

**2021 AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
GULF SHORES CONDOMINIUM ASSOCIATION, INC.**

**\*\*\*SUBSTANTIAL REWORDING OF ARTICLES\*\*\*  
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the 2021 Amended and Restated Articles of Incorporation for Gulf Shores Condominium Association, Inc. originally filed with the Florida Department of State on December 10, 1971, under Document Number 722247.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is GULF SHORES CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as "the Association"). For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation and management of the affairs and property of the Condominium known as GULF SHORES, a Condominium located in Sarasota County, Florida, in accordance with the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), as the same may be amended from time to time.

**ARTICLE III  
POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Condominium Act and statutory powers of a Florida corporation not for profit and the powers specifically identified in the Declaration and Bylaws, all as the same may be amended from time to time.

**ARTICLE IV  
MEMBERS**

All persons owning a vested present interest in the fee title to any of the condominium units in GULF SHORES as evidenced by a duly recorded proper instrument in the Public Records

of Sarasota County, Florida, shall be members and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates.

After the Association approves of a conveyance of a Condominium Unit as provided in the Declaration, the change of membership in the Association shall be evidenced in the Association records by the new owner's delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

#### **ARTICLE V VOTING RIGHTS**

Each Condominium Unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. Such vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

#### **ARTICLE VI INCOME DISTRIBUTION**

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

#### **ARTICLE VII EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located at 1162 Indian Hills Boulevard, Venice, FL 34293, and the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

#### **ARTICLE IX NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) or more than seven (7) persons, as determined by the Directors

in accordance with the Bylaws.

## **ARTICLE X OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

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

A. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is

entitled to be indemnified by the Association as authorized in this Article XI.

D. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability, under the provisions of this Article.

F. **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE XII  
BYLAWS**

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

**ARTICLE XIII  
SUBSCRIBERS**

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	OFFICE	ADDRESS
1. Carol Swan	President & Director	255 The Esplanade N. #503 Venice, FL 34285
2. David Matthews	Vice-President & Director	255 The Esplanade N. #605 Venice, FL 34285
3. Barbara Desmond	Secretary & Director	255 The Esplanade N. #407 Venice, FL 34285

**ARTICLE XIV  
AMENDMENTS**

These Articles may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote, in person or by proxy, at a properly noticed meeting of not less than a majority of the Voting Interests once a quorum is established. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote. A change in either Article IV (Members) or V (Voting Rights) requires 100 % approval by the Voting Interests.

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