

EXHIBIT "A"

ARTICLES OF RE-INCORPORATION

OF

LONGBOAT KEY ESTATES CLUB ASSOCIATION, INC.

Dec 21 1 33 PM '19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

** OFFICIAL RECORDS **
BOOK 2305
PAGE 34

ARTICLE I.

The name of this corporation shall be LONGBOAT KEY ESTATES CLUB ASSOCIATION, INC.

ARTICLE II.

750382

This shall be a Florida Corporation Not For Profit.

The general purpose of this corporation shall be to maintain and beautify that certain subdivision lying and being in Sarasota County, Florida, known as LONGBOAT KEY ESTATES, maintain and repair its private roads, water system, dock, beach house and entrance area and to protect the subdivision property from erosion; to debate topics of interest to its members and to promote social and recreational facilities for its members, their families and friends and thereby create good fellowship and cooperative community spirit.

In carrying out these objectives, this corporation shall have and exercise all of the powers granted to a corporation not for profit by the laws of the State of Florida.

ARTICLE III.

The membership shall consist of owners in fee simple of lots in LONGBOAT KEY ESTATES, a subdivision in Sarasota County, Florida, whether natural persons or other legal entities. Admission shall be by presentation of a recorded deed of conveyance in fee simple to the Board of Directors. Each lot shall be entitled to one vote.

ARTICLE IV.

This corporation shall have perpetual existence.

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ARTICLE V.

The names and residential addresses of the subscribers hereto are as follows:

- | | |
|----------------------|--|
| HAROLD M. PERRY | 617 Roundtree Drive
Longboat Key, Florida 33548 |
| ROBERT D. TIMMINS | 3960 Royal Road
Longboat Key, Florida 33548 |
| JOSEPH W. GOODFELLOW | 617 Kingfisher Lane
Longboat Key, Florida 33548 |
| GERALD LOEVNER | 641 Kingfisher Lane
Longboat Key, Florida 33548 |

ARTICLE VI.

The affairs of this corporation shall be managed by a Board of Directors consisting of not less than five members, who shall be elected at the annual Membership Meeting by a majority of those members in attendance or represented by proxy. Immediately following their election, the Directors shall elect from among their number the following officers: President, Vice President, Secretary, Treasurer, and Assistant Secretary and Treasurer.

ARTICLE VII.

The names of the officers who shall serve until their successors have been elected as provided in the By-Laws are:

- | | |
|----------------------------------|----------------------|
| President: | GERALD LOEVNER |
| Vice President: | HAROLD M. PERRY |
| Secretary: | CHARLES S. MARSTON |
| Treasurer: | JOSEPH W. GOODFELLOW |
| Assistant Secretary & Treasurer: | ROBERT D. TIMMINS |

The initial members of the Board of Directors, who shall serve until their successors have been duly elected by the membership are:

- | | |
|----------------------|--|
| HAROLD M. PERRY | 617 Roundtree Drive
Longboat Key, Florida 33548 |
| ROBERT D. TIMMINS | 3960 Royal Road
Longboat Key, Florida 33548 |
| JOSEPH W. GOODFELLOW | 617 Kingfisher Lane
Longboat Key, Florida 33548 |
| CHARLES S. MARSTON | 3970 Royal Road
Longboat Key, Florida 33548 |
| GERALD LOEVNER | 641 Kingfisher Lane
Longboat Key, Florida 33548 |

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ARTICLE VIII.

The provisions of the Articles of Incorporation and the By-Laws of this corporation shall be made, altered, or amended by a majority vote of the members of the organization having the right to vote and voting at any regular, adjourned or special meeting where there is a quorum, after a written notice setting forth such By-Laws or amendments as are to be voted on shall have been mailed to the members at least ten (10) days before the date of such meeting.

ARTICLE IX.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself, shall be TWO HUNDRED THOUSAND (\$200,000.00) Dollars, but never greater than two-thirds of the assets of said corporation.

The maximum amount in value of the real estate which the corporation may hold shall be unlimited.

ARTICLE X.

This corporation is formed without capital stock.

IN WITNESS WHEREOF the undersigned subscribers have hereunto set their hands and seals this 19th day of July, 1979 by authority of the membership of this Association and its Board of Directors and for the purpose of re-incorporation under the provisions of Chapter 617, Florida Statutes.

Harold M. Perry
Harold M. Perry

Gerald Loevner
Gerald Loevner

Robert D. Timmins
Robert D. Timmins

Joseph W. Goodfellow
Joseph W. Goodfellow

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me the undersigned authority authorized to take oaths and acknowledgments in the State and County aforesaid, appeared this day Harold M. Perry, Gerald Loevner, Robert D. Timmins and Joseph W. Goodfellow, persons well known to me, who stated upon oath that they executed the within document upon the authority, and for the purposes stated therein.

Sworn to and subscribed before me this 19th day of July, 1979.

Harold M. Perry
Notary Public

My Commission expires:

COMMON PROPERTY

As referenced in the Articles of Incorporation, the following property is commonly owned by the residents of Longboat Key Estates and is under the care and management of the Longboat Key Estates Club Association:

- Kingfisher Lane
- Jessmyth Drive
- The Gulf Beach across Gulf of Mexico Drive
- The Tiki Hut on the Beach
- The bay front dock and park land on Jessmyth Drive
- The Community Irrigation System

The common property is intended for the use and enjoyment of all Association Members and their guests.

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LONGBOAT KEY CLUB ASSOCIATION INC., filed in the Office of the Clerk of the Circuit Court of Sarasota County, on September 26, 1956, coming into this office by Certificate of Reincorporation under the name of LONGBOAT KEY ESTATES CLUB ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on December 27, 1979, as shown by the records of this office.

The charter number for this corporation is 750382.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
28th day of December, 1979.



CER 101 Rev. 5-79

A handwritten signature in cursive script, appearing to read 'George Firestone'.

George Firestone
Secretary of State

CERTIFICATE

DEC 20 1 33 PM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED


GERALD LOEVNER, having been first duly sworn, states upon oath as follows:

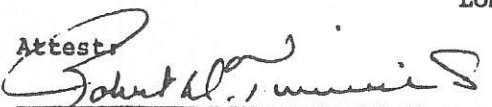
1. That he is the duly elected and acting President of LONGBOAT KEY ESTATES CLUB ASSOCIATION, INC., A Florida Corporation Not For Profit.

2. That at the annual meeting of the said corporation duly called and held on February 10, 1979, a quorum being present, a motion was duly made, seconded and unanimously passed authorizing the Board of Directors to reincorporate under the provisions of Chapter 617 Florida Statutes and Articles of Re-Incorporation were unanimously approved by the membership.

3. That this Certificate has been prepared and executed by authority of Board of Directors for the purpose of complying with Section 617.012 Florida Statutes and is being submitted to the office of the Secretary of State of Florida together with a Certified copy of the original Petition and Order re incorporation appearing in Book 7, Pages 15 through 19 of the Public Records of Sarasota County, Florida, and also fully executed Articles of re-incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand as President as aforesaid, this 19th day of July, 1979.

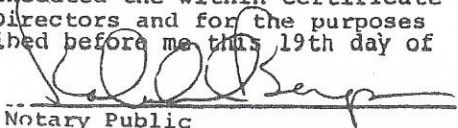

GERALD LOEVNER as President of
LONGBOAT KEY ESTATES CLUB ASSOCIATION, INC.

Attest

Asst. Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me the undersigned authority authorized to take oaths and acknowledgments in the State and County aforesaid, appeared this day GERALD LOEVNER, President, and ROBERT D. TIMMINS, Asst. Secretary of LONGBOAT KEY ESTATES CLUB ASSOCIATION, INC., persons well known to me, who stated upon oath that they executed the within certificate with the authority of the Board of Directors and for the purposes stated therein. Sworn to and subscribed before me this 19th day of July, 1979.

My commission expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 31 1980
BONDED THRU GENERAL INS. UNDERWRITERS


Notary Public