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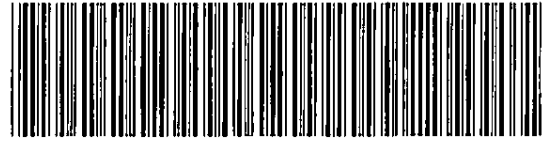
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*Amended &
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Articles*

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STATE OF MICHIGAN
DEPARTMENT OF TREASURY

REGISTRATION DIVISION

A. RAMSEY
JAN -4 2024

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312
(850) 656-4724

DATE 1/3/2024

****WALK IN****

ENTITY NAME THE REEF OCEAN RESORT ASSOCIATION, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED 35.00

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E R H

Please call Tina at the above number for any issues or concerns. Thank you so much!

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AMENDED AND RESTATED ARTICLES OF INCORPORATION JAN -3 PM 12 41

OF

THE REEF OCEAN RESORT ASSOCIATION, INC.

We, the undersigned, certify that the Articles of Incorporation of The Reef Ocean Resort Association, Inc., a Florida nonprofit corporation (the "Association"), are amended and restated to read as follows, and that these Amended and Restated Articles of Incorporation of The Reef Ocean Resort Association, Inc. (these "Articles") were adopted by the Association on November 9, 2023:

ARTICLE I.

NAME AND PRINCIPAL OFFICE

The name of this corporation is THE REEF OCEAN RESORT ASSOCIATION, INC. The principal and mailing address of the Association shall be 3450 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE II.

PURPOSES

The purpose of the Association shall be as follows: (i) to be the "Association" (as defined in the Condominium Act of the State of Florida, Florida Statutes § 718 et seq. (as may be amended from time to time, the "Condominium Act")), for the operation of the condominium known as THE REEF OCEAN RESORT, a condominium (the "Condominium"), in Indian River County, Florida, created and operated pursuant to the provisions of the Condominium Act and the Florida Vacation Plan and Timesharing Act, Florida Statutes § 721 et seq. (as may be amended from time to time, the "Timeshare Act"), and as such Association, to operate and administer the Condominium and carry out the functions and duties of the Condominium, as set forth in the Condominium Documents, including the Amended and Restated Declaration of Condominium for

The Reef Ocean Resort, a condominium (the "Declaration") establishing the Condominium and the exhibits annexed thereto, and (ii) to engage in any lawful business. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration.

ARTICLE III.

MEMBERS

All persons who are owners of Timeshare Estates (each an "Owner"), shall automatically be members of the Association. Such membership shall automatically terminate when such person is no longer an Owner. Membership in the Association shall be limited to Owners.

Subject to the foregoing, the Declaration and the Amended and Restated Bylaws of The Reef Ocean Resort Association, Inc. (the "Bylaws") shall set forth terms governing (i) membership in the Association and the transfer or termination thereof; (ii) the rights and duties of members of the Association; and (iii) the voting rights of members of the Association.

ARTICLE IV.

TERM

The Association shall have perpetual existence.

ARTICLE V.

DIRECTORS

The affairs of the Association shall be managed and governed by the Board. The Board shall be composed of seven (7) Directors. The Directors shall be elected at the annual meeting of the membership, for staggered terms of not less than one (1) year nor more than the term specified in the Bylaws, or until their successors shall be elected and shall qualify or until they are removed in the manner provided in the Bylaws. Provisions for such election, and provisions respecting the

removal, disqualification, and resignation of Directors and for filling vacancies on the Board, shall be established by the Bylaws.

ARTICLE VI.

OFFICERS

The principal Officers of the Association shall be the President, Vice-President, Secretary, and Treasurer (the last two Officers may be combined), who shall be elected from time to time, in the manner set forth in the Bylaws.

ARTICLE VII.

BYLAWS

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

ARTICLE VIII.

AMENDMENTS

Amendments to these Articles may be proposed by any Owner or Director and shall be adopted in the same manner as is provided for the amendment of the Bylaws. Such amendment(s) shall be effective when a copy thereof has been filed with the Florida Secretary of State and recorded in the Public Records of Indian River County, Florida.

ARTICLE IX.

POWERS

The Association shall have all of the powers set forth in the Florida Not For Profit Corporation Act, Florida Statutes § 617 et seq., the Condominium Act, the Timeshare Act, and the Declaration and exhibits annexed thereto, and may engage in any lawful business.

ARTICLE X.

MISCELLANEOUS

The Association shall issue no shares of stock of any kind or nature whatsoever. There shall be no dividends paid to any of the Owners, nor shall any part of the income of the Association be distributed to its Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied as provided in the Declaration or Bylaws. The Association may pay compensation in a reasonable amount to Owners, Directors, and Officers for services rendered, may confer benefits upon Owners in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to Owners as is permitted by the Court having jurisdiction thereof, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XI.

REGISTERED AGENT AND OFFICE

The street address of the registered office of the Association is 3458 Lakeshore Drive, Tallahassee, Florida 32312.

The name of the registered agent of the Association at said address is USR Agents, I.I.C.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this ___ day of _____, 2023. We hereby certify that these Amended and Restated Articles of Incorporation of The Reef Ocean Resort Association, Inc. received the unanimous approval of the Board and were adopted by no less than the affirmative vote of a majority of the total Voting Interests with 1568 voting in favor and 58 voting against on November 9, 2023.

The Reef Ocean Resort Association, Inc.

By: _____
Name: _____
Its: President

By: _____
Name: _____
Its: Secretary

Having been named to accept service of process for the above stated Association, at the place designated in these Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Registered Agent: URS Agents, LLC
By: _____
Name: Lauren Johnson
Title: Asst. Secretary