

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
KEVIN L. EDWARDS, ESQ.
BECKER & POLIAKOFF, P.A.
630 S. ORANGE AVENUE
SARASOTA, FL 34236

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PELICAN HARBOUR AND BEACH CLUB ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Pelican Harbour and Beach Club Association, Inc. were filed with the Florida Department of State on December 19, 1972, and

WHEREAS, the Articles of Incorporation have been amended from time to time by documents filed with the Florida Department of State, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, but do not change the qualifications for membership, voting rights of members or the requirement that Association property be held in trust for the members, which amendments were duly approved by not less than seventy-five (75%) percent of the entire membership at a membership meeting held on APRIL 11, 2002.

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

WHEREAS, not less than seventy-five (75%) percent of the entire membership of the Board of Directors approved the amendments and voted to integrate all the provisions of the original Articles, the prior amendments, and the recently adopted amendments into one instrument at a duly noticed and convened Board meeting held on the 11 of APRIL, 2002.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Pelican Harbour and Beach Club Association, Inc.

(Substantial rewrite. See original Articles and prior amendments for current text.)

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

The name of this corporation shall be PELICAN HARBOUR AND BEACH CLUB ASSOCIATION, INC., hereinafter referred to as Association. The principal office of said corporation shall be located at 4234 Gulf of Mexico Drive, Longboat Key, Florida. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE II
PURPOSES**

PURPOSES: The purposes of this corporation shall be the operation and management of the affairs and property of the condominium known as PELICAN HARBOUR AND BEACH CLUB, A CONDOMINIUM, located in Manatee County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida 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 Florida 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 a vested present interest in the fee title to any of the apartments of the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of the termination.

After the Association approves of a conveyance of a condominium apartment as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

**ARTICLE V
VOTING RIGHTS**

The members of the Association are entitled to one (1) vote for each apartment owned by them. The total number of votes is equal to the total number of apartments. The vote of an apartment is not divisible.

**ARTICLE VI
PROPERTY, AND INCOME DISTRIBUTION**

All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 630 S. Orange Avenue, Sarasota, Florida 34236 and the registered agent at such address will be Becker & Poliakoff, P.A.

**ARTICLE VIII
EXISTENCE**

TERM OF EXISTENCE: The term for which this association is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE IX
INITIAL SUBSCRIBERS**

NAMES AND RESIDENCES

OF SUBSCRIBERS: The names and residences of the initial subscribers to the Articles were:

NAME

RESIDENCE

John C. Dent, Jr.
H.A. Ross
J. Geoffrey Pflugner

1834 Main Street, Sarasota, FL 33577
1834 Main Street, Sarasota, FL 33577
1834 Main Street, Sarasota, FL 33577

**ARTICLE X
BOARD OF DIRECTORS**

OFFICERS AND DIRECTORS: The affairs of this association shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

**ARTICLE XI
BYLAWS**

BY-LAWS: The By-Laws of this association may be amended, altered or rescinded in the manner provided in the Declaration of Condominium and Bylaws.

**ARTICLE XII
AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association. 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 the Board of Directors or by not less than twenty (20%) percent of the apartment owners 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 a majority of the apartment owners at any annual or special meeting, or by approval in writing by a majority of the apartment owners without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.

- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Manatee County, Florida.

**ARTICLE XIII
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 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 the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their 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 in Article XIII(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.

C. Advances. Expenses including attorney's fees incurred in defending a claim or a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such claim, action, suit or proceedings upon receipt of an undertaking in an amount equal to the amount, or in a greater amount of the advance as determined by the Board of Directors, 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 XIII, 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 by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent 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 such person and incurred by such person in any such capacity, or arising out of that person's status as such, or arising out of such person's capacity, whether or not the Association would have the power to indemnify that person against such liability under the provisions of this Article. Notwithstanding anything in this Article XIII to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

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

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified by the Board of Directors.

PELICAN HARBOUR AND BEACH CLUB ASSOCIATION, INC.

Patricia Richmond
Witness Signature

BY: Sheldon Kahn
President

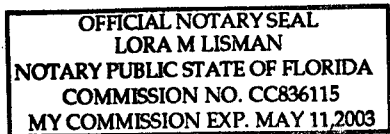
Printed Name
Patricia Richmond
Witness Signature

BY: Martin Fiderer
Secretary

Printed Name

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23rd day of April, 2002 by Sheldon Kahn, as President and Martin Fiderer, as Secretary of PELICAN HARBOUR AND BEACH CLUB ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or who have produced FL DL as identification. If no type of identification is indicated, the above-named persons are personally known to me.



Lora M Lisman
Notary Public
State of Florida
My Commission Expires