

This instrument prepared by:
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF LEMON BAYVIEW VILLAS CONDOMINIUM ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

That heretofore, LEMON BAYVIEW VILAS CONDOMINIUM ASSOCIATION, INC., was formed by the recording of the Declaration of Condominium of Lemon Bayview Villas, a Condominium (the "Original Declaration"), in Official Records Book 923, Pages 1151 et seq. in the Public Records of Charlotte County, Florida.

These are the Amended and Restated Articles of Incorporation of Lemon Bayview Villas Condominium Association, Inc. The original Articles of Incorporation, and a subsequent amendment to same, were together recorded as Exhibit "E" to the Original Declaration. Lemon Bayview Villas Condominium Association, Inc., has been organized pursuant to Chapter 718, Florida Statutes, for the maintenance, operation, and management of the Lemon Bayview Villas community, located in Charlotte County, Florida.

Pursuant to Section 718.112, Florida Statutes, the Articles of Incorporation of Lemon Bayview Villas Condominium Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Lemon Bayview Villas Condominium Association, Inc. (the "Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

I. NAME

The name of the corporation shall be LEMON BAYVIEW VILLAS CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as "the Association."

II. GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Lemon Bayview Villas, located in Charlotte County, Florida, and to perform all acts provided in the Original Declaration of said Condominium, originally recorded at Official Records Book 923, Pages 1151 et seq. of the Public Records of Charlotte County, and pursuant to Chapter 718, Florida Statutes as amended from time to time ("the Condominium Act").

III. POWERS

3.1 **Powers:** The Association, by and through its Board of Directors (the "Board"), 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 Association's Declaration and Bylaws, including, but not limited to the following:

- a. To make, amend, and collect annual and special assessments against members as unit owners to defray the cost, expenses, and losses of the Condominium, and to make special assessments against unit owners for the costs of repairs which are the responsibility of the unit owners, as provided in the Declaration.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace, and operate the Condominium Property, which right shall include the irrevocable right to access each unit during reasonable hours as may be necessary for such maintenance, repair, or replacement of any of the Common Elements accessible therein or there from, or for making an emergency repair therein that may be necessary to prevent damage to the Common Elements, or to another unit or units.
- d. To purchase insurance upon the Condominium Property, and insurance for the protection of the Association and its members as unit owners.
- e. To reconstruct the improvements after casualty and to further improve the Condominium Property.
- f. To make and amend reasonable rules and regulations regulating the use of the Condominium Property, including but not limited to the units.
- g. To approve or disapprove the transfer, ownership, and lease of units in the Condominium, as provided in the Declaration.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, the Bylaws, and the Rules and Regulation for the use of the Condominium Property.
- i. To levy fines or to otherwise seek legal recourse for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws, or the Rules and Regulations, all as set forth in the Bylaws.
- j. To contract for the management of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties, except such powers and duties as are specifically required by the Declaration and/or the Condominium Act to have the approval of the Board or the membership.
- k. To employ personnel or contract with vendors to perform the services required for proper operation of the Condominium.
- l. To pay taxes and assessments which are liens against any part of the Condominium, other than the individual units, unless the individual unit or units are owned by the Association, and to assess the same against the unit and the owner of the unit which is subject to such liens.
- m. To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage, and convey the same.
- n. To enter into agreements for construction of recreation facilities, buildings, or master cable or internet service systems, and other amenities or facilities for the benefit

of the unit owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease, or otherwise provide security for the repayment of said funds.

3.2 Emergency Powers: In the event of an emergency as defined by Section 718.1265, Florida Statutes, the Board may exercise the emergency powers and any other powers authorized by the provisions of that Section, as amended from time to time.

IV. MEMBERS

The members of the Association shall consist of all persons owning a condominium unit in Lemon Bayview Villas Condominium as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Charlotte County, Florida. In the event a unit is owned by a legal entity other than a natural person, the officer, director, manager, partner, or other official so designated by such legal entity shall exercise its membership rights. Membership in the Association shall terminate automatically and immediately as a member's interest in the title terminates.

Each change of membership in the Association shall be established by both securing the approval of the Association as required by the Declaration, and delivery by the title owner to the Secretary or Association management of a copy of the recorded deed or other instrument of conveyance.

The share of a member in the funds and assets of the corporation cannot be assigned or transferred in any manner except as an appurtenance to his unit.

V. VOTING RIGHTS

Each condominium unit shall be entitled to one (1) vote at Association meetings, notwithstanding that the same owner may own more than one (1) unit. The manner of exercising voting rights shall be determined by the Bylaws.

VI. EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

VII. REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 5095 N. Beach Rd., Englewood, FL 34223. The Association's Registered Agent is currently Duke Professional Management LLC, 3061 Quincy Rd., Venice, FL 34293. The Board may change the Association's registered agent and office in the manner provided by law.

VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of three Directors. Directors must be Unit Owners, or persons representing the rights of a Unit Owner who is not a natural person, and therefore members of the Association.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by the Condominium Act. Directors may be removed and

vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Condominium Act.

IX. OFFICERS

The affairs of the Association will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board. The Board shall elect from its members a President, Vice President, Secretary, Treasurer, and other such officers they shall deem desirable, consistent with the Bylaws. A Director may hold two (2) officer positions, except that the President may not also be the Secretary.

X. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorneys' fees reasonably incurred by or imposed upon them in connection with any legal or administrative proceeding to which they may become involved by reason of them being or having been a director or officer of the Association, whether or not they are a director or officer at the time of the expenses, unless the director or officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of their duties; provided that, in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursements as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such director or officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

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

XI. BYLAWS

The Bylaws of the Association may be amended, altered, or rescinded by the Association in the manner provided by the Bylaws.

