

GULF GATE COMMUNITY ASSOCIATION, INC.

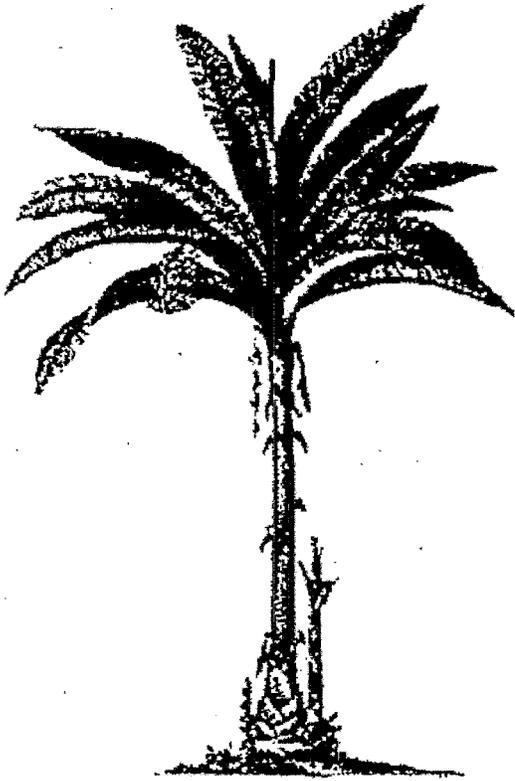
7350 S. Tamiami Trail, #57

Sarasota, Florida 34231

Founded February 1, 1963

ARTICLES OF INCORPORATION

Bylaws



Revised: January 2002
Amended: September, 2011,
November, 2017

These Amended Articles of Incorporation and Revised Bylaws were adopted at the Annual General Meeting of the Gulf Gate Community Association, Inc. on January 15, 2002, and replace all those previously in force. Article II, Section 2 was amended to broaden communication means and incorporated herein at the General Meeting of the Gulf Gate Community Association, Inc on September 20, 2011. Article II, Section 1 was amended to permit more flexibility in setting meeting dates and was incorporated herein at the General Meeting held November 14, 2017.

A copy of the booklets issued in July 1972, March 1977 and March 9, 1992 setting forth the Articles of Incorporation and Bylaws in force at those dates can be read or obtained from the Secretary.

AMENDED ARTICLES OF INCORPORATION

FIRST

The name of this corporation shall be GULF GATE COMMUNITY ASSOCIATION, INC., Sarasota, FL 34231. Mailing address shall be 7350 S. Tamiami Trail #57 or such other location, as the Board of Directors shall designate.

SECOND

The purpose for which this Corporation is organized are: to maintain, perpetuate and endeavor to increase the property values of Gulf Gate Subdivision, Sarasota, Florida or any residential area which has been or in the future may be considered eligible for membership in the association and voted into same; create a Corporation under laws of the State of Florida, not for profit, composed of real property owners and residents, in order that said individuals may coordinate their efforts toward maintaining and beautifying their particular living area; to buy, own, hold, lease, sell, mortgage or otherwise convey, acquire or dispose of any and all types of real and personal property which may be necessary or appropriate for the foregoing uses; to establish rules and regulations for admission, the fixing of the amount of membership fees if any, and to provide for the making and adoption of by-laws or other instruments; and to permit the appearance and testimony before public bodies, including, but not limited to Sarasota County Commission, and various administrative units in all matters affecting the interests of the Corporation and its members, and if necessary, to take legal or administrative action to effectuate the purpose; to do all other things necessary whatsoever to carry out the aforesaid purposes in an efficient and businesslike manner.

THIRD

The annual dues shall be such amount, if any, as the membership may fix from time to time, by a majority vote of those present and voting at any meeting, regular or special. The fiscal year for the Corporation shall be the calendar year.

FOURTH

The term for which the Corporation is to exist shall be perpetual, unless otherwise duly dissolved, in accordance with these articles of incorporation, or by operation of Law.

FIFTH

The Corporation shall be administered by a President, Vice-President, Secretary, and Treasurer. The Officers, together with the immediate Past President and five (5) Directors, shall form and constitute a Board of Directors.

SIXTH

All proposed amendments, alterations or changes in these Articles of incorporation or By-Laws must be submitted through a signed petition to the Secretary. The petition shall be discussed and voted upon at that time or such certain time thereafter as may be set by the members. The petition shall be adopted by the favorable vote of two-thirds (2/3) of the members voting.

SEVENTH

The Board of Directors shall have full authority to divide the membership into reasonable classifications. Each classification may be charged different amounts of dues.

REVISED BY-LAWS

Article I

Section 1. There shall be two classes of membership known as "active members" and "associate members" "Active-members" shall own real estate and be admitted, suspended, or expelled as provided hereinafter. "Associate members" shall be those residents who are renting property but do not own any real estate in the bounds of our designated area.

Section 2. The fiscal year of the Corporation shall begin January 1 of each year. Dues are due at that time.

Section 3. A "membership" may be an individual, a partnership, a corporation, a trust or other legal entity. Those qualified under the provisions of Section 1 shall become a member of the Corporation upon making application for membership as an active member and paying annual dues or as an associate member and paying annual dues.

Article II

Section 1. The annual meeting of the members of the Corporation shall be held in January each year in conjunction with the regular meeting, at such time and place as may be designated by the Board of Directors. Regular meetings shall be held monthly, at such a date, time and place as designated by the Board of Directors. In its discretion the Board may waive meetings in any month or months it deems is in the best interest of the Corporation, provided a minimum of 4 meetings are held in a calendar year. A special meeting of the members of the Corporation may be called at any time by the President, or in the President's absence, by the Vice-President, or by a majority of the Directors, provided due notice, as hereinafter provided, shall be given to the members. It shall be the duty of the Officers or Directors to call such a meeting whenever so requested by at least five percent of the members.

Section 2. Notice of all annual, regular, and special membership meetings shall be communicated by the Secretary or other officer of the Gulf Gate Community Association by one or more of the following means at least ten (10) days before the date thereof using such that are supported by Internet service, telephone and or print media such as publication in the GGCA newsletter listing a twelve {12} month schedule.

Section 3. Each active membership shall be entitled to one vote either in person or by proxy even though such person or persons may own more than one lot in the bounds of our designated area. A member desiring to vote by proxy shall file a written statement signed by such member, designating the name of the proxy.

Section 4. A quorum for the transaction of the business of any membership meeting of the Corporation shall consist of at least five (5) percent of its members present in person or proxy.

Article III

Section 1. There shall be a Board of Directors, which shall have control and management of the Corporation's activities, determine all policies, elect or discipline members and generally supervise the affairs of the organization. It shall consist of a President, Vice-President, Secretary and Treasurer, five (5) elected Directors, and the immediate Past President, each of whom shall have the right to vote. The Officers shall be elected for a term of one year. Elected Directors shall be elected for a term of two years. In the event that any office or directorship becomes vacant, the Board of Directors shall appoint by majority vote a replacement that shall serve for the unexpired period of the vacancy.

Section 2. The Board of Directors shall be elected at the November General Meeting and shall take office at the January meeting following the election. It shall meet at least once a month at a time to be fixed by the Board or at the call of the President or any three members of the Board, except that in its discretion the Board may waive meetings in any month or months it deems is in the best interest of the Corporation. A majority of the Board of Directors shall constitute a quorum for the transaction of business and a majority of those present shall be necessary to give affect to any action of the Board. Any decision by the Board of Directors may be modified or rescinded by a majority vote at the next regular or special meeting.

Section 3. The immediate Past President shall become an ex-officio member of the Board of Directors for the term of one (1) year with the right to vote. No replacement will be appointed if this position falls vacant.

Section 4. All Officers and Directors, elected or appointed, are eligible for re-election or re-appointment.

Article IV

Section 1. The President shall serve as the Executive Officer of the Corporation, preside at all meetings of the membership and of the Board of Directors, be an ex-officio member of all Committees, exercise general supervision of affairs of the Corporation and perform such other duties as are ordinarily incumbent upon a President.

Section 2. The Vice-President shall perform such duties as are ordinarily incumbent upon Vice-Presidents and such other duties as may be assigned by the President or by the Board.

Section 3. The Secretary shall take and maintain the minutes and attendance records of all membership and directors meeting, and shall conduct such correspondence, including notices of meetings, as may be requested by the President and Board of Directors

Section 4. The Treasurer shall collect all fees, dues and monies, collected and disbursed, in the form and manner prescribed by the Board of Directors, and shall also make and file all reports required, submit regular financial statements in the form, manner and frequency prescribed by the Board of Directors, prepare an annual statement for the annual meeting of the Organization and generally perform such duties as are ordinarily incumbent upon a Treasurer. The Treasurer shall be bonded in an amount prescribed by the Board of Directors.

Section 5. To qualify as an Officer or Director, a member must be a bona fide resident of Gulf Gate sub-division, Sarasota County, Florida, who actually lives in the designated area for a period of at least six (6) months during each year in office.

Article V

Section 1. At least eight weeks prior to the November meeting each year, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of not less than five members. The nominating committee shall select at least one (1) nominee for each expiring office and directorship. Such nominations, in writing, shall be in the hands of the Board within ten (10) days prior to the November meeting.

Section 2. Additional nominations may be submitted to the Secretary in writing, not less than fifteen (15) days prior to the November meeting. Such nominations must be signed by each nominee indicating a willingness to serve if elected.

Section 3. Only those persons recommended by the Nominating Committee or those names that have been submitted in accordance with Section 2 of this article shall be eligible for election at the November meeting.

Article VI

Section 1. The President of the Corporation shall have the authority to appoint any committee or committees, standing or special, to serve at any time and from time to time, in carrying out or discharging any duties or performing any objects authorized by the charter and by-laws of this corporation; provided, however, that such appointment or appointments may be revoked at any regular or special meeting of the Board of Directors, and the authority given to the President in these by-laws shall not preclude any action being taken by the Board of Directors or the members in appointing committees.

Article VII

Section 1. Roberts Rules of Order shall govern all meetings of this Corporation.

Article VIII

Section 1 Directors shall serve for a period two (2) years. Initially, the Board of Directors shall determine by lot the terms of the newly elected directors so that three directors (3) directors shall serve for two years, and two (2) directors serve for one year. Thereafter, in alternate years, two (2) Directors will be appointed the first year and three (3) Directors the following year.

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