

This instrument prepared by:  
Cindy Hill, Esq.  
Hill Law Firm, P.A.  
614 S. Tamiami Trail  
Osprey, FL 34229

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
TAMARON HOMEOWNERS ASSOCIATION, INC.**

That heretofore, the Tamaron subdivision was formed by the recording of the Declarations of Restrictions of Tamaron, recorded in the following documents in Sarasota County, Florida:

Declaration of Restrictions, All of Tamaron Unit No. 1, recorded in Official Records Book 1110, Page(s) 256, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit No. 2, recorded in Official Records Book 1172, Page(s) 140, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit No. 3, recorded in Official Records Book 1238, Page(s) 1776, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit No. 4, recorded in Official Records Book 1263, Page(s) 868, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit #5, recorded in Official Records Book 1312, Page(s) 1213, et seq., of Sarasota County, Florida.

All five (5) of above being hereafter referred to collectively as the “Original Declarations.”

The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on September 24, 1979. The Articles of Incorporation of Tamaron Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Tamaron Homeowners Association, Inc. (the “Articles of Incorporation”). Tamaron Homeowners Association, Inc. is organized pursuant for the maintenance, operation, and management of Tamaron, located in Sarasota County, Florida.

**This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.**

**Article I**  
**Name**

The name of this corporation shall be TAMARON HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the “Association.”

**Article II**  
**General Nature of Business**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as Tamaron, located in

Sarasota County, Florida, and to perform all acts provided in the Original Declarations of said Subdivision.

**Article III**  
**Powers**

The Association, by and through its Board of Directors (the “Board”), 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 law and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against its Members to defray the cost, expenses and losses of the Association.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To manage, control, operate, alter, maintain, repair, improve, and replace the Common Areas by rule, regulation, or contract.
4. To make and amend reasonable rules and regulations regulating the use of the Lots and the Common Areas.
5. To enforce by legal means the provisions of the Florida law, the Declaration, these Articles of Incorporation, Bylaws, and the Rules and Regulation.
6. To levy fines against its Members for violation of approved rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation, or Bylaws.
7. To contract for the management, operation, and administration of the Association and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board and/or the Membership of the Association.
8. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
9. To borrow money and to mortgage, lease or otherwise provide security for the repayment of said funds.

**Article IV**  
**Members**

Members of the Association shall have either mandatory or voluntary status as follows:

“Mandatory Lot Owners Members,” or “Members,” shall be such Lot Owners who either: 1) have executed a joinder to the Declaration for their Lot which has been recorded in the Official Records of Sarasota County; or 2) who purchased a Lot after the date that these Articles have been approved by the membership and

recorded in the Official Records of Sarasota County. In either event, such action shall evidence the intent of those Lot Owners to make their membership in the Association a mandatory requirement which shall run with the land for that Lot.

“Voluntary Lot Owner Members” shall be such Lot Owners who have chosen in any one (1) year or more to voluntarily pay the amount of the Association’s annual Assessment, with such membership being only for any such year in which the Lot Owner voluntarily pays such Assessment.

Any membership in the Association, whether mandatory or voluntary, shall terminate when a Lot Owner’s ownership interest in the title to a Lot terminates.

**Article V**  
**Voting Rights**

Each Lot which is a Member of the Association shall be entitled to one vote at Association meetings, as provided in the Bylaws, notwithstanding that the same Lot Owner may own more than one Lot. The manner of exercising voting rights shall be determined by the Bylaws.

**Article VI**  
**Existence**

The Association shall exist perpetually unless dissolved according to law.

**Article VII**  
**Registered Office and Registered Agent**

The Association’s Registered Agent and Registered Office is currently c/o Hill Law Firm, P.A., 614 S. Tamiami Trail, Osprey, FL 34229. The Board may change the Association’s registered agent and office in the manner provided by Florida law.

**Article VIII**  
**Board of Directors**

The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws, but not less than three (3) Directors nor more than fifteen (15) Directors. Directors shall be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by Florida Law. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Florida law.

**Article IX**  
**Officers**

The affairs of the Association will be managed by the Officers whose positions and duties are set forth in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board.

**Article X**  
**Indemnification**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorneys' fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time of the expenses, unless the Director or Officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such Director or Officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the Membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

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 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.

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

**Article XI**  
**Bylaws**

The Bylaws of the Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

**Article XII**  
**Subscribers**

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

Vincent M. Spahr	3965 Basswood Dr. Sarasota, FL 33582
------------------	---

John Turgeon	1584 Fleetwood Dr. Sarasota, FL 33582
--------------	--

F. Thomas Hopkins, III	3858 Bellwood Dr. Sarasota, FL 33582
------------------------	---

**Article XIII**  
**Amendments**

The Association may amend any provisions contained in these Articles of Incorporation by a majority vote of the Members, present in person or by proxy, at a Membership meeting at which a quorum has been obtained, and all rights conferred upon the Members herein are granted subject to this reservation: provided however, that no amendment shall make any changes in the qualification for Membership or voting rights of the Members without the written approval of all Members and the joinder of all record owners of the mortgages upon the Lots. No amendment shall be made which is in conflict with Florida law or the Declaration.

**[SEE CERTIFICATE FOR SIGNATURE PAGE]**