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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE
KINGS POINT WEST RECREATIONAL FACILITIES
RULES ASSOCIATION, INC.
(a not-for-profit corporation of the State of Florida)**

7 THE UNDERSIGNED subscribers to these Articles of Incorporation hereby propose the
8 incorporation under Chapter 617, Florida Statutes, of a corporation not-for-profit, and hereby make,
9 subscribe, acknowledge and file with the Secretary of State of the State of Florida Articles of
10 Incorporation, and hereby certify as follows:
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**ARTICLE I
NAME**

16 The name of this corporation shall be KINGS POINT WEST RECREATIONAL FACILITIES
17 RULES ASSOCIATION, INC. (hereinafter referred to as the “Rules Association”), and its initial
18 office for the transaction of its affairs shall be 1904 Clubhouse Drive, Sun City Center West,
19 Florida 33570, and the initial Registered Agent at the address is William J. Durick.
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**ARTICLE II
PURPOSES**

25 This Rules Association does not contemplate pecuniary gain or profit to the members thereof, and
26 no distribution of income to its members, directors or officers shall be made, except that nothing
27 herein shall prevent the Rules Association from compensating persons who may be members,
28 directors or officers in exchange for services actually rendered to, or costs actually incurred for the
29 benefit of, the Rules Association in furtherance of its purpose. The purpose of this Rules
30 Association is to:
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32 (1) Amend or revise the current rules and regulations and to adopt new rules and regulations
33 concerning the use of leased property known as the Kings Point Recreational Facilities by
34 lessees thereof who are owners of condominium and homeowner association units at Kings
35 Point West, Sun City Center West, Florida, and
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37 (2) Have and exercise any and all other powers, rights and privileges of a not-for-profit
38 corporation organized under the laws of the State of Florida which may be inherent in or
39 reasonably necessary for the fulfillment of the rule making function. Unit Owner interests
40 shall remain a paramount consideration in all decisions.
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42 The Kings Point Recreational Facilities are located in Kings Point West, which is a community of
43 condominium and homeowner associations at Sun City Center West, Florida. Said facility is more
44 particularly defined and described by the terms of long-term leases with Kings Point West, Inc.
45 (“Lessor”) whereby the owners of condominium and homeowner association units at Kings Point
46 West have obtained non-exclusive leasehold interests in said facilities for recreation purposes (“unit
47 owner/lessees”).
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51 The rules and regulations which apply to the unit owner/lessees' use of the Kings Point West
52 Recreational Facilities shall be set forth in the legal and binding Administrative Code AC-I of the
53 Rules Association and shall continue to govern such use until amended or revised or new rules are
54 adopted pursuant to the Rule Change process of Article III hereof.
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56 **Limitation:** This Rules Association shall adopt no rule which shall have the effect of violating or
57 changing the terms of the aforesaid long-term leases with the various unit owner/lessees, restricting
58 the rights of the Lessor as provided therein, permitting acts or practices which may injure or
59 endanger any individual or the demised premises, or restricting unreasonably any unit
60 owner/lessee's right to peaceably assemble or invite public officers or candidates for public office
61 to appear and speak on the recreation facility.
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64 **ARTICLE III**
65 **MEMBERSHIP, VOTING RIGHTS AND VOTING**
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67 **A. Membership:** The membership of the Rules Association shall consist of each condominium
68 and homeowner association ("member association") which is in existence at the Kings Point West
69 community of condominium and homeowner associations in Sun City Center West, Florida. Each
70 condominium and homeowner association will be represented at meetings and in voting by the
71 president of such condominium or homeowner association or by the vice president or some other
72 duly appointed officer in the absence of the president. A newly formed condominium or homeowner
73 association shall be entitled to be represented at meetings and vote as soon as a president thereof has
74 been elected or otherwise duly appointed.
75

76 **B. Voting Rights:** The president of a member association or vice president or duly
77 appointed officer in the absence of the president shall cast the vote of the member association at
78 each meeting of the Rules Association. Each member association shall have one (1) vote. No proxy
79 shall be necessary from the member association unless the said member wishes its vote to be cast by
80 a person who is not an officer thereof. The presence of the president or vice president or duly
81 appointed officer in the absence of the president at a meeting shall constitute a presence of the
82 member association and the vote by such present officer shall constitute the vote of the member
83 association. To be valid, a proxy must be filed with the Rules Association Secretary before the
84 appointed time of the meeting.
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86 **C. Voting:**
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88 **1. With Regard to Rule-Making:** In order for a rule to be adopted, amended or revised,
89 the following procedure must be followed:
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91 a: The Rule Change procedure must be proposed either by a resolution
92 approved by two-thirds ($\frac{2}{3}$) of the Rules Association Board of Directors or a
93 resolution approved by twenty (20%) percent of the member associations;
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101 b: The President of the Rules Association shall call a properly noticed meeting
102 of the Members containing the text of the Rule Change to be discussed. Said notice
103 must be given to the president or appointed representative of each member
104 association at least ten (10) days prior to said meeting;

105
106 c: A rule change shall become effective upon approval at the Rules Association
107 Membership meeting by the affirmative vote of sixty six and two thirds percent $66\frac{2}{3}$
108 $\frac{2}{3}$) of the total voting interests of all of the Rules Association Members in aggregate
109 cast at any meeting whereat a quorum is present. All rules adopted by this procedure
110 shall be promulgated in Administrative Code AC-I of the Rules Association and by
111 the posting of such rule alone or integrated with already applicable rules in a
112 conspicuous place in the Community Clubhouses and such other places as the Lessor
113 or the Rules Association shall determine.

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115 **2. Other Voting:** Except for:

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117 a: the election of Lessee Directors governed by Bylaw Article IV, and

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119 b: the provisions in Articles IX and X herein pertaining to amending the Bylaws,
120 the Administrative Code AC-I, and these Articles of Incorporation, and

121
122 c: other provisions of these Articles of Incorporation or the Bylaws or laws of
123 the State of Florida requiring a different percentage or manner of voting, all other
124 issues shall be decided by a simple majority of the votes of the total voting interests
125 of all of the Rules Association Members in aggregate cast at any meeting whereat a
126 quorum is present.

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129 **ARTICLE IV**
130 **TERM OF EXISTENCE**

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132 The Corporation shall have perpetual existence.

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135 **ARTICLE V**
136 **SUBSCRIBERS**

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138 The names and residence of the subscribers to these Articles of Incorporation are the following:

| 139 NAME: | 140 ADDRESS: |
|----------------------------|---|
| 141 Laurence E. Kinsolving | 142 3110 Cocos Road, Tampa, FL 33618 |
| 143 Lorraine M. Nardo | 144 6225 N. Dale Mabry Hwy. Apt. 612, Tampa, FL 33614 |
| 145 Sandra L. McAuley | 146 7629 Abonado Road, Tampa, FL 33615 |

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ARTICLE VI
MANAGEMENT

154 The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of
155 three (3) individuals. Two of the Directors shall be unit owners elected from among the
156 condominium and homeowner associations at Kings Point West, Florida who are or whose
157 association is, a lessee of the Kings Point Recreational Facilities (“Lessee Directors”). The third
158 director shall be appointed by Kings Point West, Inc., or the then current Lessor of the Kings Point
159 Recreational Facilities, and shall serve until said Lessor shall appoint a replacement (“Lessor
160 Director”). The Lessor Director does not need to be a unit owner in Kings Point West and may be
161 an officer or employee of the Lessor. The first election of the Lessee Directors shall be held at the
162 first annual membership meeting to be called by the President named as an initial officer herein. At
163 such membership meeting, one Lessee Director shall be elected for a one year term and the other
164 Lessee Director shall be elected for a two year term. Thereafter lessee Directors shall be elected for
165 two year terms and the terms shall be staggered by the election of one Lessee Director to fill the
166 expiring directorship at each succeeding annual membership meeting. The Lessee Directors shall be
167 elected by plurality vote and such director shall hold office for the term provided for the above and
168 until his respective successor is duly elected and qualified.
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170 The Board shall elect a President, a Vice President and a Secretary-Treasurer of the Association,
171 and such other officers as may, in the opinion of the Board, from time to time be necessary to
172 adequately assist the administration of the affairs of the Rules Association, such officers to hold
173 office at the pleasure of the Board or until their successors are duly elected and qualified. The
174 President, Vice President and Secretary-Treasurer must be directors. Any individual may hold two
175 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be
176 held by the same person. The officers shall have such duties as may be specified by the Board or the
177 Bylaws of the Corporation. Vacancies occurring on the board and among the officers shall be filled
178 in the manner prescribed by the Bylaws of the Rules Association.
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ARTICLE VII
INITIAL OFFICERS

184 The names of the officers who are to serve until their successors are elected under the provisions of
185 these Articles and the Bylaws are the following:
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| TITLE | IDENTITY |
|---------------------|-------------------|
| President | Lou Ellen Wilson |
| Vice President | Robert Mullis |
| Secretary-Treasurer | William J. Durick |

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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

196 The number of persons constituting the initial Board of Directors of the Rules Association shall be
197 three (3); and the names and addresses of the members of such first Board of Directors, who shall
198 hold office until their respective successors are elected pursuant to the provisions of these Articles
199 of Incorporation and the Bylaws, are as follows:
200

201 NAME: ADDRESS:
202
203 Lou Ellen Wilson 1904 Clubhouse Drive, Sun City Center, Florida 33570
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205 Robert Mullis 1904 Clubhouse Drive, Sun City Center, Florida 33570
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207 William J. Durick 1904 Clubhouse Drive, Sun City Center, Florida 33570
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210 **ARTICLE IX**
211 **BYLAWS**
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213 The Bylaws of the Rules Association shall be adopted by the initial Board of Directors, as
214 constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the
215 Bylaws may be altered, amended, or rescinded by:

- 216
217 1) The unanimous vote of the entire Board of Directors of the Rules Association, and
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219 2) After proper notice to the members, by the affirmative votes of sixty six and two-thirds (66
220 $\frac{2}{3}$) percent of the total voting interests of all of the Rules Association Members in aggregate
221 cast at any meeting whereat a quorum is present.
222

223 However, without the written consent of the Lessor, (1) no amendment to the Bylaws shall be valid
224 which affects any of the rights and privileges provided to the Lessor pursuant to the long-term
225 leases, and (2) the Administrative Code AC-I which constitutes the rules and regulations shall be
226 amended only by the provisions for Rule Changes in Article III hereof rather than by the procedure
227 of this Article.
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229 **ARTICLE X**
230 **AMENDMENTS**
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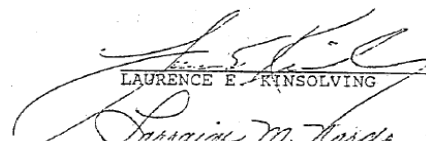
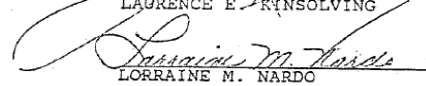
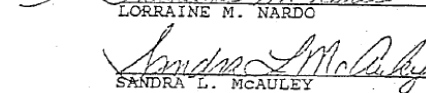
232 The Rules Association reserves the right to amend these Articles of Incorporation by:

- 233
234 1. The unanimous vote of the entire Rules Association Board of Directors, and
235
236 2. After proper notice to the members, by the affirmative votes of sixty six and two-thirds (66
237 $\frac{2}{3}$) percent of the total voting interests of all of the Rules Association Members in aggregate
238 cast at any meeting whereat a quorum is present.
239

240 However, without the written consent of the Lessor no amendment to the Articles of Incorporation
241 shall be valid which affects any of the rights and privileges provided to the Lessor pursuant to the
242 long-term leases.
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247 **THIS SPACE INTENTIONALLY LEFT BLANK**
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251 **IN WITNESS WHEREOF**, the subscribers have executed these Articles of Incorporation as of this
252 13th day of November, 1979.
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LAURENCE E. KINSOLVING

LORRAINE M. NARDO

SANDRA L. MCAULEY

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 13th day of November, 1979, personally appeared before me, the undersigned authority, LAURENCE E. KINSOLVING, LORRAINE M. NARDO, and SANDRA L. MCAULEY, to be the persons described in the foregoing Articles of Incorporation, who severally acknowledged to me that they executed the same as their free act and deed for the uses and purposes therein set forth.

Witness my hand and official seal to date aforesaid.

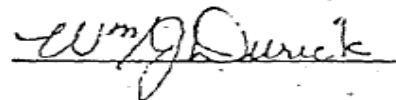

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:
January 31, 1981

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been designated as a Registered Agent for KINGS POINT WEST RECREATION FACILITY RULES ASSOCIATION, INC. hereby accepts such designation and agrees to act in such capacity.

William J. Durick



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