

1738647

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JUL 15 2013



**McKay Law Firm, P.A.**



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(2) Admitted in the 11<sup>th</sup> Circuit Federal Appellate Courts  
(3) Master of Laws (Real Property Development)  
(4) Florida Supreme Court Certified Mediator

July 11, 2013

Via: U.S. Mail

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

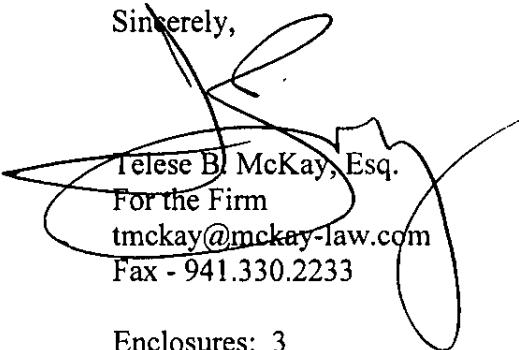
**Re: Marina Bay Association, Inc. /  
Second Amended and Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find our firm check in the amount of \$52.50 for filing the enclosed Second Amended and Restated Articles of Incorporation for Marina Bay Association, Inc., which was incorporated on June 18, 1990. Also enclosed are the cover letter and Articles of Amendment form and a copy of the Second Amended and Restated Articles of Incorporation to be certified and returned to our office. Additionally, we request a Certificate of Status be mailed to our office when completed.

If you have any questions regarding this matter, please do not hesitate to contact us at the number listed above.

Sincerely,



Telese B. McKay, Esq.  
For the Firm  
[tmckay@mckay-law.com](mailto:tmckay@mckay-law.com)  
Fax - 941.330.2233

Enclosures: 3

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Marina Bay Association, Inc.

DOCUMENT NUMBER: N38647

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Telese B. McKay, Esq.

(Name of Contact Person)

McKay Law Firm, P.A.

(Firm/ Company)

2055 Wood Street, Suite 120

(Address)

Sarasota, Florida, 34237

(City/ State and Zip Code)

tmckay@mckay-law.com

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

For further information concerning this matter, please call:

Telese B. McKay, Esq. at 941 906-7256 ext. 2

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

Mailing Address

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

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Marina Bay Association, Inc.

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

N38647

(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:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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

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2013 JUL 15 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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)*

The enclosed Second Amended and Restated version of the  
Articles of Incorporation replace the entire text of the Amended  
Articles of Incorporation filed on May 16, 2000.


The date of each amendment(s) adoption: June 27, 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 JUNE 28, 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)

WILLIAM A. RAINVILLE  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

# **ARTICLES OF INCORPORATION**



**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MARINA BAY ASSOCIATION, INC.**  
**A Corporation Not-for-Profit**

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MARINA BAY ASSOCIATION, INC.**  
**A Corporation Not-for-Profit**

*[Substantial Rewording of the Amended and Restated Articles of Incorporation.  
See original Amended and Restated Articles of Incorporation  
and prior amendments for present text.]*

**ARTICLE I**  
**NAME AND IDENTITY**

These Articles of Incorporation are for Marina Bay Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 718 of the Florida Statutes, hereinafter called the "Association."

**ARTICLE II**  
**PURPOSES AND POWERS**

**2.1 Purpose.** The purpose for which the Association is formed is to provide an entity pursuant to the Condominium Act for the operation of Marina Bay, a Condominium (the "Condominium") as a governing association and the managing entity within the meaning of Chapter 718, Florida Statutes (the "Condominium Act") in accordance with the Second Amended and Restated Declaration of Condominium thereof, duly recorded or to be recorded in the Public Records of Sarasota County, Florida, as it may lawfully be amended and/or supplemented from time to time (the "Declaration"), and its exhibits thereto, as they may be lawfully amended and/or supplemented from time to time (collectively the "Condominium Documents").

**2.2 Association Powers and Duties.** The Association shall have all of the common law and statutory powers of a corporation not-for-profit, including all the powers and duties reasonably necessary or convenient to operate the Condominium and act as its managing entity pursuant to the Condominium Documents except as expressly limited or modified by these Articles of Incorporation, the Condominium Documents or the Condominium Act, as they may hereafter be amended, including but not limited to the following specific powers and duties:

- (a) To levy, collect and enforce Assessments against Members of the Association to defray the cost, expenses and losses of the Condominium, and to use the proceeds of Assessments in exercising the Association's powers and performing its duties.
- (b) To protect, maintain, repair, replace and operate the Condominium Property.
- (c) To purchase insurance upon the Condominium Property for the protection of the Association and its Members.
- (d) To enforce by legal means the provisions of the Condominium Act, the Condominium Documents, and any Rules and Regulations promulgated by the Association.
- (e) To grant, relocate or modify such easements with respect to the Common Elements or otherwise, as may be not inconsistent with the Condominium Documents, upon approval of the Board of Directors.

- (f) To enter contracts for the management or maintenance of the Condominium Property, and any other property of the Association, and to delegate any powers and duties of the Association in connection therewith, except such powers or duties as may be expressly required by the Condominium Documents or by applicable law to be exercised by the Board or the Members.
- (g) To employ personnel, including accountants, architects, attorneys, appraisers, surveyors, engineers and other professional personnel, to furnish services required for the operation of the Condominium.
- (h) To borrow money, if reasonably necessary, to carry out the other powers and duties of the Association.
- (i) To adopt, amend and enforce reasonable Rules and Regulations governing the use of the Condominium and the operation of the Association.
- (j) To enter into agreements, or acquire leaseholds, memberships and other ownership or use interests in land or facilities, if they are intended to provide enjoyment, recreation or other use or benefit to the Owners of the Units.
- (k) To reconstruct improvements after casualty, and to further improve the Condominium Property.
- (l) To sue and be sued, and to settle any lawsuits as the Board of Directors deems appropriate.
- (m) To acquire, own, hold, improve, maintain, repair, replace, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature.
- (n) To exercise such other power and authority to do and perform every act or thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein, and as permitted by the applicable laws of the State of Florida and consistent with the Condominium Documents.

**2.3 Emergency Powers.** In the event of any emergency as defined in Section (g) below, the Board of Directors may exercise the following emergency powers and any other emergency powers allowed by law, including but not limited to, those powers set forth in Florida Statutes 617.0207 and 617.0303, as amended from time to time:

- (a) The Board may name as assistant Officers persons who are not Directors, which assistant Officers shall have the same authority as the executive Officers to whom they assist during the period of the emergency, to accommodate the incapacity of any Officer of the Association.
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize Officers to do so.
- (c) During any emergency, the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency to further the affairs of the Association shall bind the Association and shall have the rebuttable

presumption of being reasonable and necessary.

- (e) Any Officer, Director or employee of the Association acting with a reasonable belief that his/her actions are necessary and lawful in accordance with this Section shall incur no liability for doing so, except in the case of willful misconduct.
- (f) This emergency Section shall supersede any inconsistent or contrary provisions of the Governing Documents during the period of the emergency.
- (g) For purposes of this Section only, an "emergency" exists only during a period of time that the community, or the immediate geographic area in which the community is located, is subject to:
  - i. a state of emergency declared by local civil or law enforcement authorities;
  - ii. a hurricane warning;
  - iii. a partial or complete evacuation order;
  - iv. federal or state disaster area status; or,
  - v. a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Units or improvements within the community, such as a hurricane, earthquake, tidal wave, tornado, fire, war, civil unrest or act of terrorism.

### **ARTICLE III** **NO DISTRIBUTIONS**

The Association is organized and shall exist on a non-stock basis, does not contemplate pecuniary gain or profit to the Members thereof and is organized and shall exist solely for nonprofit purposes. No dividends shall be paid, and in no event shall the net earnings, income or assets of the Association be distributed to, or inure to the benefit of, its Members, Directors or Officers.

### **ARTICLE IV** **TERM**

The period of duration of the Association is perpetual.

### **ARTICLE V** **MEMBERSHIP**

**5.1 Members.** The Members of the Association are all Owners of record legal title to one (1) or more Units in the Condominium, as more fully set out in the Condominium Documents.

**5.2 Membership Privileges.** The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Unit. Each Member shall have such rights and privileges, and be subject to such duties, obligations and restrictions, including restrictions governing the transfer of membership, as are set forth in the Condominium Documents. Each Member shall have such Voting Interests as may be provided in the Condominium Documents.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be administered by a Board of Directors. Provisions regarding the qualification, election, term, removal and resignation of Directors shall be set forth in the Association's Bylaws.

**ARTICLE VII**  
**OFFICERS**

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. Officers serve at the pleasure of the Board. Provisions regarding the qualification, election, term, removal and resignation of Officers shall be set forth in the Association's Bylaws.

**ARTICLE VIII**  
**BYLAWS**

The Bylaws of the Association are recorded as an Exhibit to the Declaration and may be altered, amended or repealed in the manner provided therein.

**ARTICLE IX**  
**INDEMNIFICATION**

To the extent permitted by law, the Association shall indemnify and hold harmless every Director, Officer, Committee member and agent of the Association (collectively "Indemnified Party") against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred or imposed in connection with any legal proceeding, or settlement or appeal of such proceeding to which the Indemnified Party may be made a party because of being or having been, a Director, Officer, Committee Member or agent of the Association. 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, Committee member or agent of the Association to repay such amount. However, any amounts advanced must be repaid to the Association if a judgment or other final adjudication establishes that the actions or omissions to act of such Indemnified Party were material to the cause adjudicated and involved one or more of the following:

- (a) willful misconduct or a conscious disregard for the best interests of the Association; or,
- (b) a violation of criminal law, unless the Indemnified Party had no reasonable cause to believe the action was unlawful; or,
- (c) wrongful conduct by an Indemnified Party who was appointed by the Developer in a proceeding brought by or on behalf to the Association; or,
- (d) an act or omission which was committed in bad faith or with malicious purpose, or any manner exhibiting wanton or willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a Member.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interests of the Association.

The foregoing right to indemnification shall be in addition to, and not exclusive of, all the rights to which a Director or Officer may be entitled.

## **ARTICLE X AMENDMENTS**

Amendments to these Articles may be adopted as follows:

**10.1 Proposal and Approval.** Amendments to the Articles of Incorporation may be proposed by a majority of the Board, or upon written petition to the Board signed by Owners of not fewer than twenty (20%) percent of the Voting Interests. Except as otherwise provided by law, a proposed amendment to these Articles of Incorporation shall be adopted if approved by a majority of the total Voting Interests of the Association, or if approved in writing by a majority of the total Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the Members and that the notice contains the text of the proposed amendment.

**10.2 Recording Amendments.** An amendment which is duly adopted pursuant to this Article shall be effective upon the filing with the Florida Department of State and subsequently recording a certified copy thereof in the Public Records of Sarasota County, Florida.

## **ARTICLE XI REGISTERED OFFICE AND AGENT**

The address of the registered agent of the Association shall be established on the annual Uniform Business Report filed with the State of Florida, but may change from time to time as determined by the Board of Directors.

**[SEE CERTIFICATE OF AMENDMENT FOR SIGNATURE PAGE]**