

N99 000000960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

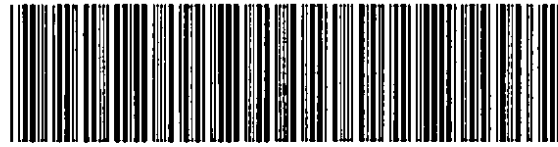
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700391332547

07/21/22--01006--015 **43.75

FILED
2022 JUL 21 AM 9:27
TALLAHASSEE, FLORIDA

OCT 19 2022

CHAD M. McCLENATHEN, P.A.

Board Certified Real Estate Attorney
Board Certified Condominium & Planned Development Law Attorney

783 South Orange Avenue, Suite 210
Sarasota, FL 34236
Telephone: 941-552-1088

Email: chad@mcclenathenlaw.com
Web: www.mcclenathenlaw.com
Fax: 941-894-1096

July 19, 2022

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

Re: Filing Amended and Restated Articles of Incorporation for Grand Bay/LBK IV 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 my office. Please contact my office if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

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

FILED
2022 JUL 21 AM 9:21
TALLAHASSEE FLORIDA

WHEREAS, the original Articles of Incorporation of Grand Bay/LBK IV Association, Inc. were filed with the Florida Department of State on February 15, 1999, and

WHEREAS, the Articles of Incorporation were amended and restated in effective February 11, 2008, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than a majority of the entire membership of the Board of Directors, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than two-thirds of the Voting Interests of the Members of the Association participating at a duly noticed and convened Membership meeting held on April 13, 2022, 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 IV Association, Inc.

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

The name of this corporation shall be Grand Bay/LBK IV Association, Inc., hereinafter referred to as Association. The principal office of said corporation shall be located at 3050 Grand Bay Boulevard, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of the Condominium known as Grand Bay IV, a Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE III
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles.

**ARTICLE IV
MEMBERS**

All persons owning legal title to any of the Units in the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be Members. Membership shall terminate automatically and immediately as a Member's vested interest in the record legal title terminates, except that upon termination of the entire Condominium project, the Membership shall consist of those who were Members at the time of each conveyance of the respective Units to the Association, or its designee.

After the Association approves of a conveyance of a Unit as provided in the Declaration of Condominium, the new Unit Owner shall deliver to the Association a copy of the recorded deed or other instrument of conveyance.

**ARTICLE V
VOTING RIGHTS**

Each Unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one Unit or that Units may be combined and occupied by one Owner.

**ARTICLE VI
INCOME DISTRIBUTION**

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

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 3050 Grand Bay Boulevard, Longboat Key, Florida 34228, and the registered agent at such address shall be Argus Property Management, Inc. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

**ARTICLE VIII
EXISTENCE**

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

**ARTICLE IX
BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

**ARTICLE X
BYLAWS**

The Bylaws of this corporation may be amended, altered, or rescinded in the manner provided in such Bylaws.

**ARTICLE XI
AMENDMENTS**

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

- A. 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.
- B. 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 Voting Interests of the Association.
- C. 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 a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds of the Voting Interests of those Members participating at a duly noticed and convened Membership meeting.
- D. 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**

- A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any 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 the indemnitee 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 the 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 was 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 the conduct was unlawful. It is the intent of the Membership, by adoption of this provision, to provide the most comprehensive indemnification possible to the officers, directors and committee members as permitted by Florida law.

- B. Expenses. 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 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

- C. Advances. 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 the person is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.

- D. 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 Bylaw, 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.

- E. 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 a director, officer, or committee member and incurred in any such capacity, or arising out of the 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.

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 15 day of July, 2022.

Grand Bay/LBK IV Association, Inc.

David Bennet Ross, President
By: David Bennet Ross, President

July 15, 2022

ALL INTERESTS SERVICED
092 JUL 21 AM 9:27
10:30