

LAW OFFICES OF
CORNETT, GOOGE, ROSS & EARLE, P.A.

JANE L. CORNETT
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723511

401 EAST OSCEOLA ST.
FIRST FLOOR
RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FLORIDA 34995

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CHARLES W. SINGER
OF COUNSEL

April 28, 1999

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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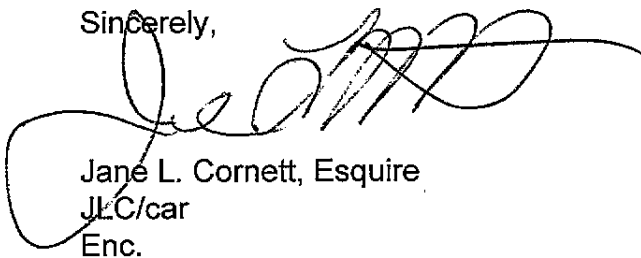
Re: de la Bahia Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing are two original Amended and Restated Articles of Incorporation for the above, along with a check in the amount of \$35.00 for your fee. Please date stamp one original and return it to me in the postpaid envelope enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,


Jane L. Cornett, Esquire
JLC/car
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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JLC/23

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 6, 1999

JANE L. CORNETT, ESQ.
CORNETT, GOUGE, ROSS & EARLE, P.A/
PO BOX 66
STUART, FL 34994

SUBJECT: DE LA BAHIA CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 723511

We have received your document for ~~DE LA BAHIA CONDOMINIUM ASSOCIATION, INC.~~ and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 399A00024797

LAW OFFICES OF
CORNETT, GOOGE, ROSS & EARLE, P.A.

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June 17, 1999

Ms. Karen Gibson
Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: de la Bahia Condominium Association, Inc.
Ref. No. 723511
Letter No. 399A00024797

Dear Ms. Gibson:

Pursuant to your letter of May 6, 1999, I am returning the enclosed original and copy of the Amended and Restated Articles of Incorporation of de la Bahia Condominium Association, Inc. which includes the information requested in your letter. Please file the Articles of Incorporation, date stamp the copy and return it to me in the postpaid envelope enclosed. Our check covering the fee to record the Articles in the sum of \$35.00 was previously sent to you with our original request.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,



Dee Romeo
Assistant to Jane L. Cornett, Esq.
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
de la BAHIA CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by the Articles of Incorporation, set forth:

I.

The name of the Corporation shall be:

de la BAHIA CONDOMINIUM ASSOCIATION, INC.

II.

The purposes and objects of the corporation shall be to administer the operation and management of a condominium project established in accordance with the laws of the State of Florida upon the following described property situated, lying and being in Martin County, Florida, to-wit:

Per EXHIBIT "A" attached hereto and made a part hereof and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which is recorded in the public records of Martin County, Florida, at the time said property and the improvements now or hereafter situate thereon, are submitted to a plan of condominium ownership; and to own, operate, lease land and facilities of every nature. The Association shall make no distribution of income to its members, Directors or officers.

III.

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

The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- A. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium. To use the proceeds of assessments in the exercise of its powers and duties.
- B. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- C. To maintain, repair, replace, operate and manage the condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the condominium property.
- D. To contract for the management of the condominium, if so decided, and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association. To employ personnel to perform the services required for proper operation of the condominium.
- E. To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association which have been adopted and the rules and regulations governing the use of the condominium as established. To make and amend reasonable regulations respecting the use of the property in the condominium.
- F. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, whether or not

contiguous to lands of the condominium, to provide enjoyment, recreation or other use or benefit to the owners of the units, all as may be deemed by the Board of Directors to be in the best interests of the Association.

G. With the exception of transfers of ownership of any unit among and between co-owners of the unit, the Association shall have the right of first refusal to purchase such unit, upon the same terms and conditions as those contained in any bona fide offer which such owner may have received for the sale of the unit.

H. To exercise, undertake and accomplish all of the rights, duties and obligations that may be granted to or imposed upon the corporation pursuant to said Declaration of Condominium.

IV.

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

A. The owners of all units in the condominium and their spouses shall be members of the Association and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a unit in the condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his/her being divested of all title to or his/her entire fee ownership interest in any unit except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more units, or who may own a fee ownership interest in two or more units, so long as such party shall retain title to or a fee ownership interest in any unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his/her unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership

and for the purposes authorized herein, in the Declaration of Condominium and in said Bylaws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit in the condominium, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the Bylaws adopted by the Association. Should any member own more than one unit, such member shall be entitled to exercise or cast one vote per unit owned in the manner established by said Bylaws.

V.

The corporation shall have perpetual existence.

VI.

The affairs of the Association shall be administered by the President of the Association assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the corporation, except such person or persons employed cannot be members of the Association.

VII.

The affairs of the Association shall be managed by the Board of Directors. The number of members of Boards of Directors shall be as provided from time to time by the Bylaws of the Association. The members of the Board of Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and all members of the Board of Directors shall be members of the Association.

VIII.

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The officers shall be elected from among the membership of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided however, that the offices of the President and Vice President shall not be held by the same person, nor shall the offices of the President and the Secretary or Assistant Secretary be held by the same person.

IX.

The Bylaws of the Association adopted by the Association may be altered or rescinded only in such manner as said Bylaws may provide.

X.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he may be party, or in which he may become involved, by reason of his/her being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided, that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 or officer may be entitled.

XI.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning at least ten percent (10%) of the units in the condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from receipt by him/her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty-four (34) days before the date set for such meeting except those notices for owners residing outside the continental United States can be mailed not more than forty-five (45) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his/her post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

At such meeting the amendment or amendments proposed must be approved by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the persons and proxies present and voting, or not less than eighty percent (80%) of the votes of the persons and proxies present and voting in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary

to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Martin County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

The foregoing amendment to the Articles of Incorporation were adopted as approved by the membership by vote sufficient for approval at a special meeting held on March 15, 1999. The adoption of the amendments appears upon the minutes of said meeting and is unrevoked.

All provisions of the Articles of Incorporation are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the officers of de la Bahia Condominium Association, Inc. have set their hands and seals this 12 day of April, 1999, to indicate that these Amended and Restated Articles of Incorporation were approved by the membership by a vote sufficient to pass.

Robert M. Lane
Witness
Robert L. George

Hazel B. Rohan
Hazel Rohan, President

Witness

Robert M. Lane
Witness

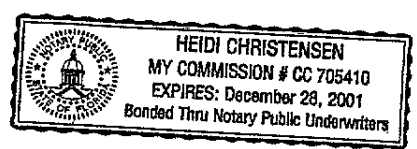
Eleanor Friedley
Eleanor Friedley, Secretary

Robert L. George
Witness

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 12 day of April, 1999 by Hazel B. Rohan President, and Eleanore Friedley Secretary of DE LA BAHIA CONDOMINIUM ASSOCIATION, INC., [] who are personally known to me or [] who have produced identification [Type of Identification: FDL].

Seal



Heidi Christensen
Signature

My commission expires:



WEIMER AND COMPANY
 INCORPORATED
 land surveyors • planners • engineers

MEMBER • P. O. BOX 15786 • 2586 FOREST HILL BOULEVARD • WEST PALM BEACH, FLORIDA 33406 • PHONE 305 965-8900

175934

A parcel of land in fractional Section 17, Township 38 South, Range 41 East, Martin County, Florida, lying West of the Westerly right of way line of State Road #76 (a 100 foot road right of way); said parcel of land being more particularly described as follows:

Commencing at the Northeast corner of said Section 17; Thence, South 0°-11'-00" West, along the East line of said Section 17, a distance of 931.13 feet; Thence, South 79°-15'-00" West, a distance of 38.37 feet, more or less, to the corner of a seawall, and a point of beginning;

Thence, continue South 79°-15'-00" West, along the back of said seawall, a distance of 120.00 feet; Thence, North 10°-45'-00" West, along the back of said seawall, a distance of 167.01 feet; Thence, North 86°-49'-00" West, along the back of said seawall, a distance of 145.20 feet; Thence, South 79°-15'-00" West, along the back of said seawall, a distance of 89.07 feet; Thence, South 10°-45'-00" East, along the back of said seawall, a distance of 162.01 feet; Thence, North 79°-15'-00" East, a distance of 115.00 feet; Thence, South 10°-45'-00" East, a distance of 11.35 feet to the point of curvature of a curve to the left, having a radius of 50.00 feet; Thence, South-easterly along the arc of said curve, through a central angle of 47°-24'-59", a distance of 41.38 feet to the point of reverse curvature of a curve to the right, having a radius of 160.00 feet; Thence, Southerly along the arc of said curve, through a central angle of 117°-59'-43", a distance of 329.50 feet; Thence, North 10°-45'-00" West, a distance of 70.48 feet; Thence, South 79°-15'-00" West, a distance of 30.00 feet; Thence, North 10°-45'-00" West, a distance of 44.00 feet to the corner of said seawall; Thence, South 79°-20'-00" West, along the back of said seawall, a distance of 83.00 feet; Thence, North 10°-40'-00" West, along the back of said seawall, a distance of 20.00 feet; Thence, South 79°-20'-00" West, along the back of said seawall, a distance of 129.31 feet; Thence, North 10°-40'-00" West, along the back of said seawall, a distance of 66.87 feet; Thence, North 11°-51'-00" East, along the back of said seawall, a distance of 149.73 feet; Thence, North 9°-52'-00" West, along the back of said seawall, a distance of 78.07 feet; Thence, North 40°-09'-00" West, along the back of said seawall, a distance of 169.98 feet; Thence, North 86°-00'-00" West, along the back of said seawall and a Westerly prolongation thereof, a distance of 228 feet, more or less, to the waters of the St. Lucie River; Thence, meandering Northerly along said waters of the St. Lucie River, a distance of 44 feet, more or less to a point in the Westerly prolongation of said back of seawall; Thence, North 87°-15'-00" East, along the Westerly prolongation of said back of seawall, and along the back of said seawall, a distance of 319 feet, more or less; Thence, South 86°-49'-00" East, along the back of said seawall, a distance of 475.77 feet; Thence, South 10°-45'-00" East, along the back of said seawall, a distance of 221.44 feet to the point of beginning

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TOGETHER WITH a parcel of land in fractional Section 17, Township 38 South, Range 41 East, and in that part of the North one-half of Government Lot 4, Section 16, Township 38 South, Range 41 East, Martin County, Florida, lying West of the Westerly right of way line of State Road #76 a 100 foot road right of way); said parcel of land being more particularly described as follows:

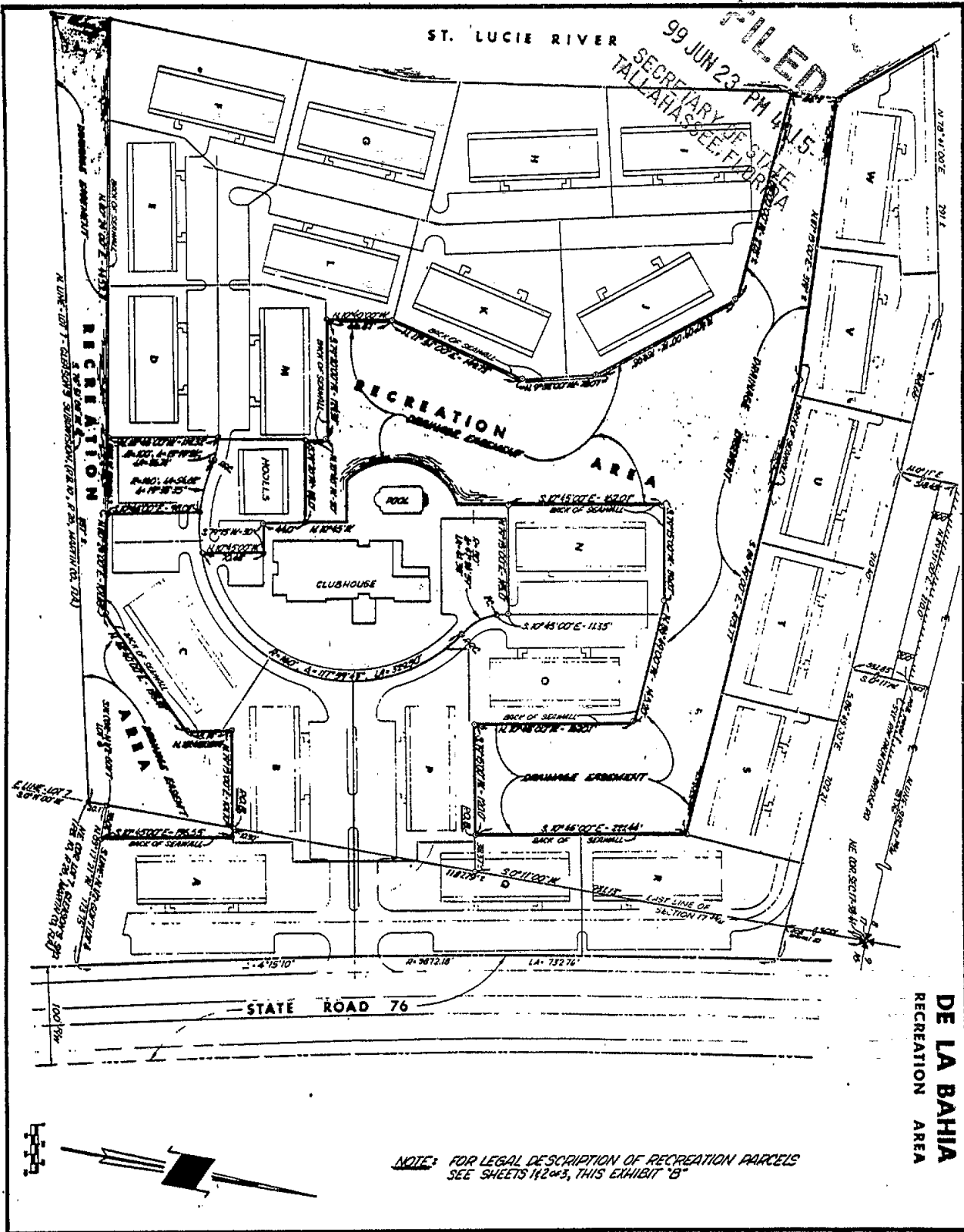
Commencing at the Northwest corner of said Section 17; hence, South 0°-11'-00" West, along the East line of said Section 17, and along the West line of said Government Lot 4, a distance of 187.79 feet, more or less, to the back of a seawall, and a point of beginning; Thence, North 79°-15'-00" East, along the back of said seawall, a distance of 10.30 feet; Thence, South 10°-45'-00" East, along the back of said seawall and a Southerly prolongation thereof, a distance of 16.55 feet to the South line of the North one-half of said Government Lot 4; Thence, North 89°-17'-21" West, along the South line of the North one-half of said Government Lot 4, a distance of 36.02 feet to the East line of said Section 17, and the Southwest corner of the North one-half of Government Lot 4; Thence, South 0°-11'-00" West, along the West line of said Section 17, a distance of 20.10 feet to the Northeast corner of Lot 7, Gleason's Subdivision, as recorded in Plat Book 10, Page 26, public records, Martin County, Florida; Thence, South 5°-51'-00" West, along the North line of said Lot 7, Gleason's Subdivision, a distance of 837 feet, more or less to the waters of the St. Lucie River; Thence, meandering Northerly along said waters of the St. Lucie River, a distance of 65 feet, more or less, to a point in the Westerly prolongation of said back of seawall; Thence, North 80°-24'-00" East, along the Westerly prolongation of said back of seawall, and along the back of said seawall, a distance of 445 feet, more or less; Thence, North 10°-45'-00" West, a distance of 118.32 feet to a point in a curve, concave Southerly, having a radius of 100 feet, and whose center bears South 1°-18'-39" East; Thence, Southerly along the arc of said curve, through a central angle of 5°-19'-24", a distance of 26.74 feet to the point of reverse curvature of a curve to the left, having a radius of 160 feet; Thence, Southeasterly along the arc of said curve, through a central angle of 19°-33'-35", a distance of 54.62 feet; Thence, South 10°-45'-00" East, a distance of 3.01 feet to the back of said seawall; Thence, North 80°-24'-00" East, along the back of said seawall, a distance of 101.65 feet; Thence, North 44°-40'-00" East, along the back of said seawall, a distance of 55.47 feet; Thence, North 10°-45'-00" West, along the back of said seawall, a distance of 45.14 feet; Thence, North 79°-15'-00" East, along the back of said seawall, a distance of 101.70 feet to the point of beginning.

SUBJECT TO drainage easements (all waterways within the above described parcels being designated as drainage easements), and subject to restrictions, easements and rights of way of record.

Note: For a delineation of the above described parcels, see Sheet 3 of 3 Exhibit "B" in the Declaration.

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TALLAHASSEE, FLORIDA

BOOK 341 PAGE 2565



NOTE: FOR LEGAL DESCRIPTION OF RECREATION PARCELS SEE SHEETS 142 & 3, THIS EXHIBIT "B"

PREPARED IN THE OFFICE OF: WEIMER AND COMPANY, INC., LAND SURVEYORS AND PLANNERS, WEST PALM BEACH, FLORIDA



BOOK 341 PAGE 2566

SHEET 3 of 3

DOROTHY PIERCE
CLERK OF CIRCUIT COURT
By *[Signature]*

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MARTIN COUNTY, FLA.