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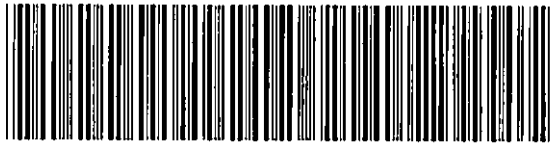
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2024 MAY -6 AM 10:49
SECRETARY OF STATE
STATE OF TEXAS

DANIEL J. LOBECK*
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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
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CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
TRUSTS AND ESTATES

* FLA. BOARD CERTIFIED SPECIALIST IN CONDOMINIUM
AND PLANNED DEVELOPMENT LAW

May 3, 2024

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

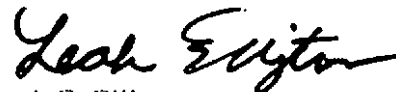
Re: Certificate of Amendment
Laurel Lakes Association, Inc.

Dear Sir or Madam:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Leah E. Ellington

LEE/kf
Enclosure

Prepared by and return to:
Leah E. Ellington, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
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FILED
2024 MAY -6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAUREL LAKES ASSOCIATION, INC.

These are the Articles of Incorporation of Laurel Lakes Association, Inc., a not for profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I. NAME

The name of this corporation shall be Laurel Lakes Association, Inc. (herein "the Association").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and place of business of the Association is 2477 Stickney Point Road, Suite 118 A, Sarasota, Florida 34231. The mailing address of the Association is 2477 Stickney Point Road, Suite 118 A, Sarasota, Florida 34231. The Association Board of Directors (herein "the Board") may change the location of the principal office and mailing address of the Association from time to time.

ARTICLE III. DURATION

The Association shall have perpetual existence unless and until dissolved as provided by law.

ARTICLE IV. DEFINITIONS

All capitalized terms used in these Articles of Incorporation which are not defined herein shall have the meaning set forth in the Declaration of Easements, Covenants and Restrictions for Laurel Lakes recorded in the Public Records of Sarasota County, Florida, as such Declaration may be amended from time to time (herein "the Declaration").

ARTICLE V. PURPOSE

The purposes for which the Association is organized are as follows:

- a) To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.
- b) To administer, enforce and carry out the terms and provisions of the Declaration.
- c) To promote the health, safety, welfare, comfort, and social and economic welfare of the Members, as authorized by the Declaration, these Articles of Incorporation, and the Bylaws.

ARTICLE VI. POWERS

The powers of the Association shall include and be governed by the following provisions:

- a) All of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the terms of these Articles.
- b) To enter into, make, establish, amend, rescind and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.
- c) To make and collect Assessments against Members of the Association to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.
- d) To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
- e) To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and the Bylaws.
- f) To purchase insurance for the protection of the Association, its officers, Directors and Members, and such other parties as the Association may determine to be in the best interests of the Association.
- g) To operate, maintain, repair, and improve, insure and pay taxes upon all Common Properties, and such other portions of the Subdivision as may be determined by the Board from time to time and to reconstruct buildings, structures and improvements thereupon after any casualty.
- h) To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Subdivision pursuant to the Declaration, and to otherwise enforce the Declaration and any and all rules and regulations and other agreements applicable thereto.

i) To provide for private security, fire safety and protection, and similar functions and services within the Subdivision as the Board in its discretion determines necessary or appropriate.

j) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, storm water management system facilities, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the Owners and residents of the Subdivision as the Board in its discretion determines necessary or appropriate.

k) To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE VII. MEMBERSHIP AND VOTING RIGHTS; THE ASSOCIATION

7.01. Members. The Owner of a Lot shall be a Member of the Association. No governmental authority or public or private utility company shall be deemed a Member unless one or more Dwellings actually exist upon the property owned by such governmental authority or utility company, in which event the governmental authority or utility company will be a Member only with respect to the property owned in conjunction with such Dwelling.

7.02. Transfer of Membership. Transfer of membership in the Association shall be established by the recording in the Public Records of Sarasota County, of a deed or other instrument establishing a transfer of record title to any Lot, the Owner(s) designated by such instrument of conveyance thereby becoming a Member(s), and the prior Owner's membership thereby being terminated. In the event of death of an Owner Member, his or her membership shall be automatically transferred to his or her heirs, personal representative(s), assigns or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the property, and it shall be the responsibility and obligation of the former and new Owner of the property to provide such true copy of said instrument to the Association.

7.03. Members' Voting Rights. The total number of Members' votes shall be equal to the total number of Lots from time to time. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot.

7.04. Members' Meeting. The Bylaws shall provide for an Annual Meeting of the Members of the Association and may make provision for special meetings of the Members.

ARTICLE VIII. BOARD OF DIRECTORS

The Association's business and affairs shall be conducted, managed, and controlled by a Board of Directors (herein "the Board") as provided in the Bylaws. The number, method of

election and removal of Directors, filling of vacancies, and the term of office of Directors shall be as set forth in the Bylaws.

ARTICLE IX. INDEMNIFICATION

9.01. Nature Of Action. 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, 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 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 interest 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. It is the intent of this provision, to provide the most comprehensive indemnification possible to the officers, Directors and committee members of the Association, as permitted by Florida law.

9.02. Extent. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsection (a) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.03. Time For Payment. 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, or committee member 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, or as otherwise permitted by law.

9.04. Not Exclusive Right. 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 Bylaw, agreement, vote of Members or otherwise, and shall continue as to a Person who has ceased to be a Director, officer, committee member of the Association and shall inure to the benefit of the heirs and personal representatives of such Person.

9.05. Purchase Of 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 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. Notwithstanding anything in this Article to the contrary, the provisions therein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

9.06. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all Persons whose interest would be adversely affected by such amendment.

ARTICLE X. REGISTERED AGENT

The street address of the registered office of this corporation is 2477 Stickney Point Road, Suite 118 A, Sarasota, Florida 34231, and the name of the registered agent of this corporation at that address is Argus Property Management. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

ARTICLE XI. BYLAWS

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

ARTICLE XII. AMENDMENTS

These Articles may be amended in the following manner:

12.01. Procedure. A majority of the Board, or Members having not less than twenty percent (20%) of the votes of the entire membership of the Association, may adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be the Annual or a special meeting.

12.02. Notice. Written notice setting forth the proposed amendment shall be given to each Member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.

12.03. Vote Requirements. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the Association, except an amendment changing or deleting a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote required to take action under the quorum and voting requirement provided in the section being amended.

12.04. Number. Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.

12.05. Written Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

12.06. Amendment Recording. Upon the approval of an amendment to these Articles, the Amendment shall be executed and delivered to the Department of State as provided by law, and a certified copy shall be recorded in the Public Records of Sarasota County.

ARTICLE XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

a) No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because the Director or officer's votes are counted for such purpose. Directors and officers shall disclose all actual or potential conflicts of interest to the Board prior to any such discussion or vote. If a conflict is timely and fully disclosed, no Director or officer of the Association shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board at which a contract or transaction with an interested Director is to be considered.

Prepared by and return to:
Leah E. Ellington, Esq.
Lobeck & Hanson, P.A.
2033 Main Street, #403
Sarasota, Florida 34237
(941) 955-5622 telephone
(941) 951-1469 facsimile

FILED
2024 MAY -6 AM 10:48
SECRETARY OF STATE
FLORIDA

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

LAUREL LAKES ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation of Laurel Lakes Association, Inc. (which Articles of Incorporation were an Exhibit to the Declaration originally recorded at Official Records Book 2959, Page 644 et seq., of the Public Records of Sarasota County, Florida) were approved and adopted at the Special Membership Meeting held on November 1, 2023, and reconvened on January 17, 2024, by the affirmative vote of the majority of the votes of the Master Association Membership present and voting in person or by proxy, which is sufficient for adoption under Article IX of the Articles of Incorporation.

DATED this 22 day of April, 2024.

Witnesses:

[Signature]
Corey Kline
Rebekah Sobotka
Rebekah Sobotka

LAUREL LAKES ASSOCIATION, INC.

By: [Signature]
Julie Szymczak, President

[Signature]
Corey Kline
Rebekah Sobotka
Rebekah Sobotka

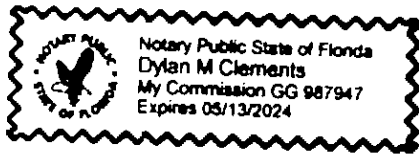
Attest: [Signature]
Marlene Koach Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22 day of April, 2024, by Julie Szymczak, as President of Laurel Lakes Association, Inc., on behalf of the corporation. She is personally known to me or has produced NA as identification.

NOTARY PUBLIC



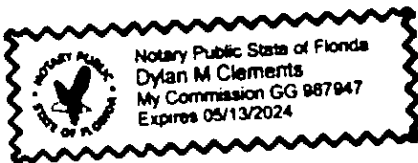
Sign Dylan M. Clements
Print Dylan Clements
State of Florida at Large (Seal)

My Commission expires: 5/13/24

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22 day of April, 2024, by Marylene Roach, as Secretary of Laurel Lakes Association, Inc., on behalf of the corporation. He/She is personally known to me or has produced NA as identification.

NOTARY PUBLIC



Sign Dylan M. Clements
Print Dylan Clements
State of Florida at Large (Seal)

My Commission expires: 5/13/24