

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROTHMOOR ESTATES CONDOMINIUM ASSOCIATION, INC.

~~These This Amended and Restated Articles of Incorporation document constitutes amend and restate~~ the Amended Articles of Incorporation of ROTHMOOR ESTATES CONDOMINIUM ASSOCIATION, INC., for the purpose of continuing the corporate existence of the previously merged two condominium associations under a new name for the merged associations. ~~This Amendment deletes now irrelevant references to the original developer, from whom the residents have assumed control of the corporation.~~

ARTICLE I

NAME

The name of the corporation shall be ROTHMOOR ESTATES CONDOMINIUM ASSOCIATION, INC. ~~Originally Prior to this Amendment,~~ there were two condominium associations which were merged by instrument filed with the Secretary of State on May 11, 1973. At that time, the Merger Agreement continued the name of the first of the two associations: ROTHMOOR ESTATES CONDOMINIUM NO. ONE, INC. By separate Amendment, the latter name was changed to ROTHMOOR ESTATES CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

PURPOSE

(1) The purpose for which the renamed Association exists, and for which its predecessors were organized, is and was to provide an entity under the Condominium Act, for the operation of the existing two condominiums: ROTHMOOR ESTATES CONDOMINIUM NO. ONE, INC., and ROTHMOOR ESTATES CONDOMINIUM NO. TWO, INC. and after successful merger of the two condominiums, the operation of ROTHMOOR ESTATES CONDOMINIUM, a single, merged condominium. The subject condominium complex is located in Largo, Pinellas County, Florida. The condominium complex consists of eighty-four (84) condominium units, originally developed as part of two separate condominiums. The renamed Association has managed both condominiums, purchased the recreational facility used by residents of both condominiums and is effectuating a merger of the two condominiums, which includes submission of the recreational areas to the condominium form of ownership in the interest of all of the residents of the complex.

(2) The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

(1) The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

(2) The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following;

(a) To make and collect assessments against members as unit ~~apartment~~ owners to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) The maintenance, repair, replacement and operation of the condominium property.

(d) The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as unit ~~apartment~~ owners.

(e) The reconstruction of improvements after casualty and the further improvement of the property.

(f) To make and amend reasonable regulations respecting the use of the property in the condominium, ~~provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.~~

(g) To approve or disapprove the transfer, lease mortgage and ownership of units ~~apartments~~ as may be provided by the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

(i) To contract for the management of the condominium and the maintenance, repair and operation of the condominium property, and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors ~~of~~ or the membership of the Association.

(j) To levy reasonable fines for the failure of the owner of the unit or its occupant, licensee, or invitee to comply with any provision of the Declaration, the By-Laws, or the Rules and Regulations. ~~(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.~~

(k) ~~(j)~~ To employ personnel to perform the services required for proper operation of the condominium.

(3) The Association shall have the power to purchase a unit ~~an apartment~~ of the condominium.

(4) All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

(5) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

MEMBERS

(1) The members of the Association shall consist of all the record owners of units ~~apartments~~ in the condominium and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

(2) After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Pinellas County, Florida, a deed or other instrument establishing a record title to a unit ~~an apartment~~ in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(3) The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her unit ~~apartment~~.

(4) The owner of each unit ~~apartment~~ shall be entitled to only ~~at least~~ one vote as a member of the Association. The exact number of votes to be cast by owners of a unit ~~an apartment~~ and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

(1) The affairs of the association will be managed by a board consisting of the number of directors determined by the By-Laws, ~~but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.~~ Directors must be members of the Association. If there is more than one record owner of a single unit, only one owner may serve on the Board of Directors at a time.

(2) Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

(3) The initial ~~current~~ directors, named below, shall serve until the next election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors:

<u>NAME</u>	<u>ADDRESS</u>
JEAN G. ANDREWS (At-Large)	403 Mindy Drive Largo, Florida 33541

DOROTHY ELDER	604 Mindy Drive Largo, Florida 33541
ALLEN J. EMRICK	501 Cara Court Largo, Florida 33541
SIDNEY R. JANOW	1205 Cara Drive Largo, Florida 33541
WALTER JOHNSON (At-Large)	104 Mindy Drive Largo, Florida 33541
REX SANDE (At-Large)	705 Mindy Drive Largo, Florida 33541
VIRGINIA L. STEALEY	1006 Cara Drive Largo, Florida 33541

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the initial ~~current~~ officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ALLEN J. EMRICK	501 Cara Court Largo, Florida 33541	President
SIDNEY R. JANOW	1205 Cara Drive Largo, Florida 33541	Vice President
VIRGINIA L. STEALEY	1006 Cara Drive Largo, Florida 33541	Treasurer
DOROTHY ELDER	604 Mindy Drive Largo, Florida 33541	Secretary

ARTICLE VII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS

The ~~present~~ By-Laws of the Association ~~shall continue in existence, but~~ may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENT

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(1) 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.

(2) A ~~resolution for the adoption of a~~ proposed amendment may be proposed either by a majority of the Board of Directors or by a petition signed by at least twenty-five percent (25%) of the members of the Association. ~~Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such~~

~~approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, a proposed amendment (a) such approvals must be approved by not less than 75% of the entire membership of the Board of Directors and by not less than sixty-five percent (65%) 75% of the votes of the entire membership of all Members of the Association, in person or by proxy, at any meeting of the Members duly called for such purpose pursuant to the By-Laws; or~~

~~(b) By not less than 80% of the voters of the entire membership of the Association.~~

~~(c) Provided, however, that (3) However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.~~

(4) A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Pinellas County, Florida.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers of ~~these the~~ Amended Articles of Incorporation ~~were~~ are the original current officers, who also certified ~~certify~~ by their signatures hereto, that the requisite approvals were secured for the filing and recording of this document as ~~and for~~ the Amended Articles of Incorporation for the renamed condominium Association. These Amended Articles have been approved as provided for in the Articles of Incorporation.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 2nd day of January, A. D. 1979.

/s/
Allen J. Emrick - President

/s/
Sidney R. Janow - Vice President

/s/
Virginia L. Stealey - Treasurer

/s/
Dorothy Elder - Secretary