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DIVISION OF CORPORATIONS
2002 DEC -2 AM 10:02

*Amended &
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LAW OFFICES

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November 26, 2002

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Sandpiper Village CAI

Ladies and/or Gentlemen:

Enclosed is our check in the amount of \$43.75 as the filing fee for the enclosed Articles of Incorporation for Sandpiper Village Condominium Association, Inc. Also enclosed is a second copy. Please certify and return to us in the self addressed stamped envelope.

Sincerely,

Nancy Brown
For the Firm

/nb

Enclosures

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CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President of Sandpiper Village Condominium Association, Inc., a Florida corporation not for profit, 12273 U.S. Highway 98, Unit 208, Destin, FL 32550, does hereby certify that the attached Amended and Restated Articles of Incorporation of Sandpiper Village Condominium Association, Inc. which contains amendments requiring membership approval was proposed and duly adopted by the Board of Directors, and approved and duly adopted by the members on October 26, 2002, at a meeting of the members when a quorum was present, after due notice. The effective date of the amendment is October 26, 2002. The number of votes cast by the directors and by the members for approval of the amendments was sufficient for their approval.

The sole condominium operated by Sandpiper Village Condominium Association, Inc. is Sandpiper Village, a condominium, the initial Declaration of Condominium of which is recorded in Book 66, Page 87, et. seq. of the public records of Walton County, Florida.

SANDPIPER VILLAGE CONDOMINIUM ASSOCIATION, INC.

Witnesses:

By: [Signature]
Harry Browning
Its President

[Signature]
Jennifer Tombs
[Signature]
Maritza M. Collado

STATE OF FLORIDA
COUNTY OF WALTON

FILED
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DIVISION OF CORPORATIONS
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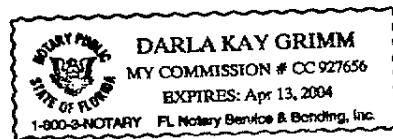
Before me, the undersigned authority, appeared Harry Browning, to me personally known and known to be the President of Sandpiper Condominium Association, Inc., a Florida non-profit corporation, and he acknowledged to and before me that he executed the foregoing Certificate of Amendment for the uses and purposes therein stated.

WITNESS my hand and official seal this 15 day of November, 2002.

[Signature]
DARLA KAY GRIMM
NOTARY PUBLIC
My Commission Expires:

This Instrument prepared by:

Raymond F. Newman, Jr.
348 Miracle Strip Parkway, SW-Suite 7
Becker & Poliakoff, P.A.
Ft. Walton Beach, FL 32548



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SANDPIPER VILLAGE CONDOMINIUM ASSOCIATION, INC.**

**SUBSTANTIAL RE-WORDING OF ARTICLES OF INCORPORATION.
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT.**

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of Sandpiper Village Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on May 21, 1979, are hereby amended and restated in their entirety. All amendments included herein have been adopted by the affirmative vote of not less than two-thirds (2/3) of the membership of the Board of Directors and not less than two-thirds (2/3) of the membership of the Association. Matters of historical interest have been omitted. The Amended and Restated Articles of Incorporation of Sandpiper Village Condominium Association, Inc. shall henceforth be as follows:

**ARTICLE I
NAME:**

The name of the corporation, herein called the "Association", is Sandpiper Village Condominium Association, Inc., and its address is 12273 U.S. Highway 98, Unit 208, Destin, FL 32550.

**ARTICLE II
PURPOSE AND POWERS:**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Sandpiper Village, a Condominium, located in Walton County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.

- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers or duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (H) To employ accountants, attorneys, architects and other professional personnel to perform services required for proper operation of the Condominium.
- (I) To borrow money as necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III MEMBERSHIP:

(A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV TERM:

The term of the Association shall be perpetual.

**ARTICLE V
BYLAWS:**

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

**ARTICLE VI
DIRECTORS AND OFFICERS:**

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

**ARTICLE VII
AMENDMENTS:**

Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests at any annual or special meeting called for the purpose.

(D) Automatic Amendment. These Restated Articles of Incorporation shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium and the Florida Statutes applicable to the operation of Condominiums, as amended from time to time. Whenever Chapter 718, Chapter 617 or other applicable statutes or administrative regulations are amended to impose procedural requirements less stringent than set forth in these Articles of Incorporation, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be provided by future amendments to chapters 617 and 718 of the Florida Statutes, or such other statutes or administrative regulations regulating the operation of the Association.

(E) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Walton County, Florida, with the formalities required by the Condominium Act.

**ARTICLE VIII
INDEMNIFICATION:**

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 in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his 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 action or omissions to act were material to the cause adjudicated and involved:

(A) 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.

(B) A violation of criminal law, unless the Director or officer had not reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) 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.