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This Instrument Prepared Without the  
Benefit of Title Examination  
By: MICHAEL J. FUREN, ESQ.  
ICARD, MERRILL, CULLIS, TAMM,  
FUREN & GINSBURG, P.A.  
2033 Main Street - Suite 600  
Sarasota, Florida 34237  
841-368-8100



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INSTRUMENT # 2009045404 12 PGS  
2009 APR 16 04:38 PM  
KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA  
HJAMES Receipt#115447B

**CERTIFICATE OF 2009 AMENDMENTS TO THE DECLARATION  
OF MAINTENANCE, COVENANTS AND RESTRICTIONS ON THE  
COMMONS FOR BAY ISLES AND THE ARTICLES OF  
INCORPORATION AND BYLAWS OF THE BAY ISLES  
ASSOCIATION, INC.**

WHEREAS, Arvida Corporation, a Delaware corporation authorized to do business in the State of Florida ("Arvida"), was the original developer of a planned unit development located within the municipal limits of the Town of Longboat Key, Sarasota County, Florida and known as "Bay Isles" ("Bay Isles"); and

WHEREAS, Arvida, as the original developer of Bay Isles, imposed that certain Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles that was recorded in Official Records Book 116, Pages 1858, *et. seq.*, Public Records of Sarasota County, Florida (the "Original Declaration"); and

WHEREAS, the Original Declaration was subsequently amended by amendments recorded in Official Records Book 1554, Page 1222, Official Records Book 2347, Page 354 and Official Records Book 2543, Page 2185, Public Records of Sarasota County, Florida (the "Previous Amendments to the Declaration"); and

WHEREAS, Arvida, as the original developer of Bay Isles, also created, incorporated and established the Bay Isles Association, Inc., a non-profit Florida corporation (the "Association"), to be the master community association for Bay Isles and to manage, operate and maintain "The Commons" (common areas) of Bay Isles; and

WHEREAS, copies of the initial Articles of Incorporation and Bylaws of the Association were attached as exhibits to the Original Declaration as Exhibits B and C, respectively; and

WHEREAS, the Articles of Incorporation of the Association were subsequently amended by amendments recorded in Official Records Book 1939, Page 1512 and Official Records Book 2347, Page 357, Public Records of Sarasota County, Florida; and

WHEREAS, the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration, provided in Section 21 thereof, as follows:

"21. AMENDMENT. Developer reserves the right to amend these covenants and restrictions, but all such amendments shall conform to the general purposes and standards of the covenants and restrictions herein set forth. Developer further reserves the right to modify or

amend these covenants and restrictions for the purpose of curing any ambiguity in or correcting any inconsistency between the provisions contained herein."; and

WHEREAS, the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration, provided in Section 22 thereof, as follows:

"22. SUPPLEMENTS. Developer further reserves the right to adopt supplemental covenants and restrictions with respect to Bay Isles or any portion thereof, so long as such supplemental covenants and restrictions do not conflict with the terms and provisions herein set forth."; and

WHEREAS, the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration, provided in Section 24 thereof, as follows:

"24. ASSIGNMENT OF RIGHTS AND DUTIES TO ASSOCIATION. Developer reserves the right to assign and delegate to Association any and all of its rights, title, interest, duties and obligations created by this instrument or the Resolution of the Town of Longboat Key hereinabove referred to, and Association agrees to accept such assigned or delegated rights, title, interest, duties and obligations, it being understood that Association has been formed as a master property owners' association comprised of all Owners of Property located in Bay Isles for the purposes of enforcing these covenants and restrictions; operating, maintaining and improving the common areas of Bay Isles; carrying out any other obligations and duties required of it as a property owners' association whether under the terms and provisions of the aforementioned Resolution adopted by the Town of Longboat Key, subsequent resolutions pertaining to Bay Isles adopted by the Town, or any other obligations or duties necessary or desirable in order to effectuate proper development, operation and management of the community known as Bay Isles."; and

WHEREAS, the Articles of Incorporation of the Association, as subsequently amended, provide in Article X thereof, as follows:

**"ARTICLE X  
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting Arvida Corporation, a Delaware corporation, or its successors or assigns as Developer of

Bay Isles (as the same is defined in the Declaration of Maintenance Covenants for Bay Isles) shall be effective without the prior written consent of said Arvida Corporation, or its successors or assigns, as Developer."; and

WHEREAS, the Bylaws of the Association, provide in Article XV thereof, as follows:

**"ARTICLE XV  
AMENDMENTS**

These Bylaws may be altered, amended or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment or repeal is contained in the notice of such meeting. No amendment affecting Arvida Corporation, or its successors or assigns, as Developer of Bay Isles, shall be effective without written consent of Arvida Corporation, or its successors or assigns. "

WHEREAS, all of the rights of Arvida Corporation as the original developer of Bay Isles under the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration, were assigned by Arvida to Arvida/JMB Partners, a Florida general partnership ("Arvida/JMB") by instruments recorded in Official Records Book 1974, Page 2908 and Official Records Book 1974, Page 2911, Public Records of Sarasota County, Florida; and

WHEREAS, all of the developer's rights of Arvida Corporation as the original developer of Bay Isles under the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration, and all of Arvida/JMB's rights as successor developer under the Original Declaration, as subsequently amended by the Previous Amendments to Declaration, were subsequently assigned by Arvida/JMB to the Association by that certain Assignment of Developer's or Declarant's Rights, Powers, Privileges, Benefits and Protections under the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, recorded in Official Records, Instrument #2000047847, Public Records of Sarasota County, Florida; and

WHEREAS, the Association, on April 4, 2006, recorded a "NOTICE BY BAY ISLES ASSOCIATION, INC. PURSUANT TO SECTION 712.05, FLORIDA STATUTES TO PRESERVE COVENANTS AND RESTRICTIONS", as Instrument # 2008062541 (the "Notice"), in order to preserve and protect the Declaration pursuant to the Florida Marketable Record Title Act (Chapter 712, Florida Statutes); and

WHEREAS, the Association, as successor to all of the developer's rights under the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration and as preserved and protected by the Notice, including those rights of developer under Sections 21, 22 and 24 thereof, does hereby certify that the following additional amendments to the Declaration and to the Articles and Bylaws of the Association were duly adopted by the Board of Directors of the Association at a duly noticed meeting of the Board of Directors held on March 23, 2009:

1. The Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, as previously amended, is further amended by adding a new Paragraph 18.A. thereto to read as follows:

"18.A. VIOLATION OF DECLARATION, THE RULES AND REGULATIONS OF THE ASSOCIATION, ANY LAWS, STATUTES OR ORDINANCES AND/OR ANY GOVERNMENTAL PERMITS OR APPROVALS BY MEMBERS, INDEMNIFICATION OF THE ASSOCIATION BY MEMBERS FOR VIOLATIONS BY MEMBERS AND LEVY OF FINES BY ASSOCIATION AGAINST MEMBERS FOR VIOLATIONS. No member shall violate any of the terms, provisions, conditions, covenants, restrictions, easements or limitations of this Declaration, the Rules and Regulations of the Association, any laws, statutes or ordinances and/or any governmental permits or approvals and each member shall indemnify and agrees to indemnify the Association against all actions, proceedings, damages, fines, fees, levies, penalties, assessments, sanctions, judgements, costs, expenses and reasonable attorney's fees, including appellate attorneys fees, that the Association shall suffer or incur as a direct or indirect result of such member's violation of the terms, provisions, conditions, covenants, restrictions, easements or limitations of this Declaration, the Rules and Regulations of the Association, any laws, statutes or ordinances and/or any governmental permits or approvals.

The Association shall have the right to levy fines against the members for any such violations to the extent authorized by and pursuant to the procedures set forth in the Florida Statutes, as amended from time to time, and/or in the Articles and/or Bylaws of the Association."

2. The Articles of Incorporation of the Association, as previously amended, are further amended as follows:

A. A new Article III.M. is added to the Articles to read as follows:

"M. To impose and levy fines against any member and/or a member's tenants, guests or invitees or both for violations of the terms, provisions, conditions, covenants, restrictions, easements or limitations of the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, the Rules and Regulations of the Association, any laws, statutes or ordinances and/or any governmental permits or approvals as authorized by and in accordance with and subject to, the terms, provisions, procedures and limitations of the Florida Statutes, as they may be subsequently amended, provided that such fines may be levied on the basis of each day of a continuing violation and provided further that no such fine shall exceed Twenty Five Thousand Dollars (\$25,000.00) in the aggregate."

B. A new Article XIV.A. is added to the Articles to read as follows:

**"ARTICLE XIV.A.**

**INDEMNIFICATION OF ASSOCIATION BY MEMBERS  
FOR MEMBERS' VIOLATIONS OF THE  
DECLARATION, THE RULES AND REGULATIONS OF  
THE ASSOCIATION, THE LAW AND/OR A  
GOVERNMENTAL PERMIT OR APPROVAL**

Each member shall indemnify and agrees to indemnify the Association against all actions, proceedings, damages, fines, fees, levies, penalties, assessments, sanctions, judgements, costs, expenses and reasonable attorney's fees, including appellate attorney's fees, that the Association shall suffer or incur as a direct or indirect result of such member's violation of the terms, provisions, conditions, covenants, restrictions, easements or limitations of the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, such member's violation of the Rules and Regulations of the Association, such member's violations of any laws, statutes or ordinances, including, by way of example and not of limitation, unlawful trimming of mangroves, and/or such member's violations of any governmental permit or approval."

A certified copy of these amendments to the Articles of Incorporation of the Association from the Florida Department of State is attached hereto as Exhibit A.

3. The Bylaws of the Association are amended as follows:

A new Article VII.1.(h) is added to the Bylaws to read as follows:

"(h) To levy and assess fines against members for violations of the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, the Rules and Regulations of the Association, any laws, statutes or ordinances and/or any governmental permit or approval to the extent authorized by and pursuant to the procedures set forth in the Florida Statutes, as amended from time to time, in the Declaration and/or in the Articles of Incorporation of the Association."

IN WITNESS WHEREOF, the undersigned do hereby certify that the foregoing Amendments were adopted by the Board of Directors of the Association at a duly notified meeting of the Board of Directors of the Association held on March 23, 2009 and that they have therefore executed this Certificate of 2009 Amendments to the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles and the Articles of Incorporation and Bylaws of the Bay Isles Association, Inc. this 23rd day of March, 2009.

Signed, sealed and delivered  
in the presence of:

Beth Collins  
Print Name: Beth Collins

BAY ISLES ASSOCIATION, INC.,  
a non-profit Florida corporation

By: Richard J. Weber  
Type Name: RICHARD J. WEBER  
Its: President

Robin Nyström  
Print Name: Robin Nyström  
As to All Signatures

By: Fred  
Type Name: FRED TACIUS  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

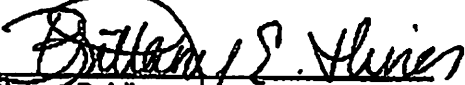
The foregoing instrument was acknowledged before me this 23 day of March, 2009 by Richard Weber, as President of Bay Isles Association, Inc., a non-profit Florida corporation, on behalf of the corporation. He  is personally known to me or  has produced \_\_\_\_\_ as identification and did not take an oath.

Brittany E. Hines  
Notary Public  
Type Name: Brittany E Hines  
My Commission Expires 3/25/2012

NOTARY PUBLIC-STATE OF FLORIDA  
Brittany E. Hines  
Commission # DD758629  
Expires: MAR. 25, 2012  
BORN ED TERRY ATLANTIC BOARDS CO., INC.

STATE OF FLORIDA  
COUNTY OF SARASOTA

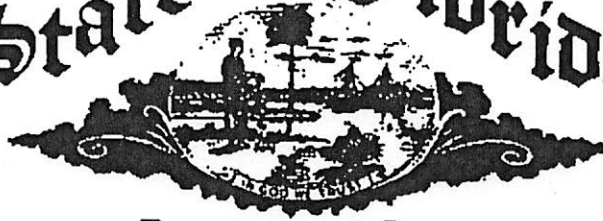
The foregoing instrument was acknowledged before me this 23 day of March, 2009 by Fred Jaccas, as Secretary of Bay Isles Association, Inc., a non-profit Florida corporation, on behalf of the corporation. He  is personally known to me or  has produced \_\_\_\_\_ as identification and did not take an oath.

  
Notary Public  
Type Name: Brittany E. Hines  
My Commission Expires: 3/25/2012

U:\notary\SPROCKET OF 2008 AMENDMENTS 8.wpd

NOTARY PUBLIC-STATE OF FLORIDA  
Brittany E. Hines  
Commission # DD758629  
Expires: MAR. 25, 2012  
BOULEVARD ATLANTIC SEASIDE SA, INC.

# State of Florida



## Department of State

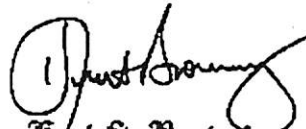
I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 8, 2009, to Articles of Incorporation for BAY ISLES ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 735668.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Eighth day of April, 2009



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State



FILED IN STATE  
SECRETARY OF CORPORATIONS  
09 APR -8 PM 12:28

Articles of Amendment  
to  
Articles of Incorporation  
of

Bay Isles Association, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

735668  
(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A  
The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp" or "Inc" "Company" or "Co." may not be used in the name

B. Enter new principal office address, if applicable: N/A  
(Principal office address **MUST BE A STREET ADDRESS**)  
N/A  
N/A

C. Enter new mailing address, if applicable: N/A  
(Mailing address **MAY BE A POST OFFICE BOX**)  
N/A  
N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

New Registered Office Address: N/A  
(Florida street address)

N/A, Florida N/A  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:  
I hereby accept the appointment as registered agent I am familiar with and accept the obligations of the position

N/A  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added.**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary) (Be specific)*

**1. A new Article III.M. is added to the Articles to read as follows:**  
"M. To impose and levy fines against any member and/or a member's tenants, guests or invitees or both for violations of the terms, provisions, conditions, covenants, restrictions, easements or limitations of the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, the Rules and Regulations of the Association, any laws, statutes or ordinances and/or any governmental permits or approvals as authorized by, and in accordance with and subject to, the terms, provisions, procedures and limitations of the Florida Statutes, as they may be subsequently amended, provided that such fines may be levied on the basis of each day of a continuing violation and provided further that no such fine shall exceed Twenty Five Thousand Dollars (\$25,000.00) in the aggregate."

**SEE CONTINUATION SHEET**

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**CONTINUATION SHEET - ARTICLES OF AMENDMENT**

- E. If amending or adding additional Articles, enter changes(s) here:
2. A new Article XIV.A. is added to the Articles to read as follows:

**"ARTICLE XIV.A.**

**INDEMNIFICATION OF ASSOCIATION BY MEMBERS FOR  
MEMBERS' VIOLATIONS OF THE DECLARATION, THE  
RULES AND REGULATIONS OF THE ASSOCIATION, THE  
LAW AND/OR A GOVERNMENTAL PERMIT OR APPROVAL**

Each member shall indemnify and agrees to indemnify the Association against all actions, proceedings, damages, fines, fees, levies, penalties, assessments, sanctions, judgements, costs, expenses and reasonable attorney's fees, including appellate attorney's fees, that the Association shall suffer or incur as a direct or indirect result of such member's violation of the terms, provisions, conditions, covenants, restrictions, easements or limitations of the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, such member's violation of the Rules and Regulations of the Association, such member's violations of any laws, statutes or ordinances, including, by way of example and not of limitation, unlawful trimming of mangroves, and/or such member's violations of any governmental permit or approval."

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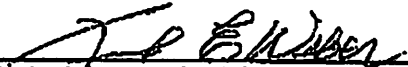
The date of each amendment(s) adoption: March 23, 2009

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 23, 2009

Signature   
(By the chairman or vice chairman of the board, president or other officer if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard Weber  
(Typed or printed name of person signing)

President  
(Title of person signing)