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Exhibit "B"

**2nd AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROSEATE COURT ASSOCIATION, INC.
a Florida corporation, Not-for-Profit**

*(Substantial Rewording of Amended and Restated Articles of Incorporation. See Amended and Restated Articles of
Incorporation for present text)*

These are the Articles of Incorporation of **ROSEATE COURT ASSOCIATION, INC.**, a not-for-profit corporation under Chapter 617, Florida Statutes:

ARTICLE 1 NAME

The name of the corporation shall be **ROSEATE COURT ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE 2 PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Association is 5602 MARQUESAS CIRCLE #103, SARASOTA, FL 34233. The mailing address of the Association is P.O. BOX 18809, SARASOTA, FL 34276. The Association Board of Directors may change the location of the principal office of the Association and its mailing address from time to time as provided by law.

ARTICLE 3 DURATION

The period of duration of the Association is perpetual.

ARTICLE 4 PURPOSE

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. By way of explanation and not limitation, the purposes for which the Association is organized are:

(a) To be and constitute the Association to which reference is made in the Revived Declaration of Covenant and Restrictions For Roseate Court Formerly Known as the Declaration of Covenants and Restrictions for Spoonbill Court at Perico Bay Club recorded at Instrument #

AMENDED AND RESTATED ARTICLES OF INCORPORATION
ROSEATE COURT ASSOCIATION, INC.

202541110486 of the Official Records of Manatee County, as amended from time to time (herein after "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Declaration, these Articles of Incorporation and the Bylaws of the Association as provided by law;

(b) To provide an entity for the maintenance, management, and control of certain property known as Roseate Court located in Manatee County, Florida, which property is subject to the Declaration.

(c) To provide for the ownership, operation, maintenance, and preservation of any Common Areas, and for the maintenance and improvement of any easements granted to the Association within the lands subject to the Declaration;

(d) To promote the health and social welfare of the members hereof within the confines of the Roseate Court; and

(e) Insofar as permitted by law, to do anything that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of Roseate Court.

ARTICLE 5 POWERS

The powers of the Association shall include and be governed by the following provisions:

General Powers. In furtherance of its purposes, the Association shall have the powers provided by common law, in Chapters 617 and 720, Florida Statutes, the Declaration and Bylaws of the Association, which, unless indicated otherwise by the Declaration or Bylaws of the Association, may be exercised by the Board of Directors.

Emergency Powers. For purposes stated in these Articles of Incorporation and Chapters 617 and 720, Florida Statutes, and to the extent allowed by law, unless specifically prohibited by the declaration or other recorded governing documents, and consistent with Section 617.0830, Florida Statutes, the Board of Directors, in response to damage or injury caused by or anticipated in connection with an emergency, as defined in Section 252.34(2), Florida Statutes, for which a state of emergency is declared pursuant to Section 252.36, Florida Statutes, in the area encompassed by the association, may exercise the emergency powers stated in Section 720.316, Florida Statutes.

Limitations and Restrictions. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

ARTICLE 6
QUALIFICATIONS OF MEMBERSHIP

General. The Association shall be a membership corporation without certificates or shares of stock. The record title owner ("Owner") of each Parcel within the lands subject to the Declaration shall be a Member of the Association and shall be entitled to vote as further provided herein, the Declaration and the Bylaws. The rights and obligations of a Member may not be assigned or delegated except as provided in the Declaration, these Articles of Incorporation, or the Bylaws of the Association, and shall automatically pass to the successor-in-interest of any Owner upon conveyance of such Owner's interest in the Parcel. Change of an Owner's membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of Manatee County, Florida, a deed or other instrument establishing record title to Parcel. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association, and the membership of the prior Owner shall terminate.

Limitation on Transfer of Shares of Assets. A member cannot assign, hypothecate or transfer in any manner his or her share in the funds and assets of the Association, except as an appurtenance to the member's Parcel.

ARTICLE 7
VOTING RIGHTS

Each Lot, as defined in the Declaration, not suspended pursuant to state law, shall have one (1) vote for each Unit owned. The Bylaws shall provide the method of voting. Except where otherwise required under the provisions of the Declaration, the Bylaws, these Articles of Incorporation, or by law, the affirmative vote of the Owners of a majority of eligible votes represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

ARTICLE 8
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors as provided in the Bylaws. Elections shall be conducted in the manner provided in the Bylaws.

ARTICLE 9
OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Bylaws of the Association shall specify the election, term, qualifications, and duties of Association officers.

ARTICLE 10
INDEMNIFICATION OF OFFICERS, DIRECTORS, AND COMMITTEE MEMBERS

Every Director, Officer, and Committee Member of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director, Officer, or Committee Member of the Association, whether or not he or she is a Director, Officer, or Committee Member at the time such expenses are incurred, except when the Directors, Officer, and Committee Member is adjudged-guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights-to which such Director, Officer, or Committee Member may be entitled.

ARTICLE 11
REGISTERED AGENT

The street address of the registered agent of this corporation is 5602 MARQUESAS CIRCLE #103, SARASOTA, FL 34233, and the name of the Registered Agent of this corporation at that address is SUNSTATE ASSOCIATION MANAGEMENT GROUP, INC. The Association Board of Directors may change the Association's registered office and registered agent from time to time as permitted by law.

ARTICLE 12
BYLAWS

The Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE 13
AMENDMENTS

These Articles may be amended in the following manner:

Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Adoption. These Articles of Incorporation may be amended by a resolution of the Board of Directors or by the vote of at least a majority of the Membership of the Association who are present, in person or by proxy, and voting at a meeting for that purpose.

Limitations and Recording. As elsewhere provided, however, no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members without approval in writing by all Members so affected. No amendment shall be made that is in conflict with the Declaration. Amendments to these Articles shall become effective upon recordation unless a later effective date is specified therein.