**SUBSTANTIAL REWORDING OF A STRUCTURAL/COSMETIC NATURE;**
**SEE CURRENT 'ARTICLES OF INCORPORATION' FOR EXISTING LANGUAGE**

## NO SUBSTANTIVE MODIFICATIONS

**[THESE ARTICLES OF INCORPORATION ARE A RESTATEMENT OF THE ORIGINAL ARTICLES RECORDED AT O.R. BOOK 5737, PAGE 233, ET SEQ., (EXHIBIT TO THE ORIGINAL DECLARATION) OF THE OFFICIAL RECORDS OF PINELLAS COUNTY, INCLUDING THE AMENDMENT RECORDED AT O.R. BOOK 19022, PAGE 773 ET SEQ., OF THE OFFICIAL RECORDS OF PINELLAS COUNTY THROUGH DECEMBER 16, 2015]**

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LOS PRADOS CONDOMINIUM ASSOCIATION, INC.

**A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.**



## SEE THE PUBLIC RECORD'S 5 "LEGAL" MODULES IN THIS PAGE'S FOOTER

**D** **LANGUAGE-EQUIVALENT NAMES FOR: "DECLARATION"**

1. "THE DECLARATION"
2. "AMENDED AND RESTATED DECLARATION"

**A** **LANGUAGE-EQUIVALENT NAMES FOR: "ARTICLES OF INCORPORATION"**

1. "EXHIBIT 'A': ARTICLES OF INCORPORATION"
2. "THE ARTICLES"
3. "EXHIBIT 'A': AMENDED AND RESTATED ARTICLES OF INCORPORATION TO THE AMENDED AND RESTATED DECLARATION"

**B** **LANGUAGE-EQUIVALENT NAMES FOR: "BYLAWS"**

1. "EXHIBIT 'B': BYLAWS"
2. "THE BYLAWS"
3. "EXHIBIT 'B': AMENDED AND RESTATED BYLAWS TO THE AMENDED AND RESTATED DECLARATION"

**C** **LANGUAGE-EQUIVALENT NAMES FOR: "COMMON ELEMENT"**

1. "EXHIBIT 'C': COMMON ELEMENT
2. "THE COMMON ELEMENT"
3. "EXHIBIT 'C': AMENDED AND RESTATED COMMON ELEMENT TO THE AMENDED AND RESTATED DECLARATION"

**E** **LANGUAGE-EQUIVALENT NAMES FOR: "EXHIBITS"**

1. "EXHIBIT 'E': EXHIBITS"
2. "THE EXHIBITS"
3. "EXHIBIT 'E': AMENDED AND RESTATED EXHIBITS TO THE AMENDED AND RESTATED DECLARATION"

# EXHIBIT 'A': ARTICLES OF INCORPORATION IN CONTEXT



A. AS EXHIBIT 'A' TO THE AMENDED AND RESTATED DECLARATION, THE 'ARTICLES OF INCORPORATION' MODULE ESTABLISHES THE NOT-FOR-PROFIT CORPORATE ENTITY. REFERRED TO AS THE "CORPORATE CHARTER", IT ESTABLISHES THE ASSOCIATION'S BASIC STRUCTURE & GOVERNANCE AND ALSO ADDRESSES IMPORTANT POWERS, SUCH AS THE AUTHORITY TO BORROW MONEY.

B. IF YOU HAVEN'T ALREADY, **SEE: DECLARATION/APPENDIX**.

C. AMONG THE 5 "LEGAL" MODULES RECORDED WITH THE COUNTY CLERK, ARTICLES OF INC. IS 2ND. |DECLARATION|ARTICLES OF INCORPORATION|BYLAWS|COMMON ELEMENT|EXHIBITS (DWNGS)|, WHERE 'ABCE' ARE EXHIBITS OF "D" AND THE 5 MODULES TOGETHER ARE KNOWN VARIOUSLY AS: "THE PUBLIC RECORD", "THE OFFICIAL RECORD", [PR] AND/OR THE "DABCE" MODULES.

## OTHER LANGUAGE-EQUIVALENT NAMES

| # | NAME | EQUIVALENT NAME |
|---|---|---|
| 1 | FLORIDA CONDOMINIUM ACT | THE "CONDOMINIUM ACT" |
| 2 | LOS PRADOS, A CONDOMINIUM | "CONDOMINIUM" |

**END OF ARTICLE-0.0**

# ARTICLES OF INCORPORATION
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**END OF ARTICLE-0.1**

# EXHIBIT 'A': ARTICLES OF INCORPORATION
# REFERENCES TABLE



**TO LEARN HOW THIS 'REFERENCES TABLE' IS USED,**
**SEE:DECLARATION/APPENDIX-3/SECTION-1:REFERENCING PROTOCOL**

- "AX" AND "APX" ARE ABBREVIATIONS FOR THE WORD "APPENDIX".

| COLLECTION OF THE REFERENCES USED IN THIS MODULE | | | | MORE INFO ON THE TOPIC IS FOUND IN: | | |
|---|---|---|---|---|---|---|
| SQ# | SOURCE | | ALPHABETICALLY-ORDERED REFERENCES | TARGET MODULE BOLDED MEANS TARGET LIES WITHIN THIS MODULE | ARTICLE | SCTN |
| | ART | SCTN | | | | |
| 1 | 0.0 | 3B | APPENDIX: SYSTEM-STRUCTURE, DEFINITIONS, PROTOCOLS, ETC. | SEE: DECLARATION | APPENDIX | |
| 2 | 0.2 | 1 | REFERENCES TABLE | SEE: DECLARATION | APPENDIX-3 | 1 |

**END OF ARTICLE-0.2**

| ARTICLE-1 SECTION-1 | NAME | PAGE-1/2 OF 1 |
|---|---|---|

THE NAME OF THE CORPORATION SHALL BE LOS PRADOS CONDOMINIUM ASSOCIATION INC., A FLORIDA CORPORATION NOT FOR PROFIT. FOR CONVENIENCE, THE CORPORATION SHALL BE REFERRED TO IN THIS INSTRUMENT AS THE "ASSOCIATION."

**END OF ARTICLE-1**

| ARTICLE-2 SECTION-1 | PURPOSE | PAGE-2/2 OF 1 |
|---|---|---|

THE PURPOSE FOR WHICH THE ASSOCIATION IS ORGANIZED IS TO PROVIDE THE ENTITY REQUIRED BY THE FLORIDA CONDOMINIUM ACT FOR THE OPERATION OF LOS PRADOS, A CONDOMINIUM.

**END OF ARTICLE-2**

# POWERS



## THE POWERS OF THE ASSOCIATION SHALL INCLUDE AND BE GOVERNED BY THE PROVISIONS:

**SECTION 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.

**SECTION 2.**

THE ASSOCIATION SHALL ALSO HAVE ALL OF THE POWERS AND DUTIES SET FORTH IN THE CONDOMINIUM ACT, AND THOSE SET FORTH IN THESE ARTICLES AND THE DECLARATION OF CONDOMINIUM FOR LOS PRADOS, A CONDOMINIUM, HEREINAFTER REFERRED TO AS THE "DECLARATION," AND ALL OF THE POWERS AND DUTIES REASONABLY NECESSARY TO OPERATE THE CONDOMINIUM PURSUANT TO ITS DECLARATION, AS SUCH MAY BE AMENDED FROM TIME TO TIME, INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

**A)** TO MAKE AND COLLECT ASSESSMENTS AGAINST MEMBERS 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)** TO MAINTAIN, REPAIR AND REPLACE THE CONDOMINIUM PROPERTY. THIS ALSO INCLUDES THE IRREVOCABLE RIGHT OF ACCESS TO EACH UNIT DURING REASONABLE HOURS WHEN NECESSARY FOR THE MAINTENANCE, REPAIR OR REPLACEMENT OF ANY COMMON ELEMENTS, OR AT ANY TIME FOR MAKING EMERGENCY REPAIRS NECESSARY TO PREVENT DAMAGE TO THE COMMON ELEMENTS OR TO ANOTHER UNIT.

**D)** TO PURCHASE INSURANCE UPON THE CONDOMINIUM PROPERTY AND PROPERTY OWNED BY THE ASSOCIATION AND INSURANCE FOR THE PROTECTION OF THE ASSOCIATION AND ITS MEMBERS.

**E)** TO RECONSTRUCT IMPROVEMENTS AFTER CASUALTY AND TO FURTHER IMPROVE THE CONDOMINIUM PROPERTY.

**F)** TO MAKE AND AMEND REASONABLE REGULATIONS RESPECTING THE USE OF THE CONDOMINIUM PROPERTY.

**G)** TO ENFORCE BY LEGAL MEANS THE PROVISIONS OF THE CONDOMINIUM ACT, THE DECLARATION, THESE ARTICLES OF INCORPORATION, THE BYLAWS OF THE ASSOCIATION (HEREINAFTER REFERRED TO AS THE "BYLAWS") AND THE REGULATIONS ADOPTED BY THE ASSOCIATION OR THE BOARD OF DIRECTORS OF THE ASSOCIATION FOR THE USE OF THE CONDOMINIUM PROPERTY (HEREINAFTER REFERRED TO AS THE "COMMON ELEMENT").

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H) TO CONTRACT FOR THE MANAGEMENT AND MAINTENANCE OF THE CONDOMINIUM AND TO AUTHORIZE A MANAGEMENT AGENT TO ASSIST THE ASSOCIATION 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 MAINTENANCE, REPAIR AND REPLACEMENT OF THE COMMON ELEMENTS WITH FUNDS AS SHALL BE MADE AVAILABLE BY THE ASSOCIATION FOR SUCH PURPOSES. PROVIDED, HOWEVER, THAT THE ASSOCIATION AND ITS OFFICERS SHALL RETAIN AT ALL TIMES THE POWERS AND DUTIES GRANTED BY THE DECLARATION AND THE CONDOMINIUM ACT, INCLUDING, BUT NOT LIMITED TO, THE MAKING OF ASSESSMENTS, PROMULGATION OF RULES AND EXECUTION OF CONTRACTS ON BEHALF OF THE ASSOCIATION.

I) TO EMPLOY PERSONNEL TO PERFORM THE SERVICES REQUIRED FOR PROPER OPERATION OF THE CONDOMINIUM.

J) TO ACQUIRE AND ENTER INTO AGREEMENTS WHEREBY THE ASSOCIATION ACQUIRES LEASEHOLDS, MEMBERSHIPS OR OTHER POSSESSORY OR USE INTERESTS IN LANDS OR FACILITIES, INCLUDING, BUT NOT LIMITED TO, COUNTRY CLUBS, GOLF COURSES, MARINAS, AND OTHER RECREATIONAL FACILITIES, WHETHER OR NOT CONTIGUOUS TO THE LANDS OF THE CONDOMINIUM, INTENDED TO PROVIDE FOR THE ENJOYMENT, RECREATION OR OTHER USE OR BENEFIT OF THE UNIT OWNERS.

K) TO ACQUIRE BY PURCHASE, OR OTHERWISE, CONDOMINIUM PARCELS OF THE CONDOMINIUM.

L) TO APPROVE OR DISAPPROVE THE LEASING OF UNITS AS MAY BE PROVIDED BY THE DECLARATION OR THE BYLAWS.

**SECTION 3.** ALL FUNDS AND THE TITLES OF ALL PROPERTIES ACQUIRED BY THE ASSOCIATION SHALL BE HELD IN TRUST FOR THE MEMBERS OF THE ASSOCIATION IN ACCORDANCE WITH THE PROVISIONS OF THE DECLARATION, THESE ARTICLES, AND THE BYLAWS.

**END OF ARTICLE-3**

# MEMBERS



**SECTION 1.** EVERY PERSON OR ENTITY OWNING A UNIT IN THE CONDOMINIUM IS A MEMBER OF THE ASSOCIATION; MEMBERSHIP IN THE ASSOCIATION CEASES WHEN A MEMBER'S TITLE TO A UNIT IS CONVEYED.

**SECTION 2.** 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 UNIT.

**SECTION 3.** THE OWNER, OR OWNERS, COLLECTIVELY, OF EACH UNIT SHALL BE ENTITLED TO ONE (1) VOTE. THE MANNER OF EXERCISING VOTING RIGHTS SHALL BE DETERMINED BY THE BYLAWS.

## END OF ARTICLE-4

# DIRECTORS



**SECTION 1.** THE AFFAIRS OF THE ASSOCIATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER OF DIRECTORS DETERMINED BY THE BYLAWS, BUT NOT LESS THAN THREE.

**SECTION 2.** DIRECTORS OF THE ASSOCIATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE MEMBERS IN THE MANNER DETERMINED BY THE BYLAWS. THE PROVISIONS OF THIS SECTION ARE SUBJECT TO THE DEVELOPER'S RETENTION OF CONTROL OF THE ASSOCIATION, AS AUTHORIZED BY THE DECLARATION. DIRECTORS MAY BE REMOVED AND VACANCIES ON THE BOARD OF DIRECTORS SHALL BE FILLED IN THE MANNER PROVIDED BY THE BYLAWS.

**SECTION 3.** THE NAMES AND ADDRESSES OF THE FIRST MEMBERS OF THE BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, OR UNTIL REMOVED, ARE AS FOLLOWS:

| | |
|---|---|
| ROGER K. HAYDON, JR.<br>PRESIDENT | 228 SALEM STREET<br>CLEARWATER, FLORIDA 33572 |
| DANIEL T. SMITH<br>VICE-PRESIDENT | 228 SALEM STREET<br>CLEARWATER, FLORIDA 33572 |
| DEBRA D. JACKSON<br>SECRETARY/TREASURER | 228 SALEM STREET<br>CLEARWATER, FLORIDA 33572 |

**END OF ARTICLE-5**

| ARTICLE-6 SECTIONS-1 | OFFICERS | PAGE-1 OF 1 |
|---|---|---|

THE AFFAIRS OF THE ASSOCIATION SHALL BE ADMINISTERED BY A PRESIDENT, A VICE PRESIDENT, A SECRETARY, A TREASURER AND SUCH OTHER OFFICERS AS MAY BE DESIGNATED BY THE BYLAWS, AND AT THE TIMES AND IN THE MANNER PRESCRIBED IN THE BYLAWS. THE NAMES AND ADDRESSES OF THE FIRST OFFICERS WHO SHALL SERVE UNTIL THEIR SUCCESSORS ARE DESIGNATED ARE AS FOLLOWS:

| | |
|---|---|
| ROGER K. HAYDON, JR.<br>PRESIDENT | 228 SALEM STREET<br>CLEARWATER, FLORIDA 33572 |
| DANIEL T. SMITH<br>VICE-PRESIDENT | 228 SALEM STREET<br>CLEARWATER, FLORIDA 33572 |
| DEBRA D. JACKSON<br>SECRETARY/TREASURER | 228 SALEM STREET<br>CLEARWATER, FLORIDA 33572 |

**END OF ARTICLE-6**

| ARTICLE-7 SECTIONS-1 | INDEMNIFICATION | PAGE-1 OF 1 |
|---|---|---|

THE ASSOCIATION SHALL, AND DOES HEREBY, INDEMNIFY, INCLUDING REIMBURSEMENT OF COST OF DEFENSE, ANY PERSON FOR ANY AND ALL LIABILITY ARISING FROM HIS OFFICIAL CAPACITY OR FROM ANY ACTS COMMITTED OR FAILURE TO ACT BY HIM IN HIS OFFICIAL CAPACITY AS AN OFFICER OR DIRECTOR OF THE ASSOCIATION TO THE FULL EXTENT ALLOWED BY LAW.

**END OF ARTICLE-7**

| ARTICLE-8 SECTIONS-1 | BYLAWS | PAGE-1 OF 1 |
|---|---|---|

THE BYLAWS SHALL BE MADE, ALTERED OR RESCINDED BY THE APPROVAL OF A MAJORITY OF THE VOTING MEMBERS OF THE ASSOCIATION.

**END OF ARTICLE-8**

# AMENDMENTS



AMENDMENTS TO THE ARTICLES, NOT INCONSISTENT WITH THE CONDOMINIUM ACT OR THE DECLARATION, MAY BE PROPOSED BY THE BOARD OF DIRECTORS OR BY FIVE VOTING MEMBERS OF THE ASSOCIATION, AND MAY BE ADOPTED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE VOTING MEMBERS OF THE ASSOCIATION. NO AMENDMENT THAT AFFECTS THE RIGHTS RESERVED BY THE DEVELOPER IN THE DECLARATION SHALL BE EFFECTIVE WITHOUT THE WRITTEN CONSENT OF THE DEVELOPER.

## END OF ARTICLE-9

| ARTICLE-10 SECTIONS-1 | TERM | PAGE-1 OF 1 |
|---|---|---|

**THE TERM FOR WHICH THIS CORPORATION SHALL EXIST IS PERPETUAL.**

**END OF ARTICLE-10**

| ARTICLE-11 SECTIONS-1 | SUBSCRIBERS | PAGE-1 OF 1 |
|---|---|---|

**THE NAMES AND RESIDENCES OF THE SUBSCRIBERS TO THESE ARTICLES ARE AS FOLLOWS:**

| | |
|---|---|
| GLEE A. TRIPLETT | 911 CHESTNUT STREET<br>CLEARWATER, FL 33517 |
| GAIL L. WYLLIE | 911 CHESTNUT STREET<br>CLEARWATER, FL 33517 |
| JAYNE GENTRY | 911 CHESTNUT STREET<br>CLEARWATER, FL 33517 |

**END OF ARTICLE-11**

| ARTICLE-12 SECTIONS-1 | REGISTERED AGENT | PAGE-1 OF 1 |
|---|---|---|

THE NAME AND ADDRESS OF THE FIRST REGISTERED AGENT OF THE ASSOCIATION IS GLEE A. TRIPLETT, 911 CHESTNUT STREET, CLEARWATER, FLORIDA 33517.

**END OF ARTICLE-12**

**END OF AMENDED AND RESTATED 'ARTICLES OF INCORPORATION'**