

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GROVE POINTE HOMEOWNERS ASSOCIATION, INC.

These are the Articles of Incorporation of Grove Pointe Homeowners Association, Inc., a not-for-profit corporation under Chapter 617 of the Florida Statutes.

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ARTICLE I. NAME OF CORPORATION

The name of this corporation is Grove Pointe Homeowners Association, Inc. (herein “the Association”).

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and place of business of the Association is 2477 Stickney Point Road #118A, Sarasota, FL 34231. The mailing address of the Association is 2477 Stickney Point Road #118A, Sarasota, FL 34231. The Association Board of Directors (herein “the Board”) may change the location of the principal office and mailing address of the Association from time to time.

ARTICLE III. DURATION

The Association shall have perpetual existence unless and until dissolved as provided by law or as otherwise provided herein.

ARTICLE IV. DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Restrictions for Grove Pointe recorded in the Public Records of Sarasota County, Florida, as such Declaration may be amended from time to time (herein “the Declaration”).

ARTICLE V. PURPOSES

The Association is organized to operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes, as amended from time to time, and to administer and carry out the terms and provisions of the Declaration and its Exhibits.

The general nature, objects and purposes of the Association are:

- A. To promote the health, safety and social welfare of the owners of all lots located within Grove Pointe that are, or hereafter may be, subject to the terms of the Declaration.
- B. To maintain all neighborhood common areas for which the obligation to maintain and repair has been delegated to the Association.
- C. To furnish or otherwise provide for private security, fire protection, street lighting, and such other services as may be deemed necessary or desirable by the Board and to acquire such capital improvements and equipment as may be related thereto.
- D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the neighborhood common areas, including, without limitation, buildings, structures, streets, sidewalks, streetlights, landscaping, equipment, furniture and furnishings, both real and personal, as the Board, in its discretion, determines to be necessary or desirable for the promotion of the health, safety, and social welfare of the members of the Association.

E. To carry out all of the duties and obligations assigned to it under the terms of the Declaration.

F. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE VI. POWERS

The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the Declaration. The Association shall have the power to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation, or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners, including, but not limited to:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To operate and maintain all property of the Association, including all Common Areas of Grove Pointe and specifically the surface water management system of Grove Pointe.

C. To establish a budget and to fix assessments to be levied against all lots which are subject to assessment pursuant to the aforesaid Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

D. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

E. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

F. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

G. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board.

H. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board.

I. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the aforesaid Declaration.

K. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE VII. MEMBERSHIP AND VOTING RIGHTS

7.1 MEMBERS. The members of this Association shall consist of all Owners of Lots that are made subject to the provisions of the Declaration. Owners of such Lots shall automatically become members upon acquisition of the fee simple title to their Lots.

7.2 TERMINATION OF MEMBERSHIP. The membership of any Member shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Lots so long as such Member owns at least one (1) Lot.

7.3 INTEREST. The interest 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 the Lot which is the basis of the Member's membership.

7.4 LIST OF MEMBERS. When a person or entity becomes entitled to membership in the Association, it is that person or entity's duty to inform the Association Secretary in writing, providing name(s), address, and Lot number. The Association Secretary shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

7.5 VOTING RIGHTS. Each Member shall be entitled to one (1) vote for each Lot in which he or she holds a fee simple ownership. When more than one (1) person holds such interest in any

Lot, all such persons shall be Members and the vote attributable to such Lot may be cast by any of such joint Owners. In the event more than one (1) of the joint Owners attempts to cast the vote to which their Lot is entitled, said vote shall be apportioned equally among such of the joint Owners as cast the vote. Except where otherwise required by law or by the provisions of the Declaration or these Articles of Incorporation, the affirmative vote of a majority of Members represented at any meeting of the Members duly called and at which a quorum is present shall be binding upon the Members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by the Board consisting of the number of Directors as stated in the Bylaws of the Association. The Directors are required to be Members of the Association.

All Directors shall serve for terms of one (1) year each in accordance with the provisions of the Bylaws.

Directors shall be elected at the annual meeting, consistent with the Bylaws and pertinent statutes. Removal of Directors and filling of vacancies between elections shall be in accordance with the pertinent statutes and Bylaws.

ARTICLE IX. BYLAWS

The Association Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended by resolution of the Board.

ARTICLE XI. REGISTERED AGENT

The street address of the registered office of the Association is 2477 STICKNEY POINT RD #118A, SARASOTA, FL 34231, and the name of the registered agent at that address is ARGUS PROPERTY MANAGEMENT, INC. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Association may purchase and maintain liability insurance for Directors and Officers, with the cost of such insurance being a common expense of the Association.

ARTICLE XIII. INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIV. DISSOLUTION

A. Upon expiration of the term of the aforementioned Declaration, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

- (1) The surface water management system shall be conveyed or dedicated to Sarasota County, Southwest Florida Water Management District or some other appropriate governmental body, but if they will not accept same, then to a nonprofit organization similar to this Corporation.
- (2) Any other property determined by the Board to be appropriate for dedication to any applicable municipal or other, governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.
- (3) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.