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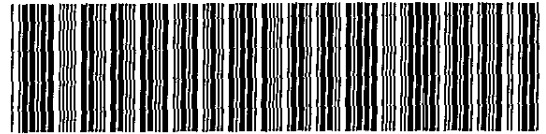
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*Almond*

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August 19, 2003

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

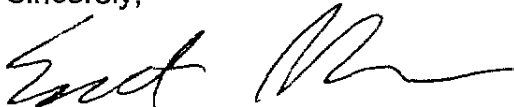
RE: Amended and Restated Articles of Incorporation  
of Island House Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Island House Owners Association, Inc, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also 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,



Elizabeth P. Bonan, Esq.

/kmk

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT "F"**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ISLAND HOUSE OWNERS ASSOCIATION, INC.**  
**(A Condominium Owners Association)**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on May 21, 1973.

**ARTICLE I**  
**Name**

The name of the corporation is ISLAND HOUSE OWNERS ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the "Association."

**ARTICLE II**  
**Purpose**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes (as amended), for the operation of condominium apartments upon the following lands:

*Real property situate, lying and being in St. Lucie County, Florida, in Section 15, Township 35 South, Range 40 East, as more particularly described as:*

From the Northwest corner of the SW 1/4 of the SW 1/4 of Section 15, Township 35 South, Range 40 East, run thence South 89°40'16" East along the quarter-quarter line to a point on the East right of way of Oleander Avenue (State Road S-605); thence South 00°26'26" East along the said East right of way of Oleander Avenue 35.00 feet to the point of beginning; thence South 00°26'26" East along said East right of way of Oleander Avenue, 758.67 feet to a point; thence South 89°42'43" East 600.77 feet to a point; thence North 00°02'44" East 768.18 feet to a point; thence North 89°40'16" West 597.29 feet to a point; thence South 00°26'26" East 10.00 feet to a point; thence North 89°40'16" West 10.00 feet to the point of beginning; all lying and being in St. Lucie County, Florida, and containing 10.653 acres.

2.2 The Association will make no distributions of income to its members, directors or officers.

**ARTICLE III**  
**Powers**

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

3.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

3.2 The Association will 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 it will have all of the powers and duties reasonably necessary to operate said condominium pursuant to the Declaration of Condominium, as amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the condominium properties.
- d. To purchase insurance for the condominium properties and insurance for the protection of the Association and its members as condominium unit owners.
- e. To reconstruct improvements after casualty and to further improve the condominium properties.
- f. To make and amend reasonable regulations respecting the use of the condominium properties.
- g. To approve or disapprove the transfer, mortgage and ownership of condominium units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the condominium properties.
- i. To contract for the management and operation of the condominium, including the common elements, and to thereby delegate all powers and duties of the

Association, except such as are specifically required to have approval of the Board of Directors or of the membership of the Association.

j. To lease such portions of the common elements of the condominiums as are susceptible to separate management and operation.

k. To employ personnel to perform the services required for the proper management and operation of the condominium.

3.3 All funds, except such portions thereof as are expended for the common expenses of the condominium, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the Declaration of Condominium and in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

3.4 The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws of the Association.

#### **ARTICLE IV** **Members**

4.1 The members of the Association will consist of all of the record owners of the condominium units in the condominium, said condominium units being apartments of various types; and after termination of any condominium will consist of those who were members of the terminated condominium at the time of such termination, their successors and assigns, and of the record owners of condominium units in the remaining condominiums.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a condominium unit and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share 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 condominium unit.

4.4 The owner of each condominium unit will be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights will be determined by the By-Laws of the Association.

**ARTICLE V**  
**Directors**

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws of the Association. Directors need not be members of the Association.

5.2 Directors of the Association will be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-Laws of the Association.

**ARTICLE VI**  
**Officers**

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

**ARTICLE VII**  
**Indemnification**

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his 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 when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE VIII**  
**By-Laws**

The first By-Laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said By-Laws.

**ARTICLE IX**  
**Amendments**

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

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

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

a. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment will be made that is in conflict with the Condominium Act or the Declarations of Condominium.

**ARTICLE X**  
**Term**

The term of the Association will be perpetual.

These Amended and Restated Articles of Incorporation of Island House Owners Association, Inc. have been approved by at least seventy-five percent of the Board of Directors and seventy-five percent of the members which vote was sufficient for approval, at the Special Members' Meeting held on July 16, 2003.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 14 day of August, 2003.

WITNESSES:

ISLAND HOUSE OWNERS  
ASSOCIATION, INC.

Allison Yates  
Printed Name #1: Allison Yates

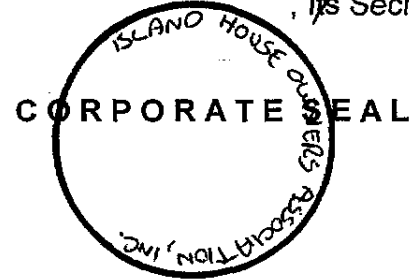
Debra M. Burke  
Printed Name #2: Debra M. Burke

Mary Ng  
Printed Name #1: Mary Ng

Ann Marie Hunter  
Printed Name #2: Ann Marie Hunter

By: Alice Hart, Its President

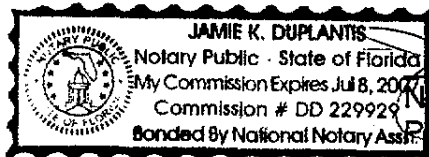
By: M. J. Thompson, Its Secretary



STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on August 12, 2003, by Alice Hart as President of Island House Owners Association, Inc. [ ] who is personally known to me, or [X] who has produced identification [Type of Identification: DL# H430-030-29-511-D].

Notarial Seal



Jamie K. Duplantis  
Notary Public  
Printed Name: Jamie K. Duplantis

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on August 14, 2003, by M. J. Thompson as Secretary of Island House Owners Association, Inc. [X] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



Mary Man Lai Ng  
Notary Public  
Printed Name: \_\_\_\_\_

Record and Return to:  
Elizabeth P. Bonan, Esq.  
Cornett, Googe, Ross & Earle, P.A.  
P.O. Box 66  
Stuart, FL 34995