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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EXCELSIOR BEACH TO BAY OWNERS ASSOCIATION, INC.

Return to: William D. Clark, Atty  
PO Box 206  
Venice, FL 34284-0206

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on November 16, 2000, for EXCELSIOR BEACH TO BAY OWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 745965.

OFFICIAL RECORDS INSTRUMENT # 2000149375 8 PGS

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Seventeenth day of November, 2000



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EXCELSIOR BEACH TO BAY OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation Not for Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I.

Name

The name of the corporation shall be:

EXCELSIOR BEACH TO BAY OWNERS ASSOCIATION, INC.

ARTICLE II.

Principal Office

The principal office of said Corporation shall be located at 6263 Midnight Pass Road, Sarasota, Florida, 34242-2398. The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be 6263 Midnight Pass Road, Sarasota, Florida 34242-2398 and the registered agent shall be as designated by the Directors and filed with the Florida Department of State from time to time.

ARTICLE III.

Purposes

The general nature, objects and purposes of the Association are to operate for any

lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under the laws of the State of Florida.

ARTICLE IV.

Members

The members of this Corporation shall consist of owners of Condominium Units in the Condominium. Such Unit owners shall automatically become members upon acquisition of their Unit as evidenced by a recorded deed conveying such Unit to the Unit owner. Their membership shall terminate upon their ceasing to be Unit owners as evidenced by a recorded conveyance or distribution of such Unit to a third party.

ARTICLE V.

Term of Existence

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as Amended.

ARTICLE VI.

Directors

The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at Annual Meetings of the Corporation as provided in the Bylaws. Vacancies on the Board of Directors may be filled in such manner as provided by the Bylaws.

ARTICLE VII.

Amendment of Articles of Incorporation

These Articles may be amended by the affirmative vote of two-thirds (2/3rds) of the voting interests represented at a meeting at which a quorum is present, at any regular

Annual Meeting of the Corporation, or at a special meeting called for that purpose, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation, not less than fifteen (15) days prior to the regular Annual or special Meeting of the Corporation at which voting on the amendment will occur.

ARTICLE VIII.

Indemnification

The Corporation 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 or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of wilful misfeasance or wilful malfeasance in the performance of his or her duties and such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess

*Amended and Restated Articles of Incorporation*

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the membership to cover such costs. This indemnification is an absolute right, and such assessment shall be made notwithstanding any other provisions contained in here, or in the Declaration of Condominium or Bylaws to the contrary.

*(See original Articles for appropriate signatures, witnesses, jurats and exhibits.)*

*Original Amended and Restated Articles of Incorporation*

**CERTIFICATE OF AMENDMENT  
AMENDED AND RESTATED BYLAWS  
FOR  
EXCELSIOR BEACH TO BAY OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED officers of Excelsior Beach to Bay Owners Association, Inc., hereby certify that the following Amended and Restated Bylaws of Excelsior Beach to Bay Owners Association, Inc., according to said current Bylaws, was duly adopted at a membership meeting of the Association held on March 1, 2000 at which a majority of the members were present, in person or by proxy, and the number of votes cast for the amendment were sufficient for approval. In accordance with the provisions of section 718.112(1)(b), Florida Statutes (1999), this amendment shall be recorded in the public records of Sarasota County, Florida, in conjunction with the Declarations of Condominiums for all sections of Excelsior Beach to Bay Condominium, for Section One initially recorded at O.R. Book 1391, Page 2044, et seq.; for Section Two initially recorded at O.R. Book 1399, Page 0849 et seq.; for Section Three initially recorded at O.R. Book 1448, Page 2043 et seq.; for Section Four initially recorded at O.R. Book 1451, Page 1277 et seq.; for Section Five initially recorded at O.R. Book 1424, Page 0617 et seq.; for Section Six initially recorded at O.R. Book 1506, Page 0897 et seq.; for Section Seven initially recorded at O.R. Book 1492, Page 1708 et seq.; and for Section Eight initially recorded at O.R. Book 1429, Page 0121, et seq., all of the Public Records of Sarasota County, Florida.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by its authorized officers this 24<sup>th</sup> day of OCTOBER, 2000, at Sarasota, Sarasota County, Florida.

EXCELSIOR BEACH TO BAY OWNERS ASSOCIATION, INC.

CORPORATE SEAL

By: Walter R. Olson  
Its President

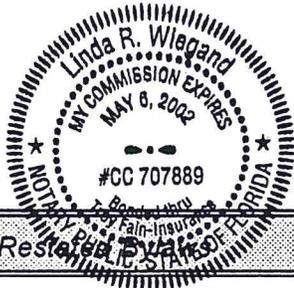
Attest: Harry Nielsen  
Its Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared WALTER R. OLSON, as President, and HARRY NIELSEN, as Secretary, of Excelsior Beach to Bay Owners Association, Inc., and acknowledged that they executed the foregoing instrument for the purposes mentioned therein, on behalf of the corporation. They are personally known to me.

WITNESS my hand and official seal the day and year first aforementioned.

NOTARY SEAL



Linda R. Wiegand  
LINDA R. WIEGAND  
Notary Public  
State of Florida at Large

Original Amended and Restated Bylaws