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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

ALAMEDA ISLES HOMEOWNERS ASSOCIATION, INC.

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

The owners of proprietary leases (herein, "the Shareholders") in ALAMEDA ISLES HOMEOWNERS COOPERATIVE (herein, "the Cooperative"), located in Sarasota County, Florida by these Articles of Incorporation associate themselves as a corporation not for profit, under Chapter 617, Florida Statutes, as amended, as a Cooperative Association under Chapter 719, Florida Statutes, as amended (collectively herein, "the Acts"). The original Articles of Incorporation were filed with the Secretary of State on February 21, 1985.

ARTICLE 1. NAME

The name of the Corporation shall be ALAMEDA ISLES HOMEOWNERS ASSOCIATION, INC. (herein, "the Corporation").

ARTICLE 2. DURATION

The term of the Corporation shall be perpetual.

ARTICLE 3. PURPOSE

The purpose for which the Corporation is organized is to provide an entity pursuant to Chapter 719, Florida Statutes (herein, "the Cooperative Act"), for the operation of ALAMEDA ISLES HOMEOWNERS COOPERATIVE pursuant to Chapter 719, Florida Statutes.

ARTICLE 4. POWERS

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

(A) COMMON LAW AND STATUTORY POWERS. The Corporation shall have all the common law and statutory powers of a corporation not for profit not in conflict with these Articles of Incorporation or the Cooperative Act.

(B) SPECIFIC POWERS. The Corporation shall have all the powers and duties set forth in the Cooperative Act and the Bylaws of the Corporation, if not inconsistent with the Cooperative Act, as it may be amended from time to time, including but not limited to, the following:

(1) To make and collect fees, charges and assessments against the members as Shareholders to defray the expenses and losses of the Corporation.

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

(3) To purchase insurance upon the cooperative property and insurance for the protection of the Corporation and its members as Shareholders.

(4) To reconstruct improvements after casualty and further improve the property.

(5) To make and amend reasonable rules regarding the use and occupancy of the lots and dwellings thereon and common elements of the Cooperative; provided however, that no such rule or amendment shall conflict in any regard with the rights of Shareholders provided in the Cooperative Act or the Bylaws of the Corporation.

(6) To approve or disapprove the transfer, mortgage and ownership of lots.

(7) To enforce by legal means the provisions of the Cooperative Act, these Articles, the Bylaws of the Corporation and the rules of the Corporation.

(8) To contract for management and maintenance of the cooperative property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and restrictions, promulgation of rules and execution of contracts on behalf of the Corporation.

(9) To employ personnel to perform the services required for proper operation of the Cooperative.

(C) All funds and the titles of all properties acquired by the Corporation, and their proceeds, shall be held in trust for the Shareholders in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Corporation and the form of Proprietary Lease evidencing ownership.

(D) The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws.

ARTICLE 5. MEMBERSHIP

The Shareholders of the Corporation shall consist of the bona fide owners of proprietary leases of lots in the Cooperative who have validly obtained a membership certificate in the Corporation. After receiving approval of the Corporation required by the Bylaws, change of membership in the Corporation shall be established by the Corporation issuing a membership certificate. The owner designated by the membership certificate thus becomes a Shareholder of the Corporation and the membership of the prior owner is terminated. The membership certificate shall be appurtenant to the associated proprietary lease and shall not be separately transferred or assigned.

ARTICLE 6. DIRECTORS

(A) BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by the Board, consisting of no more than seven (7) Directors.

(B) ELECTION OF DIRECTORS. Directors of the Corporation shall be elected at the annual meetings of the Shareholders, in the manner provided by the Bylaws.

(C) REMOVAL OF DIRECTORS. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 7. OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Shareholders of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE 8. BYLAWS

The Bylaws of the Corporation may be amended in the manner provided in the Bylaws.

ARTICLE 9. AMENDMENTS

(A) AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(1) The text of a proposed amendment shall be included in or with the notice of the meeting at which a proposed amendment is considered.

(2) An amendment may be proposed either by the Board of Directors or by the Shareholders who call a special meeting of the Corporation in the manner provided in the Bylaws. Except as elsewhere provided, such approvals must be not less than a majority of the entire membership of the Board of Directors and by not less than a majority of the votes of the Shareholders; or by not less than eighty percent (80%) of the votes of the Shareholders of the Corporation.

(B) LIMITATION ON AMENDMENTS. No amendment shall be made which is in conflict with the Cooperative Act or the Proprietary Lease.

(C) CERTIFICATION. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10. SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation are as follows:

Name	Address
Harry Richards	13 N. Esplanade
Richard Satterlee	1 Savona Avenue
Darb Tobin	11 N. Buena Vista

ARTICLE 11. REGISTERED OFFICE AND AGENT

The registered office of the Corporation, until otherwise determined by the Board of Directors, shall be 16 Church Street, Osprey, Florida 34229 and the registered agent of the Corporation at that office shall be the current President of the Corporation, presently Elsie Zimmer.

ARTICLE 12. PRINCIPAL OFFICE

The initial principal office and street address of the Corporation shall be until otherwise determined by the Board of Directors, 1 Alameda Grande, Englewood, Florida 34223.