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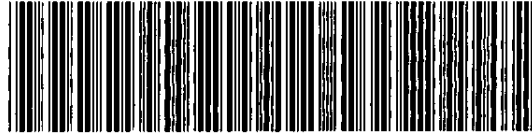
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Amended  
Restarted  
@ 3/31/09

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March 25, 2009

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

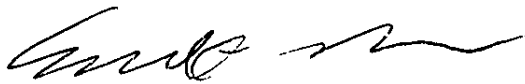
RE: Tropical Paradise Homeowners Association, Inc.

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TROPICAL PARADISE HOMEOWNERS ASSOCIATION, INC.**

FILED STATE  
SECRETARY OF CORPORATIONS  
09 MAR 30 AM 11:36

A corporation not for profit under the laws of the State of Florida

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 May 2, 1979 and amended on September 8, 1998.

**ARTICLE I – NAME**

The name of the corporation shall be Tropical Paradise Homeowners Association, Inc., hereinafter referred to in this instrument as the Association.

**ARTICLE II – PURPOSE**

The purpose for which the Association is organized is to provide an entity to own and operate certain lands located in the County of Martin, Florida, located in Tropical Paradise subdivision between Lots 68 and 69, which lands are to be used in common by all of the members of the Association and which membership shall consist of all of the property owners at Tropical Paradise. The Association shall be responsible for the management of Tropical Paradise, in keeping with the terms and conditions as set forth in the "Declaration of Protective Covenants and Restrictions for Tropical Paradise" and the enforcement of said covenants as appear of record.

**ARTICLE III – POWERS**

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

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 these Articles.

B. The Association shall have and exercise all of the powers, duties and privileges set forth in the Declaration of Protective Covenants and Restrictions for Tropical Paradise and all of the powers and duties reasonably necessary to operate the Tropical Paradise property pursuant to the Declaration of Protective Covenants and Restrictions as recorded, in the office of the Clerk of the Circuit Court, Martin County, Florida, as it may be amended from time to time, including, but not limited, to the following:

1. To make and collect assessments against lot owners to defray the cost and expenses of the Tropical Paradise Association property.

2. To use the proceeds of assessments in the exercise of the Board of Directors' powers and duties.
3. To maintain, repair, replace and operate the property of the Association and maintain, repair and keep open any and all easements owned by the Association.
4. To make and collect assessments against lot owners to purchase insurance for the property of the Association and insurance for the protection of the Association and its members. These insurance costs are shown in the operating budget for the Association and such assessments shall be due and payable when billed.
5. Interest: Application of Payments. Assessments and installments on such assessments paid on or before fifteen (15) days after the date when due shall not bear interest. All sums not paid on or before fifteen (15) days after the date when due shall bear interest at the highest percentage rate allowed by law, from the date when due until paid. All payments upon account shall be first applied to interest and then the assessment payment first due. The Association shall have the legal right to file a lien against the property of such homeowner who shall fail to make his required assessment payments. The lien for unpaid assessments shall also secure reasonable attorney's fees incurred by the Association incident to the collection of such assessment or enforcement of such lien, whether or not a suit is instituted.
6. To reconstruct the improvements after any casualty and to further improve the property.
7. To make and amend reasonable rules regarding the use of the property of the Association; provided, however, that all such rules and their amendments shall be approved by the membership in accordance with Article IX of these Articles.
8. To contract for the management of the Association property and to delegate to such persons all powers and duties of the Association except such as are specifically required by the Declaration of Protective Covenants and Restrictions for Tropical Paradise to have the approval of the Board of Directors or the membership of the Association.
9. To employ personnel to perform the services required for proper operation of the Association property.

C. The Association shall not have the power to purchase a lot and/or a unit at Tropical Paradise except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by the lien.

D. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for Tropical Paradise, these Articles of Incorporation and the Bylaws.

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for Tropical Paradise.

#### **ARTICLE IV – MEMBERS**

A. The members of the Association shall consist of all of the record owners of units at Tropical Paradise.

B. Change of membership in the Association shall be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing a record of title to a unit in Tropical Paradise and the delivery to the Association of a certified 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.

C. Membership is not to include persons or entities who hold an interest merely as security for the performance of an obligation.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any amount except as an appurtenance to the person's unit.

E. The owner of each unit shall be entitled to one (1) vote as a member of the Association. When a unit is owned by more than one person or entity, all such persons shall be members of the Association: provided, however, that in no event shall more than one (1) vote be cast for any one unit, regardless of the number of owners.

#### **ARTICLE V – BOARD OF DIRECTORS**

A. The affairs of this Association shall be managed by a Board of Directors, hereinafter known as the Board. The Board shall consist of seven (7) Directors, four (4) of whom shall be officers, i.e., the President, Vice-President, Secretary and Treasurer, provided, however, that the number of directors may be changed in accordance with the Bylaws of the Association.

B. Directors and officers of the Association shall be elected at the annual meeting of the members in the manner set forth in the Bylaws of the Association. Directors may be removed and vacancies of the Board may be filled in the manner set forth in the Bylaws.

#### **ARTICLE VI – TERM OF OFFICE**

The officers and Directors shall serve terms as set forth in the Amended and Restated Bylaws.

#### **ARTICLE VII – INDEMNIFICATION**

Every director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon the director in connection with any proceeding or any settlement of any proceeding to which the director may be a party or in which the director may become involved by reason or being or having been a director of the Association, whether or not he or she is a director at the time such expenses are incurred, except when the director is adjudged guilty in a court of law of willful misfeasance or malfeasance in the performance of the director's duties.

#### **ARTICLE VIII – BYLAWS**

The Bylaws of the Association may be altered, amended or rescinded by the Board of Directors in conjunction with the members of the Association or directly by the Association in the manner provided in Article IX herein, entitled "Amendments".

#### **ARTICLE IX – AMENDMENTS**

Amendments to the Articles of Incorporation and/or the Bylaws shall be proposed and adopted as follows:

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board 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 or disapproval in writing, providing such approval or disapproval is delivered to the Secretary at or prior to the meeting, except as elsewhere provided.

1. Such approvals for amendments must be by not less than seventy five (75) percent of the entire membership of the Board and by not less than seventy five (75) percent of the votes cast at such meeting: OR

2. By not less than seventy five (75) percent of the entire membership of the Association.
3. Provided, however, that no amendment shall make any changes in the Qualifications for membership or the voting rights of the members of the Association.

**ARTICLE X – TERM**

The term of the Association shall be perpetual.

**ARTICLE XI – REGISTERED AGENT AND OFFICE**

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

These Amended and Restated Articles of Incorporation for Tropical Paradise Homeowners Association, Inc. were approved by seventy-five percent (75%) of the Members, which was sufficient for approval on February 28, 2009.

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 24<sup>th</sup> day of MARCH, 2009.

**WITNESSES AS TO PRESIDENT:**

**TROPICAL PARADISE HOMEOWNERS ASSOCIATION, INC.**

[Signature]  
Printed Name: ELIZABETH R. BOYAN

By: Michael P. Townes  
MICHAEL P. TOWNES, President

[Signature]  
Printed Name: MARYA CORONATO

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on MARCH 24, 2009, by MICHAEL P. TOWNES, as President of Tropical Paradise Homeowners Association, Inc. [ ] who is personally known to me, or [X] who has produced identification [Type of Identification: FL DRIVER'S LICENSE].

**Notarial Seal**



[Signature]  
Notary Public

**WITNESSES AS TO SECRETARY:**

*Elizabeth P. Bonaw*  
Printed Name: ELIZABETH P. BONAW

*Marya Coronato*  
Printed Name: MARYA CORONATO

**TROPICAL PARADISE HOMEOWNERS ASSOCIATION, INC.**

By: *Marita R. DePrez*  
MARITA R. DEPREZ, Secretary

**CORPORATE SEAL**

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on MARCH 24, 2009, by MARITA R. DEPREZ, as Secretary of Tropical Paradise Homeowners Association, Inc. [ ] who is personally known to me, or  who has produced identification [Type of Identification: FL DRIVER'S LICENSE].

**Notarial Seal**

*Marya Coronato*  
Notary Public

