

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIRD KEY IMPROVEMENT ASSOCIATION, INC.

~~This is to certify that the Articles of Restatement of Bird Key Improvement Association, Inc., a Florida not for profit corporation, document number 700165, duly adopted by the board of directors of the corporation, are hereinafter set forth.~~

ARTICLE I

The name of this corporation is BIRD KEY IMPROVEMENT ASSOCIATION, INC., and the street address of its principal office is 100 Bird Key Drive, Sarasota, Florida.

ARTICLE II

The purposes for which this corporation is organized ~~is~~are the following:

- A. To preserve and enhance the natural beauty of the properties of the members of this corporation.
- B. To present a united effort for its members in the advancement of the civic welfare of the community in which its members are located, particularly in protecting the properties of the members of the corporation in the residential section of Bird Key Subdivision of Sarasota, Florida.
- C. To require the deed restrictions and zoning ordinances in Bird Key Subdivision are duly enforced.
- D. To make available to the members of the corporation facilities for the enjoyment of all properties herein mentioned, and to promote health, welfare, pleasure, recreation and entertainment.
- E. To acquire, hold, mortgage, lease, sell, transfer or convey property, both real and personal, to any extent deemed advisable for maintaining and advancing the cultural, civic and non-divided objectives of the corporation, and to grant all rights and privileges to the members of said corporation pursuant to the statutes made and provided, and all acts amendatory thereof.
- F. To assess against the property owners within Bird Key Subdivision maintenance fees for the preservation and maintenance of the properties, and to enforce payment thereof by litigation.
- G. Acting through its Board of Directors, its president and other officers, subject to the powers and restrictions of the Certificate Articles of Incorporation and its Bylaws, to do all such acts as are necessary or convenient to the attainment of

the objects and purposes set forth, and the same extent and as fully as any natural person might or could do.

- H. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities, and pursuing any and all of the objects and purposes set forth in this Certificate of Incorporation, and not prohibited by the laws of the State of Florida.
- I. To have offices and promote and carry on its objects and purposes within or without the State of Florida, in other states, the District of Columbia, the territories or colonies of the United States.
- J. In general, to have all powers conferred upon corporations by the laws of the State of Florida, except as prohibited herein, or by the Bylaws of this corporation or the laws of the State of Florida.

ARTICLE III

The membership of this corporation shall consist of not more than five hundred eleven (511) regular members, and such other classes of members, as the Bylaws shall from time to time provide. The rights and obligations of members shall be provided in the ~~Certificate~~ Articles of Incorporation, the Bylaws, and by rules and regulations of the Board of Directors.

Applicants for membership and members shall comply with qualifications that may be prescribed in the ~~Certificate~~ Articles of Incorporation, the Bylaws or by the Board of Directors.

A regular member must hold a freehold estate in one or more lots of Bird Key Subdivision according to the plat thereof recorded in the Public Records of Sarasota County, Florida, solely or with other persons or entities as joint tenants, tenants-in-common, or tenants by the entirety. If title to a lot in Bird Key Subdivision is vested in more than one person or entity, only one of such persons or entities shall be a regular member. All voting rights of the membership of the corporation shall be vested exclusively in the regular members. The number of votes of all regular members of the corporation shall not exceed five hundred eleven (511). An entity may be, but is not limited to, a corporation, trust, partnership or LLC.

On each matter coming before a membership meeting, each regular member may cast a number of votes equal to the number of entire Bird Key Subdivision lots, the title to which is held by such member. A regular member holding title to a fractional lot of Bird Key Subdivision, as platted, shall not be entitled to a fractional vote therefor.

Fifteen percent (15%) of the voting interests of all regular members present in person

or by proxy shall constitute a quorum at any membership meeting.

Each regular member of the corporation shall receive a duly executed certificate evidencing such membership. Each certificate and the membership evidenced thereby shall be valid only when held by the member and registered on the books of the corporation in the name of the member. The Certificate of Incorporation and the Bylaws as adopted, and as each may be from time to time thereafter amended, shall be an essential part of the contract between the corporation and the member, and each member shall be subject to all of the terms thereof.

A transfer of membership may be effected only by cancellation of the transferor's certificate and issuance of a new membership certificate to the transferee. A regular membership shall be terminated when the member no longer meets the requirements for membership set forth in this Certificate of Incorporation or as may be provided in the Bylaws. Upon termination, the membership shall be cancelled on the records of the corporation and thereafter the certificate evidencing the membership shall be null and void.

Assessments against regular or other members may be levied and collected by the Board of Directors as provided in the Bylaws of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and addresses of the original subscribers hereto are the following:

~~988 S. Federal Highway Boca Raton, Florida~~

~~988 S. Federal Highway Boca Raton, Florida~~

~~314-316 John Mingling Boulevard~~ John Laurie, President

653 N. Owl Dr.

~~Sarasota, Florida~~ FL 34236

Sonya Goldwasser, Secretary

506 N. Spoonbill Dr.

Sarasota, FL 34236

ARTICLE VI

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as may be provided in the Bylaws.

~~John H. Weir A. T. Knight Fred Berger~~ 3

The offices of Secretary and Treasurer may be held by the same person. The President and Vice Presidents provided for in the Bylaws shall be elected by the Board of Directors from their number at the annual meeting, as provided in the Bylaws. At the same meeting, a Secretary-Treasurer, or a Secretary and Treasurer, and such other officers as the Bylaws may provide shall be elected. Only the President and Vice Presidents need be members of the Board of Directors or members of the corporation.

ARTICLE VII

The affairs of this corporation shall be managed by a Board of Directors which shall consist of not less than seven (7) nor more than eleven (~~i~~11) members, the determination of which, and the method by which the directors are to be elected or appointed, shall be as provided in the Bylaws.

~~No person shall be appointed or elected to the Board immediately following the termination of a full term to which he or she was elected by the members.~~

ARTICLE VIII

The Bylaws of the corporation shall be made and adopted by the first Board of Directors of the corporation. The Bylaws may be amended or altered as provided in the Bylaws.

ARTICLE IX

These Articles of Incorporation may be amended by the first Board of Directors and thereafter by the membership of the corporation as provided in the Bylaws.

ARTICLE X

The real property of the corporation shall not be sold, mortgaged or encumbered except upon approval by a majority of the members present at a duly called membership meeting and also with the approval of the Board of Directors.

ARTICLE XI

The method and manner in which this corporation may obtain funds for operation shall be as provided in its Bylaws.

ARTICLE XII

This corporation is not for profit and shall have no authority to issue capital stock. Membership in the corporation shall be upon such terms and conditions as set forth herein and as may be provided in the Bylaws. No dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers hereof; provided that upon dissolution or final liquidation, the corporation may make

such distribution to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XIII

The corporation shall indemnify and hold harmless each member or the Board of Directors and the officers of the corporation for all damages, expenses, costs and attorney's fees sustained as a result of their respective actions on behalf of the corporation in the performance of their respective duties while holding office.

ARTICLE XIV

The current registered agent for the corporation is Argus ~~property~~Property Management, whose address is 2477 Stickney Point Road, Sarasota, Florida 34231.