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Amend & Rest

C.COULLETTE

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EXAMINER

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OF COUNSEL
THOMAS K. GALLAGHER
W. MARTIN BONAN, LLC

March 23, 2010

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


RE: High Point of Fort Pierce Condominium Section II Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above referenced Association, 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 call.

Sincerely,



Elizabeth P. Bonan, Esq.
EPB/kmr
Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIGH POINT OF FORT PIERCE CONDOMINIUM
SECTION II ASSOCIATION, INC.**

(A Florida Corporation Not-For-Profit)

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on January 12, 1979 and recorded in the St. Lucie County Public Records at Official Records Book 304, Page 1480 and amended on February 13, 1989 and recorded at Official Records Book 627, Page 1393, et. seq.

The terms contained in these Articles of Incorporation shall have the meanings of such terms as set forth in Chapter 718, Florida Statutes (2008) as amended from time to time (the "Act") and in the Declaration of Condominium applicable to the subject property.

**ARTICLE I
NAME**

The name of this Association shall be HIGH POINT OF FORT PIERCE CONDOMINIUM SECTION II ASSOCIATION, INC., whose address is as established by the Board of Directors from time to time.

**ARTICLE II
PURPOSE OF ASSOCIATION**

The purpose for which this Association is organized is to maintain, operate and manage High Point of Fort Pierce Condominium Section II and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

**ARTICLE III
POWERS**

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit, which are not in conflict with the terms of the Condominium Documents or the Act.

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B. The Association shall have all of the powers of a condominium association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. to make, establish and enforce reasonable rules and regulations governing High Point of Fort Pierce Condominium Section II and the use of Apartments, Common Elements, Limited Common Elements, and Condominium Property;

2. to make, levy, collect and enforce Assessments against Apartment Owners to provide funds to pay for the expenses of the Association; the maintenance, operation and management of High Point of Fort Pierce Condominium Section II in the manner provided in the Condominium Documents and the Act; and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;

3. to maintain, repair, replace and operate the Condominium Property in accordance with the Condominium Documents and the Act;

4. to reconstruct improvements of the Condominium Property in the event of casualty or other loss;

5. to enforce by legal means the provisions of the Condominium Documents, said legal means to include, but are not limited to, the levying of fines and the filing of legal action; and

6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium Property and to enter into any other agreements consistent with the purposes of the Association.

ARTICLE IV MEMBERS

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

A. Membership in the Association shall be established by the acquisition of ownership of fee title to an Apartment in High Point of Fort Pierce Condominium Section II as evidenced by the recording of an instrument of conveyance amongst the Public Records of St. Lucie County, Florida, whereupon the membership in the Association of the prior owner thereof, if any, shall terminate as to that Apartment. New Members shall deliver a true copy of the deed or other instrument of acquisition of title to the Association.

B. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Apartment.

C. With respect to voting, the Members as a whole shall vote. Each Apartment shall be entitled to only one vote, which vote shall be exercised and cast in accordance with the Declaration and By-Laws.

D. The following provisions shall govern the right of each Member to vote and the manner of exercising such right:

1. There shall be only one vote for each Apartment, and if there is more than one Apartment Owner with respect to an Apartment as a result of the fee interest in such Apartment being held by more than one person, such Apartment Owners collectively shall be entitled to only one vote in the manner determined by the Declaration.

2. The Members shall elect the Board in the manner provided in these Articles of Incorporation.

ARTICLE V TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI OFFICERS

A. The affairs of the Association shall be managed by a President, one or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary.

**ARTICLE VII
BOARD OF DIRECTORS**

The Board shall consist of seven (7) Directors who shall be elected by the Members of the Association.

**ARTICLE VIII
INDEMNIFICATION**

Section 1. General. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) (and including administrative proceeding) to which he/she may be a party because of his/her being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

(1) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or

(2) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his action was lawful; or

(3) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

Section 2. Provisos.

(1) It is specifically recognized and agreed that the protections of Section 1 above shall fully apply in connection with the decisions of the Directors and officers to disapprove transfers by reason of age, in which any action arises or is threatened under the Fair Housing ACT.

(2) The protections of Section 1 above shall fully apply to protect any committee members of the Association, as if they were specifically referred to in Section 1, in connection with the member(s) decisions to disapprove or recommend disapproval

of transfers by reason of age, in which any action arises or is threatened under the Fair Housing ACT.

(3) Exception. The Provisos above and Section 1 above shall not apply to protect Directors, officers or committee persons where they knew or had reason to know that the Community was not exempted from the Fair Housing ACT by EXEMPTION THREE.

ARTICLE IX BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded by the members and the Board in the manner provided for in the By-Laws and the Act.

ARTICLE X AMENDMENTS

These Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

B. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of two-thirds (2/3) of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

C. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

D. A copy of each amendment shall be filed with the Secretary of State of the State of Florida and recorded amongst the Public Records of St. Lucie County, Florida.

ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association and the registered agent of the Association shall be as designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation of High Point of Fort Pierce Condominium Section II Association, Inc. were approved by a majority of the Board of Directors present at a meeting on 12/9/2009 and by two-thirds (2/3) of the Members present and voting at a meeting on 2/10/2010, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 8 day of March, 2010.

WITNESSES AS TO PRESIDENT:

HIGH POINT OF FORT PIERCE
CONDOMINIUM SECTION II
ASSOCIATION, INC.

Anna Mae Reimert
Printed Name: Anna Mae Reimert

By: Donald A. Pidgen
Donald A. Pidgen, President

Louis Crunale
Printed Name: Louis Crunale

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me on March 8, 2010, by Donald A. Pidgen, as President of High Point of Fort Pierce Condominium Section II Association, Inc. [who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Eileen Hamilton Wise
Notary Public

WITNESSES AS TO SECRETARY:

HIGH POINT OF FORT PIERCE
CONDOMINIUM SECTION II
ASSOCIATION, INC.

Robert Betty
Printed Name: Robert Betty

By: Nancy Ware
Nancy Ware, Secretary

Sponcer F. Duskee
Printed Name: Sponcer F. Duskee

CORPORATE
SEAL

STATE OF FLORIDA

COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me on March 8, 2010,
by Nancy Ware, as Secretary of High Point of Fort Pierce Condominium
Section II Association, Inc. [] who is personally known to me, or [] who has produced
identification [Type of Identification: _____].

Notarial Seal



Eileen Hamilton Wise
Notary Public