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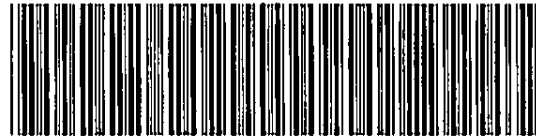
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FILED
AUG 28 P 3 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 30 2017

T. LEMIEUX

*Am
Notated*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
REFLECTIONS ON THE RIVER ASSOCIATION, INC.

FILED

2017 AUG 28 P 3 56

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 April 22, 1982.

ARTICLE I

NAME

The name of this corporation shall be: REFLECTIONS ON THE RIVER ASSOCIATION, INC.

ARTICLE II

PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, commonly known as The Condominium Act, condominiums have been created upon certain lands in Florida, to be known as: REFLECTIONS ON THE RIVER #____, A CONDOMINIUM, hereinafter referred to as "Condominium" and collectively referred to as "Condominiums". The Declarations subjecting the lands involved to a condominium form of ownership have been recorded among the public records of Florida. The corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominiums and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws, these Articles of Incorporation and the aforementioned Declarations of Condominium, and further to exercise all powers granted to a condominium association under The Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association.

ARTICLE III

POWERS

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

1. The corporation 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, and in

addition, all the powers conferred by The Condominium Act upon a condominium association, and in addition, all of the powers set forth in the Declarations of Condominium of the Condominiums which are not in conflict with law.

2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including, but not limited to, the following:

(a) To operate and manage the Condominiums and Condominium property in accordance with the sense, meaning, direction, purpose and intent contained in the Declarations of Condominium.

(b) To make and collect assessments against members to defray the costs of the Condominium and to refund common surplus to members.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To maintain, repair, replace and operate the Condominium property.

(e) To reconstruct improvements upon the Condominium property after casualty and to further improve the property.

(f) To make and amend regulations respecting the use of the property in the Condominium.

(g) To approve or disapprove the proposed purchasers, lessees and mortgagees of apartments if required by the Declarations of Condominium.

(h) To enforce by legal means the provisions of the Condominium documents, these Articles, the By-Laws of the corporation and the regulations for the use of the property in the Condominium.

(i) To contract for the management of the Condominiums and to authorize its contractor to perform functions and duties for or on behalf of the Association except where such authorization is prohibited by applicable law or the By-Laws of the Condominium Association.

3. All funds and title to all properties acquired by the corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium documents.

4. The powers of the corporation shall be subject to and be exercised in accordance with the provisions of the Declarations of Condominium which governs the use of the condominium property.

ARTICLE IV

MEMBERS

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

1. The owners of each Condominium unit in the aforementioned Condominiums shall each be a member of the corporation.

2. Membership in the corporation shall be established by acquisition of the fee title to a Condominium unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title or his entire fee interest in any unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more units, so long as such party shall retain title to a fee ownership interest in any unit.

3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declarations of Condominium, and in the By-Laws.

4. On all matters on which the membership shall be entitled to vote, there shall be one vote for each condominium unit in the Condominiums, which votes may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws of this corporation. Should any member own more than one unit, such member shall be entitled to exercise or cast the total number of votes attributable to all units owned by him, her or it in the manner provided by said By-Laws.

ARTICLE V

TERM

This corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation and the Registered Office shall be such person and such place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII
MANAGEMENT OF THE AFFAIRS
OF THE CORPORATION – OFFICERS

The affairs of this corporation shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the By-Laws. The officers of this corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, who shall be elected by the Board of Directors according to the By-Laws of this corporation. The directors may, if they desire, combine the offices of Secretary and Treasurer, and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit, none of whom need be a member of the corporation. Officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify.

ARTICLE VIII
BOARD OF DIRECTORS

This corporation shall be governed by a Board of Directors consisting of seven (7) persons as provided for in the By-Laws. Board Members must be members of the Association.

Directors shall be elected by members in the manner and in accordance with the method provided for in the By-Laws of the corporation, as the same shall be constituted from time to time.

ARTICLE IX
REMOVAL OF OFFICERS AND DIRECTORS

Officers and Directors may be removed prior to the expiration of their terms in accordance with provisions in Florida law applicable to condominiums, which provisions shall

control; however, if there shall not be applicable controlling provisions of law for the removal of officers or of Directors, then the following shall apply:

Any officer may be removed prior to the expiration of his term of office with or without cause by a majority vote of the Board of Directors at a meeting of Directors called at least in part for the purpose of considering such removal. Any member of the Board of Directors may be recalled or removed from office with or without cause by the vote or agreement in writing by a majority of all unit owners. The petition calling for the removal of such Director shall set forth a time and place for the meeting of members, and notice shall be given to all members of such special meeting of the members at least ten (10) days prior to such meeting in the manner provided in the By-laws for the giving of notices of special meetings. At any such meeting the officer and/or Director whose removal is sought shall be given the opportunity to be heard.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the corporation whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation may be amended, altered or rescinded in the manner provided for in the By-Laws. Amendments to the By-Laws may be proposed by members or by the Board of Directors in the manner and as further provided for in the By-Laws and adopted by the votes or consents of the membership therein provided.

ARTICLE XII
PROHIBITION AGAINST ISSUANCE
STOCK AND DISTRIBUTION OF INCOME

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, Directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, Directors or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes and contemplated by the Declaration of Condominium and/or Condominium Act.

ARTICLE XIII
CONTRACTURAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniary or otherwise interested in, or is a Director, member or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniary or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniary or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with the like force and effect as if he were not so interested, or were not a Director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV
AMENDMENTS

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3) of the members of this corporation present at any meeting of the members of the corporation called at least in part to consider such amendment, or approval in writing by the members of this corporation having not less than two-thirds (2/3) of the total membership vote.

These Amended and Restated Articles of Incorporation for Reflections on the River Association, Inc. were approved by two-thirds (2/3) of the Members present in person or by proxy, which vote was sufficient for approval on the meeting held July 11, 2017.

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 28 day of July, 2017.

WITNESSES AS TO PRESIDENT:

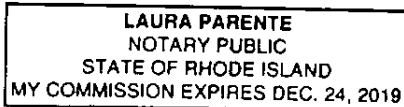
[Signature]
Printed Name: Alicia Walsh

[Signature]
Printed Name: Jamie Fearing

STATE OF ~~FLORIDA~~ Rhode Island
COUNTY OF Washington

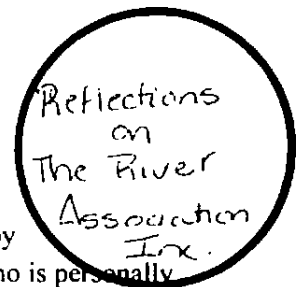
The foregoing instrument was acknowledged before me on July 28, 2017, by Audrey Bushey, as President of Reflections on the River Association, Inc. [] who is personally known to me, or [X] who has produced identification [Type of Identification: Drivers License].

Notarial Seal



REFLECTIONS ON THE RIVER ASSOCIATION, INC.

By: Audrey M Bushey
Audrey M Bushey, President



[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

[Signature]
Printed Name: C.A. BROWN

[Signature]
Printed Name: Jessica Gianna

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on Aug 4, 2017, by Phyllis B. Keith, as Secretary of Reflections on the River Association, Inc. [X] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



REFLECTIONS ON THE RIVER ASSOCIATION, INC.

By: Phyllis B Keith
Phyllis B. Keith, Secretary

CORPORATE SEAL

[Signature]
Notary Public