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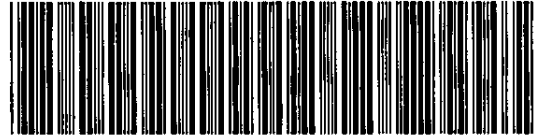
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SECRETARY OF STATE
DIVISION OF CORPORATIONS AND BUSINESSES

C. LEWIS
FEB 26 2014
EXAMINER

ROSS EARLE & BONAN, P.A.

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JOHN P. CARRIGAN
KATHERINE E. WOODS

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

February 24, 2014

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

Re: Jupiter Hills Village II Condominium 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/tjc
Enclosures

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF JUPITER HILLS VILLAGE II
CONDOMINIUM ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT**

763684

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 June 15, 1982 and recorded in the public records of Martin County, Florida at Official Records Book 547, Page 793, et. seq.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be JUPITER HILLS VILLAGE II CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association. The business address of the corporation shall be as determined from time to time by the Board of Administration.

**ARTICLE II
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of the condominium known as JUPITER HILLS VILLAGE II.

2.2 The Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III
POWERS**

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

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium of JUPITER HILLS VILLAGE II and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as they may be amended from time to time, including, but not limited to the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair and replacement and operation of all the condominium property and recreational facilities.
- d. The purchase of such insurance upon all of the condominium property and recreational facilities and insurance for the protection of the Association and its members as unit owners.
- e. The reconstruction of improvements after casualty and the further improvement of all of the condominium property and recreational facilities.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than a majority of the unit owners before such shall become effective.
- g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the property in the Condominium.
- i. To contract for the management of the condominium and recreational facilities and to delegate to such contractor all such powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Administration or the membership of the Association.
- j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- k. To employ personnel to perform the services required for proper operation of the condominium.

3.3 The Association shall not have the power to purchase units of the condominium except at sales in foreclosures of liens for assessments of common expenses, at which sales the Association shall bid no more than the amount secured by

its lien. This provision shall not be changed without the unanimous approval of the members and the joinder of all record owners of mortgages upon the condominiums.

3.4 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 Condominium, these Articles of Incorporation, and the By-Laws.

3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV MEMBERS

4.1 The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Martin County, Florida, a deed or other instrument to establish record title to a unit in the condominium 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.

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

4.4 The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V BOARD OF ADMINISTRATION

5.1 The Board of Administration shall consist of four (4) persons, who must be members of the Association.

5.2 The Board of Administration shall be elected by the members as provided in the Bylaws of the Association.

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration.

ARTICLE VII INDEMNIFICATION

Every board member and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 board member or officer of the Association, whether or not he is a board member or officer at the time such expenses are incurred, except when the board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Administration approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such board member or officer may be entitled.

ARTICLE VIII BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Administration 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 in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided: such approvals

must not be less than a majority of the Board of Administration and by the owners of not less than sixty six and two-thirds percent (66-2/3%) of the units.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of ARTICLE III, or Section 5.1 of ARTICLE V, without approval in writing of all members and the joinder of all record owners of mortgages upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Martin County, Florida.

**ARTICLE X
TERM**

The term of the Association shall be perpetual.

These Amended and Restated Articles of Incorporation for Jupiter Hills Village II Condominium Association, Inc. were approved by at least a majority of the Board of Administration and by the owners of at least six (6) units, which vote was sufficient for approval at their meeting held on January 20, 2014.

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 10th day of Feb 2014.

WITNESSES AS TO PRESIDENT:

**JUPITER HILLS VILLAGE II
CONDOMINIUM ASSOCIATION, INC.**

Jennifer A. Messer
Printed Name: JENNIFER A. MESSER

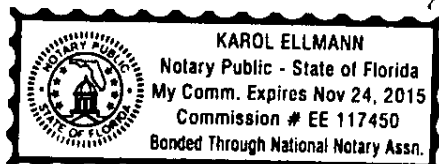
By: Paul LaCamora
PAUL LaCamora, President

Shyllis Valent
Printed Name: Shyllis Valent

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on February 10, 2014, by Paul LaCamora, as President of Jupiter Hills Village II Condominium Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Karol Ellmann
Notary Public

SECRETARY OF STATE
AND
CLERK OF THE SUPREME COURT
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APPROVED
AND
FILED

WITNESSES AS TO SECRETARY:

JUPITER HILLS VILLAGE II
CONDOMINIUM ASSOCIATION, INC.

Jennifer A. Messer
Printed Name: JENNIFER A. MESSER

By: James Tobin, Secretary

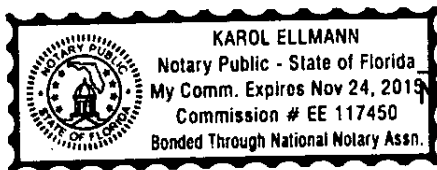
Phyllis Valenti
Printed Name: Phyllis Valenti

CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on February 10, 2014,
by James Tobin, as Secretary of Jupiter Hills Village II Condominium
Association, Inc. [] who is personally known to me, or [] who has produced
identification [Type of Identification: _____].

Notarial Seal



Karol Ellmann
Notary Public

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA