

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDWARD LAWRENCE, INC.

In compliance with the requirements of Sections 617.1002 and 617.1007, Florida Statutes, Section 720.306, Florida Statutes, and pursuant to the provisions of these Articles of Incorporation for amendment, the following Amended and Restated Articles of Incorporation were adopted on February 3rd, 2012 for Edward Lawrence, Inc., a Florida not-for-profit corporation, originally incorporated on December 21, 1962.

ARTICLE I

The name of this corporation is EDWARD LAWRENCE, INC.

ARTICLE II

The purpose for which the corporation is organized is to operate and maintain that certain property located on Lot 9, Block B, A.E. Hoxie's Subdivision, Pinellas County, Florida, for the mutual welfare and benefit of the members hereof. The purposes and powers of said corporation are as follows:

1. To levy a monthly assessment, payable in advance, against each of the members hereof. Said assessments shall determined in the manner indicated by the Amended and Restated Management and Operating Agreement.
2. To use and expend the assessment collected to maintain, care for, and preserve the apartment building, grounds and improvements (other than the interior of the apartments, which are to be maintained, cared for, and preserved by the individual apartment owner).
3. To pay taxes and assessments levied and assessed against the real property, and to pay for such equipment and tools, supplies, and other personal property purchased for use in such maintenance, care, and preservation.
4. To pay for all public utilities (except telephone and lights used in walks) and to further pay for insurance and other expenses.
5. To provide for entry into and upon the apartments located upon the above-described property when necessary and at as little inconvenience to the individual member as possible in connection with such maintenance, care and preservation.
6. To repair and replace common facilities, machinery and equipment.
7. To insure and keep insured the said buildings and improvements on the property. To insure the members hereof against loss from fire and/or other casualty and against public liability, and to procure such other insurance as the membership

may deem advisable. Such insurance may be taken out in the name of the corporation for the benefit of all members, and in the event of damage or destruction of property, real or personal, covered by such insurance, to use the proceeds to repair and replace the same.

8. The members agree that delinquent assessments shall constitute a lien against such member's apartment, and may be enforced by legal action, in which event the delinquent member agrees to pay the cost of such proceeding, including a reasonable attorney's fee.
9. To employ workmen, janitors and gardeners, and to purchase supplies and equipment; to enter into contracts and generally to have the powers necessary to operate said apartment.
10. To make reasonable rules with regard to activities upon the said premises, and to amend the same from time to time, and such rules and amendments shall be binding upon the members.
11. To create an assessment fund into which all sums collected by assessment, or otherwise, shall be placed. Said assessment fund to be used and expended for purposes herein set forth.
12. To exercise all other powers granted to non-profit corporations under the laws of the State of Florida.

ARTICLE III

Any person who owns an apartment in that certain apartment building located on Lot 9, Block B, A.E. Hoxie's Subdivision, Pinellas County, Florida, shall be entitled to membership in this corporation. The ownership of each apartment shall be entitled to one vote at the meetings of the members of this corporation regardless of the number of persons owning said apartment.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The affairs of this corporation shall be managed by a Board of Directors consisting of three (3) to five (5) persons.

The Board of Directors shall be elected at the annual meeting of the corporation. The Board of Directors shall hold their annual meeting and have the power and duty of electing the officers of the corporation immediately following the annual meeting of the members of the corporation. Such officers shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors and all officers shall serve for a term of one year, provided that in the event the corporation's membership fails to hold an annual meeting, the said Directors shall continue to hold office until the next such election.

The annual meeting of the corporation shall be held with notice given in accordance with Chapter 720, Florida Statutes, in the common area located on Lot 9, Block B, A.E. Hoxie's

Subdivision, Pinellas County, Florida, on the 3rd day of February of each year, unless notice of a contrary date and time has been given to the membership at least two weeks prior to the time of said meeting.

ARTICLE VI

The names of the current officers of the corporation are as follows:

<u>Nancy Chavey</u>	President
<u>Mary Trehwella</u>	Vice-President
<u>Myra Carvalho</u>	Secretary & Treasurer

ARTICLE VII

The names and addresses of the persons who are to serve as directors until the next election by the membership are as follows:

Name	Address
Nancy Chavey	527 9th Avenue North #33 St. Petersburg, Florida 33701
Myra Carvalho	527 9th Avenue North #32 St. Petersburg, Florida 33701
Juergen Schmidt	525 9th Avenue North #21 St. Petersburg, Florida 33701
MaryTrehwella	527 9th Avenue North #9 St. Petersburg, Florida 33701
Lucy Schall	527 9th Avenue North #30 St. Petersburg, Florida 33701

ARTICLE VIII

The By-Laws of the corporation shall be made, altered, or rescinded by the Board of Directors; provided, however, that said By-Laws may be changed, altered or rescinded by the membership at its annual meeting.

ARTICLE X

Amendments to the Articles of Incorporation may be proposed by any member, and upon approval by a majority vote of the Board of Directors shall be submitted to the membership at the annual meeting or any special meeting of the membership, provided that notice of such special meeting shall be given to each member at least two weeks prior to the time of such meeting, and further provided that said notice shall state the purpose of the meeting and the place where said meeting shall be held.

WE, THE UNDERSIGNED, being the President and Secretary, respectively, of the corporation, do hereby acknowledge that we have subscribed to the foregoing Amended and Restated Articles of Incorporation of Edward Lawrence, Inc. for the purposes expressed in said Articles, and that the same have been approved by the membership in the manner required therein.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 15 day of March, 2012.

Larry Schall
1st Witness
Robert H. Harris
2nd Witness

Edward Lawrence, Inc.

By: Nancy Chavey
Nancy Chavey, President
Attest: Myra Carvalho
Myra Carvalho, Secretary

S STATE OF FLORIDA
COUNTY OF PINELLAS

(corporate seal)

The foregoing instrument was acknowledged before me this 15 day of March, 2012, by Nancy Chavey and Myra Carvalho, the President and Secretary, respectively, of Edward Lawrence, Inc., who are ☒ personally known to me or ☐ who have produced _____ as identification.

Bob Roberts
Notary Public, State of Florida



BOB ROBERTS
MY COMMISSION # EE 054309
EXPIRES: February 24, 2015
Bonded thru Budget Notary Services

#3

Exhibit B

AMENDED AND RESTATED BY-LAWS OF EDWARD LAWRENCE, INC.

ARTICLE I – OFFICE

The Principal office of the corporation shall be at the 525 – 527 Ninth Avenue North, Pinellas County, St. Petersburg, Florida. Said principal office may be changed from time to time by the Board of Directors.

ARTICLE II - MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of this corporation shall be held on such date and time as determined by the Articles of Incorporation, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, then and in that event the annual meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for the annual meeting of the members, or at any adjournment thereof, the Board of Directors shall call a special meeting of the members for said purpose as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the Board of Directors, and further such meetings shall be called by the President at the request of not less than one-fifth (1/5) of the members of this corporation.

Section 3. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President or Secretary.

Section 4. Members Entitled to Vote. Those members owning an apartment 15 days prior to any meeting of the membership shall be entitled to notice and to vote at said meeting.

Section 5. Quorum. Thirty percent (30%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If less than thirty percent (30%) of said membership are represented at a meeting, a majority of the members so represented may adjourn the meeting.

Section 6. Proxies and Voting by Mail in Ballot. The use of proxies is subject to the provisions of Chapter 720, Florida Statutes. At all meetings of the membership a member may vote for the election of directors by mail in ballot executed in writing by the member. Such mail in vote shall be filed with the Secretary of the corporation before or at the time of the meeting, and shall comply with the requirements of Chapter 720, Florida Statutes.

Section 7. Voting. The ownership of an apartment, regardless of the number of persons owning said apartment, shall be entitled to one vote at the meeting of the membership. If an apartment is owned jointly, only one such owner is entitled to serve as director or officer of the corporation by virtue of said ownership.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors of the corporation shall be between three (3) and five (5), as determined from time to time by the Board. Each director shall hold office until the next annual meeting of the membership and until his successor shall have been elected and qualified. Directors must be members of this corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice immediately after and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings. Notice of Board meetings is to be given in accordance with Chapter 720, Florida Statutes.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding said meetings.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or mailed to each director, or by telegram. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of said Board, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. Compensation. Members of the Board of Directors shall serve without compensation.

ARTICLE IV – OFFICERS

Section 1. Number. The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by said board whenever in its judgment the best interest of the corporation will be served thereby.

Section 4. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary any and all instruments or documents necessary and authorized by the Board of Directors.

Section 5. Vice-President. In the absence of the President, or in the event of his death, or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

Section 6. Secretary. The Secretary shall, (a) keep the minutes of the membership meetings and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation and these By-Laws; (c) be custodian of the corporate records and of the seal of the corporation, and shall affix the corporate seal to all documents when necessary; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall; (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks or other depositories as shall be selected by the Board of Directors; (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Salaries. The officers of this corporation shall serve without compensation.

ARTICLE V – CONTRACTS, LOANS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize the execution of contracts and/or other instruments by the officers of this corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI – SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of the incorporation, and the words "Corporate Seal".

ARTICLE VII

These By-Laws may be altered, amended or repealed by the Board of Directors at any regular or special meeting of said Board.

Prepared by and return to:
Uta S. Grove, Esq.
Grove Law Office, P.A.
2600 East Bay Drive, Suite 220
Largo, FL 33771

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED BY-LAWS
FOR
EDWARD LAWRENCE, INC.**

NOTICE IS HEREBY GIVEN that the AMENDED AND RESTATED BY-LAWS FOR EDWARD LAWRENCE, INC., recorded as Exhibit B to the Amended and Restated Management and Operating Agreement, which is recorded in O.R. Book 17582, pages 1079 through 1091, of the Public Records of Pinellas County, Florida, are hereby amended, pursuant to the procedures described in said Bylaws for amendment thereof, at the meeting of the members of Edward Lawrence, Inc. on November 26, 2013, as set forth herein:

Section 3 of Article II of the Bylaws of Edward Lawrence, Inc. is amended to read as follows:

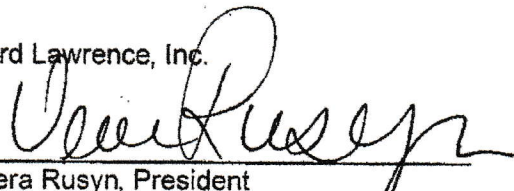
**ARTICLE II
MEMBERS**

Section 3. Notice of Meeting. Written or printed notice stating the place, day and hour of the annual meeting shall be given not less than sixty (60) days, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given delivered not less than thirty (30) days ~~ten nor more than thirty days~~ before the date of the meeting, either personally or by mail, by or at the direction of the President or Secretary. Such notice may include electronically transmitting the notice of any meeting however; a member must consent in writing to receiving notice by electronic transmission.

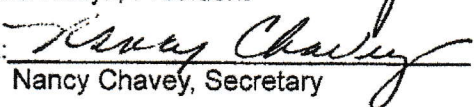
IN WITNESS WHEREOF, Edward Lawrence, Inc. has caused this Certificate of Amendment to be signed in its name by its President, the Corporate Seal affixed and attested to by its Secretary, on this 13th day of January, 2014.

Edward Lawrence, Inc.

By:


Vera Rusyn, President

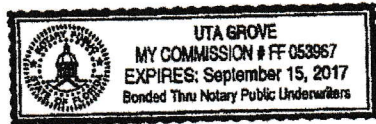
Attest:


Nancy Chavey, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of January, 2014 by Vera Rusyn and Nancy Chavey, President and Secretary, respectively, of Edward Lawrence, Inc., a Florida corporation not for profit. They are personally known to me and did not take an oath.



(Notary Seal)

Uta Grove
Notary Public
My Commission Expires