

**Substantial revision of Articles of Incorporation.
See current Articles of Incorporation for present text.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HAMMOCKS MASTER ASSOCIATION, INC.**

WHEREAS, the Articles of Incorporation for the Hammocks Master Association, Inc. were filed with the Florida Department of State on August 30, 2006, and

WHEREAS, the Articles of Incorporation were amended in 2014 and 2016 by instruments filed with the Florida Department of State, and

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

WHEREAS, not less than a two-thirds of the membership of the entire 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 seventy-five (75%) percent of the voting interests of the members participating at a duly noticed and convened membership meeting held on _____, 2020, 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 Hammocks Master Association, Inc.

**ARTICLE I
NAME OF CORPORATION AND ADDRESS**

The name of this corporation shall be The Hammocks Master Association, Inc., hereinafter referred to as Master Association. The principal office of the Master Association shall be 8660 Amberjack Circle, Englewood, Florida 34224. The Directors of the Association may change the location of the office from time to time.

**ARTICLE II
PURPOSES**

The purposes of this corporation shall be the operation of Common Areas and administering the Master Declaration for The Hammocks Cape Haze located in Charlotte County, Florida, and to perform all acts provided in the Hammocks Documents and the Florida Condominium Act.

**ARTICLE III
POWERS**

The Master 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 Florida Condominium Act and the Hammocks Documents.

**ARTICLE IV
MEMBERS**

All persons owning legal title to any of the units in the two condominiums (The Hammocks-Villas, a Condominium, and The Hammocks-Preserve, a Condominium) subject to the Master Declaration, which interest is evidenced by a duly recorded proper instrument in the Public Records of Charlotte County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the record legal title terminates.

**ARTICLE V
VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Master 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 Master 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 total voting interests of the members of the Master 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 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 Charlotte County, Florida.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. Indemnity. The Master 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,

finances 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 interest of the Master 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. 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 Master 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, he shall be indemnified against expenses (including attorneys' 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 Master 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 he is entitled to be indemnified by the Master 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 Master 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Master Association would have the power to indemnify him 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 _____, 2020

The Hammocks Master Association, Inc.

By: _____, President

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for The Hamptons Master Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities of my position as registered agent.

Chad M. McClenathen, P. A.
By: Chad M. McClenathen, President
783 S. Orange Ave., Suite 210
Sarasota, Florida 34236