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**PROPOSED
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

ROYAL PALM HARBOR ASSOCIATION
A Corporation Not for Profit under the Laws of Florida

*[Substantial Rewording of the Articles of Incorporation. See existing
Articles of Incorporation for present text.]*

These are the Articles of Incorporation of ROYAL PALM HARBOR ASSOCIATION, a not-for-profit corporation under Chapter 617 of the Florida Statutes:

ARTICLE I. NAME

The name of the corporation shall be ROYAL PALM HARBOR ASSOCIATION (herein "Association").

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal office and place of business of the Association shall be 2831 Ringling Blvd, Bldg B, Ste 203D, Sarasota, Florida 34237. The Association Board of Directors may change the location of the principal office of the Association and its mailing address from time to time as provided by law.

ARTICLE III. DURATION

The term of existence of the Association shall be perpetual or until dissolved by appropriate legal proceedings.

ARTICLE IV. PURPOSE

By way of explanation and not limitation, the purposes for which the Association is organized are:

(a) To be and constitute the Association to which reference is made in the Restrictions, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Restrictions, these Articles of Incorporation and the Bylaws of the Association (herein “the Governing Documents”) as provided by law; and

(b) To be a civic society not for profit to provide for community, social, recreational and protective projects for the benefit of its Members.

ARTICLE V. POWERS

The powers of the Association shall include but not be limited to the following:

(a) To own and maintain Property, real and personal, which is necessary or incidental to the attainment of its corporate purposes; and

(b) To contract for, to buy and sell services and Property necessary or incidental to the attainment of its corporate purpose.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations organized under the provisions of Chapter 617, Florida Statutes.

ARTICLE VI. QUALIFICATIONS OF MEMBERSHIP

The membership of the corporation shall be comprised of persons owning real Property in the Royal Palm Harbor Subdivision as per Plat thereof recorded in Plat Book 9, at page 68 of the Public Records of Sarasota County, Florida, and all persons who now own or hereafter acquire ownership to any of the foregoing Properties shall be eligible for membership in this corporation subject to the Bylaws of the corporation, provided however, that membership of any Member of this corporation will cease upon such Member disposing of all of his ownership in any of the foregoing described Properties.

The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party’s duty and obligation to so inform the Secretary in writing, giving his or her name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of Members of the Association maintained by him or her and shall be entitled to rely upon the Association’s records until notified in writing of any change in ownership.

ARTICLE VII. VOTING RIGHTS

Each Lot in the Subdivision shall be entitled to one vote (1) in all Association matters submitted to the membership, and the Owner of the Lot shall be entitled to cast the vote in his or her discretion.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board as provided in the Bylaws, who shall be elected by the membership as provided in the Bylaws.

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association indemnifies any Director or officer made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings:

(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 completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, officer, or agent of the Association. Such indemnification shall include indemnification against expenses (including, without limitation, reasonable attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the indemnified person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, such person had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association, unless, and then only to the extent that, the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as such court shall deem proper. The termination of any action, suit, or proceeding 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 or she 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 or her conduct was unlawful.

(b) Approval. Any indemnification under paragraph (a) above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that

indemnification is proper under the circumstances because the person requesting indemnification has met the applicable standard of conduct set forth in paragraph (a) above. Such determination shall be made (i) by majority vote of the Members of the Board who were not parties to such action, suit, or proceeding, if sufficient to constitute a quorum, or (ii) if a quorum of the Board is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, in a written opinion rendered by independent legal counsel engaged by the Association, or (iii) by a majority vote of the voting interests of the Members.

(c) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in any specific case upon receipt of a written agreement by or on behalf of the affected Director, officer, employee, or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this Article.

(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 by law, under the Bylaws, or pursuant to any 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, employee, or agent of the Association, as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE X. REGISTERED AGENT

The street address of the registered office of this corporation is 2831 Ringling Blvd, Bldg B, Ste 203D, Sarasota, Florida 34237 and the name of the Registered Agent of this corporation at that address is Julie Trimpe. The Association 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 of Incorporation may be amended 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 a proposed amendment is considered.

(b) A resolution adopting an amendment may be proposed by either the Board of the Association or by ten percent (10%) of the Members of the Association petitioning for a membership meeting. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in his absence, and a Meeting of the Members of the Association shall be called not later than sixty (60) days from the receipt by him of the proposed amendment or amendments. Except as elsewhere provided, an amendment must be approved by a majority of the total votes of the Association membership.

(c) A copy of each amendment shall be recorded in the Public Records of Sarasota County, Florida. Amendments to these Articles of Incorporation shall become effective upon recordation unless a later effective date is specified therein.

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 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.