

Prepared by & Return to:  
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**CERTIFICATE OF AMENDMENT TO THE DECLARATION OF CONDOMINIUM OF  
LONGBOAT HARBOUR, A CONDOMINIUM**

THIS CERTIFICATE OF AMENDMENT is executed this 15th day of February, 2006, by **LONGBOAT HARBOUR OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation (hereinafter "Association").

**RECITALS**

**WHEREAS**, the Association has been established for the operation of Longboat Harbour, a condominium, in accordance with the Declaration of Condominium of Longboat Harbour recorded in November of 2000 in Official Records Book 1656, Page 6425 of the Public Records of Manatee County, Florida, as amended from time to time ("Declaration"); and,

**WHEREAS**, the Amended and Restated Articles of Incorporation of Longboat Harbour Owners Association, Inc. ("Articles of Incorporation") were recorded as Exhibit "A" of the Declaration, as originally recorded; and,

**WHEREAS**, amendments to Article X of the Articles of Incorporation entitled "Indemnification" were submitted to the Members of the Association at the Annual Meeting of the Members held on January 18, 2006, which Annual Meeting was duly noticed in accordance with Article 4 of the Amended and Restated Bylaws of Longboat Harbour Owners Association, Inc. ("Bylaws"); and,

**WHEREAS**, not less than two thirds of the voting interests present in person or by proxy at the Annual Meeting voted to approve the proposed amendments to Article X of the Articles of Incorporation;

**NOW THEREFORE**, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. All present and future Members of the Association shall be bound by the amendments to Article X of the Articles of Incorporation as follows:

*New language is indicated by underscored type.*

*Deleted language is indicated by ~~struck through~~ type.*

**Article X of the Articles of Incorporation is amended in the following manner:**

- (A) Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or 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 and costs at both

levels), judgments, fines 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, administrative law judge, arbitrator or the equivalent 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 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 judge, arbitrator or the equivalent further specifically determines that indemnification should be denied.

...

**(B)** ~~**(B)**~~ **Expenses.** ~~To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article X(A) 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.~~

**(B) (C)** ~~**(B)**~~ **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association during the process of the action, suit or proceeding in advance of the final disposition of such action, suit or proceedings ~~upon receipt of an undertaking by or on behalf of.~~ However, the affected Director, officer, or committee member must repay such amount ~~if unless it is~~ shall ultimately be determined that he is not entitled to be indemnified by the Association as described authorized in this Article X, ~~or as otherwise permitted by law.~~

**(C) (D)** ~~**(C)**~~ **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.

**(D) (E)** ~~**(D)**~~ **Insurance.** The 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 Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article X to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

**(E) (F)** ~~**(E)**~~ **Amendment.** 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.

*All other sections remain unchanged.*

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 15 day of February, 2006.

WITNESSES:

[Signature]  
Print Name: Tom A. Boock

[Signature]  
Print Name: ERVEST L. GIORDANO

[Signature]  
Print Name: WILLIS D WENGERD

[Signature]  
Print Name: Lolita Valencia

LONGBOAT HARBOUR OWNERS ASSOCIATION, INC.,  
a Florida not-for-profit corporation

By: [Signature], President

By: [Signature], Secretary

(Seal of Corporation)

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 15 day of February, 2006, by Henry B Airth Jr. and Scott A. Williams, as President and Secretary, respectively, of Longboat Harbour Owners Association, Inc., a Florida not-for-profit Corporation. They (who are personally known to me) (who have produced \_\_\_\_\_ as identification) and (did) (did not) take an oath.

[Signature]  
Signature of Notary Public  
Print name Sabrina Wengerd

SABRINA WENGERD  
Notary Public, State of Florida  
My Comm. exp. May 30, 2009  
Comm. No. DD 435548