

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF HERON SHORES HOMEOWNERS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, HERON SHORES was formed by the recording of the Declaration of Covenants and Restrictions of Heron Shores (the “Original Declaration”) in Official Records Book 1790, Page 2555, et seq., Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Heron Shores Homeowners, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on June 3, 1985. Heron Shores Homeowners, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of the Heron Shores subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of Heron Shores Homeowners, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Heron Shores Homeowners, 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 shall be HERON SHORES HOMEOWNERS, 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 Heron Shores, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 1790, Pages 2555, 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 incurred in the management, maintenance, operation, repair, and replacement of the 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 and occupancy 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 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 purchase insurance for the protection of the Association and its members and unit owners.
9. To acquire, own, maintain, manage, repair, replace, and operate the Common Areas, including the maintenance, repair, and replacement of drainage facilities serving the subdivision.
10. To obtain loans to provide funds for operating, maintaining, repairing, replacing, and improving the subdivision and to pledge income of the Association from assessments against owners as security for such loans.
11. To grant easements in furtherance of the powers and duties under the Declaration.

Article IV **Members**

The Members of the Association shall consist of all persons owning a Lot in the Heron Shores Subdivision as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a Member's interest in the title terminates.

Each change of 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

Each Lot shall be entitled to one vote at Association meetings, as provided in the Bylaws or Declaration, 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 office of the Association is care of Keys-Caldwell, Inc., 1162 Indian Hills Blvd., Venice, FL 34293. The Association's Registered Agent is currently Keys-Caldwell, Inc., 1162 Indian Hills Blvd., Venice, FL 34293. 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 nine (9) Directors, and shall be fixed at seven (7) until changed by adoption of a resolution by the Board changing the number of Directors.

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
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 XI
Subscribers

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

Walter E. Hagie	Venetian Plaza Suite D 1115 1731 Tamiami Tr. S. Venice, FL 33595
James Parker	Venetian Plaza Suite D 1115 1731 Tamiami Tr. S. Venice, FL 33595
Nancy Phillips	Venetian Plaza Suite D 1115 1731 Tamiami Tr. S. Venice, FL 33595

Article XII
Indemnification

Every Director and every Officer of the Association shall be indemnified by the 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 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 XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

Article XIII **Amendments**

The Association may amend any provisions contained in these Articles of Incorporation by the affirmative vote of not less than a simple majority of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting at which a quorum of the membership is attained, 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.