

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE DOCK ON THE BAY ASSOCIATION, INC.**

**WHEREAS**, the Articles of Incorporation for Dock on the Bay Association, Inc. were filed with the Florida Department of State on December 1, 1980, and

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

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

**WHEREAS**, the amendments, and these Amended and Restated Articles of Incorporation, were approved by not less than a majority of the entire membership at a duly noticed and convened membership meeting held on June 29, 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 The Dock on the Bay Association, Inc.

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Dock on the Bay Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be 3440 Gulf of Mexico Drive, Longboat Key, Florida 34228. The Board of Directors may change the location of the principal office from time to time.

**ARTICLE II  
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of a Condominium known as The Dock on the Bay, a Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Condominium Act.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium.

**ARTICLE IV  
MEMBERS**

All persons owning legal title to any of the Units in the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be Members. Membership shall terminate automatically and immediately as a Member's vested interest in the record legal title terminates.

After the Association approves of a conveyance of a Unit as provided in the Declaration of Condominium, the new Unit Owner shall deliver to the Secretary a copy of the recorded deed or other instrument of conveyance.

**ARTICLE V  
VOTING RIGHTS**

Each 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.

**ARTICLE VI  
INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its Members.

**ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 783 S. Orange Ave., Suite 210, Sarasota, Florida 34236, and the registered agent at such address shall be Chad M. McClenathen, P. A. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

**ARTICLE VIII  
EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE IX  
BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

**ARTICLE X  
BYLAWS**

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in the Bylaws.

**ARTICLE XI  
AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the Voting Interests of the Members of the Association.
- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than two-thirds (67%) percent of the Voting Interests of the Members participating at a duly noticed and convened Membership meeting.
- D. 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 XII  
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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred 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 the person did not act in good faith, nor in a manner the person reasonably believed to be in or not opposed to

the best interest of the Association, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her 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 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 or her conduct was unlawful. It is the intent of the Membership, by adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

- B. Expenses. To the extent that a director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred 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 or committee member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.
- 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 bylaw, 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, or committee member against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

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 \_\_\_ day of July, 2022

**The Dock on the Bay Association, Inc.**

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**By: Kevin Chipman, President**