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Prepared by and return to:
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Clearwater, Florida 33761

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR
VILLAS DE GOLF ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Villas de Golf Association, Inc., (the "Association") held on April 5, 2011, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation for Villas de Golf Association, Inc. attached hereto as Exhibit "A", were duly adopted by the membership. The Articles of Incorporation for Villas de Golf Association, Inc., were originally recorded in Official Records Book 4718, Page 1494, Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, VILLAS DE GOLF ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 6 day of JULY, 2011.

VILLAS DE GOLF ASSOCIATION, INC.

By: Robert V. Shater
Signature
ROBERT V. SHATER
Printed Name and Title
PRESIDENT

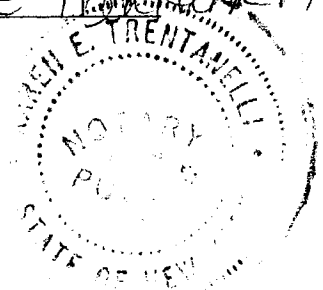
Larry Fox
Signature of Witness #1
Larry Fox
Printed Name of Witness #1
Mary J. Webster
Signature of Witness #2
Mary J. Webster
Printed Name of Witness #2

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of July, 2011, by Robert V. Shater as President of VILLAS DE GOLF ASSOCIATION, INC. on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/she is personally known to me or has produced driver LICENSE as identification.

KAREN E. TRENTANELLI
Notary Public, State of New York
No. 5006437
Qualified in Steuben County
Commission Expires January 4, 2015

Karen E. Trentanelli
Notary Public
Printed Name



ADOPTED AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR VILLAS DE GOLF ASSOCIATION, INC.

This instrument amends and restates the Articles of Incorporation of VILLAS DE GOLF ASSOCIATION, INC., which were originally filed with the Secretary of State of Florida on October 27, 1972, and as amended and recorded in Official Records Book 4718, Page 1494, of the Public Records of Pinellas County, Florida.

ARTICLE I

NAME: The name of the Corporation shall be VILLAS DE GOLF ASSOCIATION INC. The principal office of the Corporation shall be 12300 Vonn Road, Largo, Florida. For convenience this Corporation shall be referred to as the Association.

ARTICLE II

PURPOSE: The purpose for which the Association is organized is to manage, operate and maintain the Condominium known as VILLAS DE GOLF, A CONDOMINIUM, located on the real property in Pinellas County, Florida, more fully described in the Declaration of Condominium of VILLAS DE GOLF, A CONDOMINIUM. The Association shall make no distribution of income to its members, Directors or Officers. Whenever the term "condominium" is used herein, it shall mean VILLAS DE GOLF, A CONDOMINIUM.

ARTICLE III

POWERS: The Association shall have all of the common law and, statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

1. To make and collect assessments against members to defray the costs of the condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. The maintenance, repair, replacement and operation of the condominium property.
4. The reconstruction of improvements after casualty and further improvements to the property.
5. To make and amend rules and regulations respecting the use of the property in the condominium and the units.
6. To approve or disapprove proposed purchasers, lessees, and mortgagees of the units.
7. To enforce by legal means the provisions of the Condominium Documents, these Articles, the By-Laws of the Association and the Rules and Regulations adopted by the Board of Directors from time to time.
8. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically

required by the Condominium Documents to have approval of the Board of Directors or the members of the Association.

9. To acquire, sell, convey, and mortgage real and personal property on behalf of the Association. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium which govern the use of the property.

ARTICLE IV

MEMBERS: The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All owners of units in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership. Each unit shall be entitled to one vote.
2. Membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing a change of record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument, the new owners designated by such instrument, thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.
3. The share of a member in the lands and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit in the condominium.

ARTICLE V

BOARD OF DIRECTORS: The affairs of the Association will be managed by a Board of seven (7) Directors who shall be elected in the manner determined by the By-Laws.

ARTICLE VI

OFFICERS: The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the Annual Meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors.

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 in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association or any settlement thereof, whether or not he is a Director or Officer

at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved 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 By-Laws of the Association shall further provide for the fiscal management and corporate governance of the Association and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS: 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. Proposed amendments must be approved by not less than a majority of the Board of Directors, and by not less than two-thirds (2/3) of the members who are eligible to vote and who participate in the voting, in person or by proxy, provided a quorum is obtained.

ARTICLE X

TERM: The term of the Association shall be the life of the condominium, unless the Association is terminated sooner in accordance with the Declaration. The Association may be terminated in accordance with the provisions of the Declaration of Condominium and the Florida Condominium Act.

ARTICLE XI

CONFLICT: The provisions of the Declaration of Condominium, the Articles of Incorporation and the Association Bylaws shall be interpreted, construed, and applied to avoid inconsistencies or conflicting results whenever possible. However, if such conflict necessarily results, the provisions of this Declaration control over anything in these Articles or By-Laws to the contrary, and these Articles shall control over the Bylaws.

END OF ADOPTED AMENDED AND RESTATED
ARTICLES OF INCORPORATION