

RESTATED
ARTICLES OF INCORPORATION
FOR
FLAMINGO CAY ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes (1993), Flamingo Cay Association, Inc., a Florida corporation not for profit, hereby amends and restates its Articles of Incorporation which shall hereafter read as follows:

ARTICLE I. NAME

The name of this corporation is FLAMINGO CAY ASSOCIATION, INC., hereinafter referred to as the "Association". The street address for the principal office of the Association is 10112 Kingfisher Road W., Bradenton, FL 34209.

ARTICLE II. PURPOSE

The Association is organized to provide an entity to preserve, protect, and enhance the value of lots located within Flamingo Cay Subdivision, First Unit, and Flamingo Cay Subdivision, Second Unit, created pursuant to plats recorded in Manatee County, Florida, (collectively the "Subdivisions"), and to otherwise promote the quality of life offered and available to those who reside in the Subdivisions.

ARTICLE III. POWERS AND DUTIES

The Association shall have all of the common law and statutory powers, rights and duties of a corporation not for profit as

lawfully modified by these Articles of Incorporation, the Bylaws of the Association (the "Bylaws"), and that certain Amended and Restated Declaration of Restrictions, Limitations, Conditions, and Agreements for Flamingo Cay Subdivision, First Unit, and Flamingo Cay Subdivision, Second Unit, recorded in Official Records Book _____, commencing at Page _____, of the Public Records of Manatee County, Florida (the "Declaration"). The powers of the Association shall specifically include the right to enforce the provisions of the Declaration upon the terms set forth therein. The terms used in these Articles shall have the same meaning as in the Declaration.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any Member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, indemnify officers and directors of the Association in accordance with the Bylaws, confer benefits on its Members in conformity with its purposes, and make rebates of excess membership assessments.

ARTICLE V. TERM OF EXISTENCE

The Association shall exist perpetually.

ARTICLE VI. MEMBERS

Every Owner of a vested, present, fee simple interest in a Lot within the Subdivisions shall have the right to become a Member of the Association. Each Member of the Association in good standing shall be entitled to all the rights and privileges of membership as set forth in these Articles and the Bylaws. Membership in the Association shall automatically terminate when title to the Lot supporting said membership vests in another person or legal entity; provided, however, any Member who owns more than one Lot within the Subdivisions shall have the right to remain a Member of the Association so long as such Member shall retain title to any such Lot. Upon the sale of a Lot by a Member, the purchaser of such Lot shall automatically acquire the membership rights of the selling Member for the balance of the Association's current fiscal year.

ARTICLE VII. MEMBERSHIP ASSESSMENTS

To remain a Member of the Association, the Owners of a Lot are obligated to pay an annual membership assessment. The amount of the annual membership assessment and the due date shall be determined at the annual meeting of the Board. If the Owner(s) of a Lot fail to pay the annual membership assessment by the date established for such payment by the Board, such Owner(s) shall automatically ^{lose} ~~lose~~ all rights and privileges of membership. For the Owner(s) of a Lot to reinstate membership in the Association, such Owner(s) must pay all unpaid annual assessments charged to the Owner(s) of the Lot since January 1, ~~1994~~.

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ARTICLE VIII. VOTING RIGHTS

Each Member of the Association in good standing shall have the right to vote on all matters which are required or permitted to be presented to the membership for determination. Each Member, or Members collectively if a Lot is owned by more than one Member, shall be entitled to cast one vote for each Lot owned. Such vote shall be cast by the person designated as Voting Representative pursuant to the Bylaws.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by the Board of Directors (the "Board").

Section 2. The Association shall have seven (7) directors initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Each director shall be elected and shall hold office as provided in the Bylaws. Any vacancies on the Board shall be filled in the manner described in the Bylaws. All directors must be Members of the Association in good standing. Directors may also serve as officers of the Association.

ARTICLE X. OFFICERS

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board), a Secretary and a Treasurer. Such other

officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided by the Bylaws. One Member can hold more than one office.

Section 2. The officers shall be elected at each annual meeting of the Board or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, disqualification, removal from office or death. All officers must be Members of the Association in good standing.

Section 3. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE XI. BYLAWS

The conduct of the affairs of the Association shall be limited by the various provisions of the Bylaws, including but not limited to provisions creating, dividing, limiting, and regulating the powers of the Association, the directors, and the Members. The power to adopt, amend or repeal Bylaws of the Association shall be vested in the Board of Directors or the membership as provided in the Bylaws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended at any regular or special membership meeting at which a quorum is present, by approval of not less than two-thirds of the Voting Representatives

of the Association who are present at such meeting. Amendments
shall be filed with the Florida Secretary of State as required by
law. ✓

IN WITNESS WHEREOF, these Restated Articles of Incorporation
are hereby executed by the President of the Association this _____
day of _____, 1994.

Signed, sealed and delivered
in the presence of:

_____, President
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this
_____ day of _____, 1994, by _____
_____ the President of Flamingo Cay Association,
Inc., a Florida corporation not for profit, on behalf of the
Corporation. He/she is personally known to me or has produced
_____ as identification and
(did/did not) take an oath.

Notary Signature

Typed, Printed or Stamped Notary Signature

My commission expires:

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