

Amended and Restated

Articles of Incorporation of Georgetown East Association, Inc. (A Corporation Not for Profit.)

This corporation is incorporated as a corporation not for profit under the provisions of Chapter 617 and 720 of Florida Statutes.

Article 1. Name and Location

The name of the Corporation is Georgetown East Association, Inc. (hereafter referred to as the "Association."). The principal location shall be determined from time to time by the Association, and indicated on the Corporate Annual Report submitted to the Division of Corporations each year.

Article 2. Duration

The Association shall have a perpetual existence.

Article 3. Purpose

The Purpose of the Association is two-fold.

- 1) To manage the maintenance, repair and replacement of the Common Areas located in the Georgetown East subdivision, as well as any other areas for which the membership has voted to assume responsibility.
- 2) To govern the consistent application and enforcement of Georgetown East subdivision's Governing Documents, Architectural Standards and other Rules and Regulations.

The Association is incorporated as a not-for-profit corporation, and under the Florida Law there is no pecuniary gain or financial benefit, direct or indirect, to its Members.

Article 4. Powers

The Association shall have the following powers, which, unless indicated otherwise by the Declaration of Covenants, Conditions and Restrictions (Declaration) or By-Laws, may be exercised by the Board of Directors:

- A. All of the powers conferred upon a corporation not for profit organized under Chapters 617 and 720, Florida Statutes, as applicable.
- B. All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in the Articles, By-Laws, or the Declaration, including but not limited to the following:
 - 1. to fix and to collect assessments or other charges to be levied against the property subject to the Declaration.
 - 2. to collect delinquent assessments by suit or otherwise and to suspend the voting rights and right to use common areas during any period in which a Member shall be in default in payment of any assessment. Such rights may also be suspended for a period not to exceed the statutory limit, as amended from time to time, for infractions of published rules and regulation.
 - 3. to remit monies collected for the purpose of paying the Association's maintenance and common expenses of the common areas.
 - 4. to select depositories for the Association's funds and to determine the manner of receiving, depositing, and disbursing Association's funds.
 - 5. to pay all expenses required to conduct the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against any properties of the Association.
 - 6. to manage, maintain, repair and improve the common areas, and any other property subsequently acquired by the Association, or any property owned by another for which the Association by regulation, Declaration or contract assumes responsibility.

7. to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws.
8. to promulgate rules and regulations in support of the Restrictions.
9. to engage in activities which will actively foster, promote, and advance the common interest of all owners of property subject to the Declaration.
10. to buy, sell, dispose of, mortgage, exchange, lease, hold, or deal in and with real, personal and mixed property of all kinds for the interest of the Association.
11. to borrow money for any purpose subject to such limitations that may be contained in the By-Laws.
12. to enter into, make, perform and enforce contracts of every kind and description for the interest of the Association.
13. to purchase Officers' and Directors' Liability (errors and omissions) Insurance and any other insurance as the Board may determine to be necessary for the common areas and Association property, and to cause all officers having fiscal responsibilities to be bonded.
14. to do all other acts necessary and appropriate to carry out the purposes of the Association, with or in association with any other association, corporation, or public or private entity.

Article 5. Membership

- A. The Association shall be a membership corporation without certificates or shares of stock.
- B. The Members of the Association shall consist of all record title owners of lots in the Georgetown East subdivision.
- C. Membership is an incident of lot ownership and inseparable from such ownership. All lot owners, by virtue of their ownership of such lots, are Members of the Association and shall be entitled to vote in accordance with the provisions set forth in the Declaration. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

- D. Change of membership in the Association shall be established by recording in the official records of Pinellas County, Florida, a deed or other instrument establishing record title to property subject to the Declaration. The owner designated by such instrument shall automatically become a Member of the Association and the membership of the prior owner shall thereby be terminated.

Article 6. Board of Directors

- A. The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The number of Directors in the Association may not be less than three (3) or more than seven (7) as set forth in the By-Laws.
- B. The method of election and removal of directors and filling vacancies shall be set forth in the By-Laws. The Board may delegate operating authority to companies, individuals or committees at its discretion except as limited by the By-Laws.

Article 7. Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. Each year, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association.

Article 8. By-Laws

The By-Laws of the Association may be altered, amended or rescinded in the manner provided by the By-Laws.

Article 9. Indemnification

The Association shall defend, indemnify, and hold harmless every officer, director, and committee member of the Association against liability and against expenses reasonably incurred in connection with any action, suit, or proceeding to which such individual or individuals shall be made a party by reason of being or having been an officer, director or committee member of the Association. Additionally, the Association shall obtain and maintain liability insurance to reasonably insure its operations, and the acts of officers, directors and committee members while in the scope of their Association duties.

Article 10. Dissolution of Association

The Association may be dissolved in the manner provided by Chapter 617 Florida Statutes.

Article 11. Amendments

These articles may be altered, amended, changed, added to or repealed at any duly called meeting of the Members of the Corporation at which a quorum is present provided that notice of such meeting is given in a manner provided for in the By-Laws. The notice will contain a full statement of the proposed alteration, amendment, change, addition, or repeal. An affirmative vote of Members who represent seventy-five percent (75%) of the total lots in favor of said alteration, amendment, change, addition or repeal is required.

Article 12. Registered Agent

The Association shall maintain a Registered Agent at all times, may change the agent from time to time, and will record same with the Florida Department of Corporations.

ADOPTED BY GEORGETOWN EAST ASSOCIATION, INC. on _____