "membership" as used herein, in the Declaration and in the Association Bylaws shall not apply to any such additional membership categories. The Bylaws shall provide for the rights and obligations of any additional membership categories.

### ARTICLE 4

#### The Term of Existence

4.1. The Corporation is to exist perpetually.

### ARTICLE 5

#### Board of Directors

5.1. The number of directors may be changed by amendment to the Bylaws, but shall never be less than three (3).

### ARTICLE 6

#### Incorporators

6.1. The name and address of the original incorporator is as follows:

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NAME  
Mark Sochar

ADDRESS  
11701 Manatee Avenue West, Bradenton, FL  
34209

ARTICLE 7  
Bylaws

7.1. The Board of Directors of the Association shall adopt Bylaws consistent with these Articles. The Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

ARTICLE 8  
Amendment to the Articles

8.1. These Articles may be altered, amended or repealed by a resolution of the Board of Directors or by a vote of two-thirds (2/3) of the entire voting interests of the Association.

ARTICLE 9  
Dissolution of Incorporation

9.1. Upon expiration of the term of the aforementioned Amended and Restated Declaration of Covenants and Restrictions of Roseate Court Association, Inc., the Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3) of the voting interests of the Association if a judicial decree is necessary as provided for in Section 617.05, Florida Statutes, or any statute of similar import then in effect.

9.2. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

9.2.1. Dedication to any applicable municipal or other governmental authority, public body, or non-profit organization with similar purposes, or any property determined by the Board of Directors of the Association to be appropriate for such dedication in which the authority is willing to accept;

9.2.2. Remaining assets shall be distributed among the members, each member's share of the assets to be determined by multiplying such remaining assets by a fraction, the numerator of which is all amounts assessed by the Association since its organization against the property which is owned by the member at that time, and denominator of which is the total amount assessed by the Association against all properties which at the time of dissolution are part of Roseate Court. The year of dissolution shall count as a whole year for the purposes of the preceding fraction.

ARTICLE 10  
Indemnity

10.1. 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 proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, employee, officer, or agent of the Association, against expenses

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(including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she 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 no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his/her duty to the Association, unless and only to the extent that the court is which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit, or proceeding 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/she 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/her conduct was unlawful.

ARTICLE 11

Registered Agent

11.1. The Registered Agent for ROSEATE COURT ASSOCIATION, INC., is: James W. Hart, Jr., Sentry Management, Inc., 2180 West SR 434, Suite 5000, Longwood, Florida 32779, or as otherwise designated by the Board.

ARTICLE 12

Location of Corporate Office

12.1. The Corporate Office for ROSEATE COURT ASSOCIATION, INC., is Sentry Management, 6901 Professional Pkwy. E., Suite 107, Sarasota, FL 34240.

IN WITNESS WHEREOF the undersigned officer has executed these Amended and Restated Articles of Incorporation on Mar 20, 2008

By: [Signature]  
Print Name: W. H. NIKKEL, its President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of MARCH, 2008, by W. H. NIKKEL as PRESIDENT of Roseate Court Association, Inc., on behalf of the Association.

[Signature]  
Notary Public

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