

This instrument prepared by:
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458 S. Tamiami Trail
Osprey, FL 34229

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
EAST VILLAGE MASTER ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofor, EAST VILLAGE was formed by the recording of the Declaration of Covenants and Restrictions (the “Original Declaration”), in Official Records Book 1646, Pages 0093, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of East Village Master Association, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on December 19, 1983. East Village Master Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of East Village subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of East Village Master Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of East Village Master Association, Inc. (“Articles of Incorporation”).

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 is EAST VILLAGE MASTER ASSOCIATION, INC. hereinafter referred to as “the Master Association.”

Article II
General Nature of Business

The general nature of the business to be conducted by the Master Association shall be the operation and management of the affairs and property of the subdivision known as East Village, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 1646, Pages 0093, et seq. of the Public Records of Sarasota County, and all amendments thereto, and pursuant to Chapter 720, Florida Statutes as amended.

Article III
Powers

The Association by and through its Board of Directors (“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 Members to defray the cost, expenses and losses of the Master Association.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To make and amend reasonable rules and regulations regulating the use of the Property.
4. To enforce by legal means the provisions of the Florida law, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the Property.
5. To levy fines for violation of approved rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.
6. 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 or the Membership of the Master Association.
7. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
8. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
9. To operate, maintain, repair and improve all Common Areas, and such other portions of the Property as may be determined by the Board from time to time.

Article IV
Members

1. Homeowners or Condominium Association Member. Each homeowners association and condominium association within the Property shall be a voting Member in the Master Association, as long as such association is an actively registered corporation with the State of Florida. Lots and Unit Owners residing within a homeowners association or condominium which are active corporations filed with the State of Florida shall not be Members

of the Master Association. In the event that a declaration of condominium, declaration of covenants and restrictions, or similar document, submitting any Property to the administration of a homeowners or condominium association is terminated, the Homeowners or Condominium Association Member's Membership in the Master Association shall automatically terminate upon the recording of such termination in the Public Records of Sarasota County. The Lot and Unit Owners of the Property formerly subject to the administration of such homeowners or condominium association shall thereupon become Owner Members of the Master Association.

2. Owner Member. In the event that a Lot or Unit is not subject to the declaration of a homeowners or condominium association which is not an active corporation registered with the State of Florida, then the Owner(s) of such parcel shall be an Owner Member in the Master Association. Owner Member Membership in the Association shall terminate automatically and immediately as an Owner Member's interest in the title terminates. Each change of Owner Member Membership in the Association shall be established by delivery to the Association's Secretary of a copy of the recorded deed or other instrument of conveyance.

Article V **Voting Rights**

1. Homeowners or Condominium Association Member. Each Homeowners Association and Condominium Association Member shall have a number of votes equal to the number of Lots or Units within its association.

2. Owner Member. Owner Members are entitled to one (1) vote for each parcel.

Article VI **Existence**

The Master Association shall exist perpetually unless dissolved according to law.

Article VII **Registered Office and Registered Agent**

The office of the Master Association is 3000 East Village Drive, Venice, FL 34293. The Master Association's Registered Agent is currently Keys-Caldwell, Inc., 1162 Indian Hill Boulevard, Venice, FL 34293. The Board may change the Master Association's registered agent and office in the manner provided by Florida law.

Article VIII **Board of Directors**

The affairs of the Master 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 nine (9) Directors, and which will always be an odd number. The number of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be nine (9) Directors.

Directors of the Master 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.

All of the duties and powers of the Master Association existing under Florida law, the Declaration, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required.

Article IX **Officers**

The affairs of the Master 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 Master Association, and shall serve at the pleasure of the Board.

Article X **Indemnification**

Every Director and every Officer of the Master Association shall be indemnified by the Master Association against all expenses, liabilities, and settlements, including attorney's 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 Master 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 Master 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 Master 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 Master 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 Master 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 Master 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 Master 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:

Scott Confer	751 Venice Bypass South Venice, Florida 33595
Walter E. Hagie	751 Venice Bypass South Venice, Florida 33595
Richard M. Woodruff	751 Venice Bypass South Venice, Florida 33595

Article XIII
Amendments

The Master Association may amend any provisions contained in these Articles of Incorporation in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote of the Members.
2. Written notice setting for the proposed amendment shall be given to each Voting Member within the time and manner provided in the Bylaws for the giving of a notice of a meeting of the Members.
3. At such meeting, a vote of the Voting Members (all Association Members and any Owner Members as defined in Article IV) shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3rds) of the votes of the entire Membership of the Master Association.
4. Upon the approval of an amendment to these Articles of Incorporation, the amendment shall be executed and delivered to the Department of State as provided by law, and a copy shall be recorded in the Public Records of Sarasota County.

[SEE CERTIFICATE FOR SIGNATURE PAGE]