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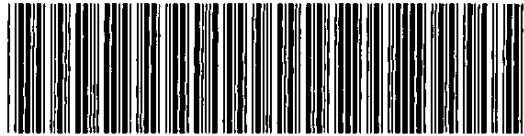
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*Amended and
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T. Roberts JAN 30 2008

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January 23, 2008

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Grand Bay Community Association, Inc.

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRAND BAY/LBK COMMUNITY ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Grand Bay/LBK Community Association, Inc. were filed with the Florida Department of State on October 7, 1994, and recorded in Official Records Book 2602, Page 2093, Public Records of Sarasota County, Florida, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

WHEREAS, the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on Oct 30, 2007, and

WHEREAS, not less than a majority of the Voting Interests of the entire membership of the Association approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened membership meeting held on December 13, 2007, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law, and

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Grand Bay/LBK Community Association, Inc.

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

1.1 Name and Address. The name of this corporation is Grand Bay/LBK Community Association, Inc. (herein referred to as the "Association"). The principal office shall be located at 3060 Grand Bay Blvd., Longboat Key, Florida 34228. The Directors may change the location of the office.

**ARTICLE II
PURPOSES**

2.1 Purpose. The general nature, object and purposes of the Association are:

(a) To accept and hold title to, and manage and administer the use of, the Community Property, which property is located in Sarasota County, Florida, and is more particularly described in that certain document entitled "Declaration of Master Covenants for Grand Bay Community," which is recorded in the Public Records of Sarasota County, Florida (Declaration). All words and terms used herein that are defined in the Declaration shall be used herein with the same meanings as defined in the Declaration.

(b) To manage, operate, maintain and control the usage of all land and water areas and improvements intended for the common usage of Owners in Grand Bay.

(c) To take such action as may be deemed appropriate to promote the health, safety and welfare of the Owners within Grand Bay.

(d) To provide, purchase, acquire, replace, improve, maintain, and/or repair all improvements of the Community Property including, without limitation, buildings, structures, streets, recreational areas, sidewalks, street lighting, landscaping, equipment, furniture and furnishings, both real and personal, related to the promotion of the health, safety and social welfare of the Owners in Grand Bay

as the Board in its discretion may determine necessary or appropriate.

(e) If authorized by Bay Isles Association, Inc. and the Individual Condominium Associations, to represent all of the Members at meetings of Bay Isles Association, Inc.

(f) To the extent applicable, to carry out all the duties and obligations assigned to it as a Neighborhood Property Owners Association under the terms of the Declaration of Maintenance Covenants and Restrictions on the Commons for Bay Isles, as amended from time to time.

(g) To furnish or otherwise provide for privacy services, fire protection and such other services as the Board in its discretion determines necessary or appropriate, and to provide the capital improvements and equipment related thereto.

(h) To undertake and carry out all of the duties and obligations which may be assigned to it as the Association under the terms and provisions of the Declaration.

(i) To operate without profit and for the sole and exclusive benefit of Owners in Grand Bay.

ARTICLE III GENERAL POWERS

3.1 Powers. The Association shall have all the powers and duties set forth in the Declaration, the laws of the State of Florida and these Articles of Incorporation, along with all the powers and duties reasonably necessary to maintain and manage the Association pursuant to the Declaration as it may be amended from time to time, including but not limited to the following:

(a) To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

(b) To establish a budget and to fix assessments to be levied against the Members pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.

(c) To enter into agreements with the Individual Condominium Associations for the collection of such assessments.

(d) To place liens against Units for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

(e) To hold funds solely and exclusively for the benefit of the Owners in Grand Bay for the purposes set forth in these Articles of Incorporation.

(f) To adopt, promulgate and enforce rules, regulations, Bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

(g) To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board.

(h) To charge recipients of services rendered by the Association and users of property of the Association as deemed appropriate by the Board.

(i) To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

(j) Subject to limitations as may be set forth in the Bylaws, to borrow money for the acquisition of property or for any other lawful purposes of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies, and to secure the payment of such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Association wherever situated.

(k) To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association, the terms and provisions of the Declaration, and, wherever applicable or appropriate, the terms and provisions of any restrictions applicable to any portion of Grand Bay.

(l) In general, to have all powers that are or may be conferred upon a condominium association and a corporation not for profit by the laws of the State of Florida and the common law, except as prohibited herein.

(m) To protect, maintain, repair, replace and operate the surface water management system within Grand Bay, including easement areas, drainage facilities, ditches, retention and detention ponds, landscape buffers, wetland mitigation areas, and preservation easements in accordance with the lawful governmental authority, including but not limited to governmental regulations imposed by the Southwest Florida Water Management District and Sarasota County.

3.2 Limitation on Exercise of Power. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

ARTICLE IV MEMBERS

4.1 Members. The Members of the Association shall consist of the six (6) Individual Condominium Associations.

4.2 Limitation on Transfer of Shares of Assets. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner.

ARTICLE V ASSESSMENTS AND VOTING

5.1 Each Member shall be entitled to a number of votes equal to the Assessable Shares within that Member's respective Individual Condominium Project as follows:

Grand Bay I	56
Grand Bay II	56
Grand Bay III	56
Grand Bay IV	56
Grand Bay V	24
Grand Bay VI	24

5.2 Unless otherwise provided in the Declaration, these Articles of Incorporation, the

Bylaws of the Association, or the condominium documents applicable to each Individual Condominium Project, each Member shall be represented at membership meetings by a representative of the Individual Condominium Association (the Member Voting Representative), which Member Voting Representative shall be the person elected from the Individual Condominium Association as a Director of Community Association, it being the intent hereof that such person shall serve in two capacities: as a director of Community Association and as the Member Voting Representative from the Individual Condominium Association.

5.3 Unless otherwise provided in the Declaration, these Articles of Incorporation, the Bylaws of the Association, or the condominium documents applicable to each Individual Condominium Project, the Member Voting Representative shall cast votes at membership meetings of the Association as directed by the Board of Directors of the Individual Condominium Association. The Association may request confirmation that a board meeting has taken place to authorize the vote of the Member Voting Representative. The Association may rely upon minutes of the board meeting provided by the Member Voting Representative unless the Association has knowledge of conflicting information or other reasonable basis to question the authority of the Member Voting Representative to vote on a matter presented to the membership of the Association.

ARTICLE VI BOARD OF DIRECTORS

6.1 The affairs of the Association shall be managed by a Board of Directors consisting of six (6) Directors.

6.2 Each Individual Condominium Association shall have the right to elect one member of the Board, which Board Member shall be elected by the Members of that Individual Condominium Association as provided in the condominium documents for that Individual Condominium Association.

6.3 Director terms shall be established in accordance with the Bylaws.

6.4 Any director may be removed from office with or without cause by vote of a majority of the total Voting Interests of the Association Members.

ARTICLE VII CORPORATE EXISTENCE

7.1 Term. The Association shall have perpetual existence.

ARTICLE VIII BYLAWS

8.1 Bylaws. The Bylaws may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

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

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

9.3 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.

9.4 Except as otherwise required by law, a proposed amendment to these Articles of incorporation shall be adopted if it is approved by vote of not less than two-thirds of the total Voting Interests of the Members.

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

9.6 Limitation on Amendments. No amendment shall be made that is in conflict with Chapters 617 or 718, Florida Statutes.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

10.1 Address and Registered Agent. The registered office of the corporation shall be at 595 Bay Isles Road, Suite 200, Longboat Key, Florida 34228 and the registered agent at such address shall be Beth Callans Management Corporation. The Board may change the registered office or agent from time to time as permitted by law.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.

11.2 Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the 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.

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

ARTICLE XII DISSOLUTION OF THE ASSOCIATION

12.1 Expiration of Term. Upon expiration of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by two-thirds of the Voting Interests of the Association Members, and upon compliance with any applicable laws then in effect.

12.2 Distribution of Assets. 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:

(a) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority, including but not

limited to the stormwater management system, may be dedicated to such authority provided the authority is willing to accept the dedication. Provided further, that the stormwater management system may be dedicated instead to Bay Isles Association, Inc.

(b) All remaining assets, or the proceeds from the sale of such assets, shall be distributed among the Members in proportion to the Assessable Shares of each Member.

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 this 7 day of January ~~2007~~ 2008

Grand Bay/LBK Community Association, Inc.

Fred Howard

By: Fred Howard, President