

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GULF HAVEN OWNERS ASSOCIATION, INC.**

NOTE – THE ORIGINAL ARTICLES OF INCORPORATION HAVE BEEN COMPLETELY REPLACED BY THESE ARTICLES. PLEASE SEE ORIGINAL ARTICLES AND AMENDMENTS THERETO FOR EXISTING TEXT.

WHEREAS, the original Articles of Incorporation of GULF HAVEN OWNERS ASSOCIATION, INC. were filed with the Florida Department of State on April 14, 1969, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles which amendments were duly approved by not less than two-thirds (66.7%) of the entire membership of the Association by vote at a duly noticed and convened membership meeting held April 27, 2001; and

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

WHEREAS, not less than two-thirds (66.7%) of the entire membership of 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 April 27, 2001.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of GULF HAVEN OWNERS ASSOCIATION, INC.

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

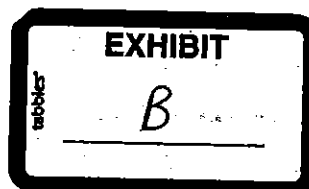
The name of this corporation is GULF HAVEN OWNERS ASSOCIATION, INC., hereinafter referred to as the Association. The principal office of said corporation is located at 5860 Midnight Pass Road, Sarasota, Florida 34242. The Directors of the Association may change the location of the principal office of 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 GULF HAVEN, A CONDOMINIUM, located in Sarasota 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, the Declaration of Condominium, these Articles and the Bylaws of the corporation all 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 condominium units of 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 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 each conveyance of the respective units to the Association, or its designee, as provided in said Declaration of Condominium.

After the Association approves of a conveyance of a condominium unit 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**

Each condominium 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 joined together and occupied by one owner.

**ARTICLE VI  
INCOME DISTRIBUTION**

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

**ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent of the Association shall be the firm of Becker & Poliakoff, P.A., 630 South Orange Avenue, Sarasota, Florida, 34236, and the representative at such address will be Kevin L. Edwards, Esq. The Board may change the registered office and registered agent from time to time as permitted by law.

**ARTICLE VIII  
EXISTENCE**

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

**ARTICLE IX  
BOARD OF DIRECTORS**

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

**ARTICLE X  
BYLAWS**

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

**ARTICLE XI  
AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a two-thirds (66.7%) 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 voting interest 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 two-thirds (66.7%) of the total voting interests at any annual or special 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, or by approval in writing by a two-thirds (66.7%) of the total voting interests without a 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 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 XII (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 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 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 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 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 XII to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.