

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BUTTONWOOD HARBOUR ASSOCIATION, INC.**

**WHEREAS**, these are the Articles of Incorporation of BUTTONWOOD HARBOUR ASSOCIATION, INC., a not-for-profit corporation under Chapter 617 of the Florida Statutes. The original Articles of Incorporation of Buttonwood Harbour Association, Inc. were filed with the Florida Department of State on September 7, 1961, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

**WHEREAS**, not less than a majority of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation, and

**WHEREAS**, not less than two-thirds of the voting interests of the members present in person or by proxy approved the amendments and these Amended and Restated Articles at a meeting on February 16, 2022, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of Buttonwood Harbour Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND ADDRESSES**

The name of this corporation shall be Buttonwood Harbour Association, Inc., hereinafter referred to as Association. The principal address of the Association shall be 5 Winslow Place, Longboat Key, Florida 34228, and the mailing address shall be P.O. Box 8054, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II  
PURPOSES**

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

1. To administer and enforce the Declaration of Covenants, Restrictions, and Easements for Buttonwood Harbour (Declaration).
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within Buttonwood Harbour.

**EXHIBIT B**

3. To add, replace, improve, maintain, and repair common areas within the Buttonwood Harbour for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

### **ARTICLE III POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

### **ARTICLE IV MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as set forth in the Bylaws and Declaration.

### **ARTICLE V DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

### **ARTICLE VI OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

### **ARTICLE VII BYLAWS**

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

### **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the

contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

**ARTICLE IX  
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the voting interests of the members of the Association. Except as elsewhere provided,

- 1 To be adopted, a resolution must be approved by not less than two-thirds of the members of the Association present in person or by proxy at a duly noticed and convened membership meeting, or by approval in writing by a majority of the total voting interests without a meeting.
- 2 An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

**ARTICLE X  
TERM**

The term of the Association shall be perpetual.

**ARTICLE XI  
DEFINITIONS**

All terms used herein which are defined in the Declaration of Covenants, Restrictions and Easements for Buttonwood Harbour, as amended from time to time (herein "the Declaration") shall be used herein with the same meanings as defined in the Declaration, unless otherwise defined herein.

**ARTICLE XII.  
REGISTERED AGENT**

The street address of the registered office of this corporation is Lobeck & Hanson, P.A., 2033 Main Street, Suite 403, Sarasota, FL 34237, and the name of the registered agent of this corporation at that address is Daniel Lobeck. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 16<sup>th</sup> day of February, 2022.