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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Boaside of Vilano

Amended &

Restated

Articles

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Will Wait

☐ Photocopy

**RUSH**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

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DIVISION OF CORPORATION

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                      |
|-------------------------------------|--------------------------------------|
| <input checked="" type="checkbox"/> | Amendment                            |
| <input type="checkbox"/>            | Resignation of R.A. Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent           |
| <input type="checkbox"/>            | Dissolution/Withdrawal               |
| <input type="checkbox"/>            | Merger                               |

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

Don  
7/28/98

**NOTE:** SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

### **OF**

### **Seaside of Vilano Condominium Assn., Inc.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Seaside of Vilano Condominium Assn., Inc., a Florida not-for-profit corporation, which was originally incorporated under the same name on July 25, 1983 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Seaside of Vilano Condominium Assn., Inc., shall henceforth be as follows:

#### **ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Seaside of Vilano Condominium Assn., Inc., and its address is 3385 Coastal Highway, St. Augustine, FL 32095.

#### **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 Seaside of Vilano, a Condominium, located in St. Johns 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 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 and Bylaws as they exist and may hereafter be amended.

#### **ARTICLE III**

**MEMBERSHIP:** The qualification of members and the manner of their admission and voting shall be as regulated by 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.
- (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.

certified copy in the Public Records of St. Johns County, Florida.

- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected as designated in the bylaws.

#### 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, signed by at least one-fourth (¼th) of the voting interests.
- (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 for by Florida law, these Articles of Incorporation may be amended by vote of at least sixty percent (60%) of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a

#### 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 attorney's 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 actions 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 no 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.

## CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Seaside of Vilano Condominium Assn., Inc. hereby certify that the foregoing were duly proposed by the Board of Directors and were approved by at least a sixty-six percent of the entire membership of the Board and by at least seventy-five percent of the votes of the association on the 13<sup>th</sup> day of December, 1997, which was a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 26th day of February, 1998.

Seaside of Vilano Condominium Assn., Inc.

By: [Signature]

Harvey Wolf  
Its President

Attest:

[Signature]  
Secretary Dolly Wright

(CORPORATE SEAL)

STATE OF FLORIDA )  
COUNTY OF ST. JOHNS ) §:

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of February, 1998, by Harvey Wolf, President, for and on behalf of Seaside of Vilano Condominium Assn., Inc. Harvey Wolf is personally known to me and did not take an oath.

[Signature]  
Notary Public



JOHN R. GEIGER  
COMMISSION # CC 493141  
EXPIRES SEP 04, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

(Seal)

STATE OF FLORIDA )  
COUNTY OF DUVAL ) §:

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of February, 1998, by <sup>Dolly Wright</sup> Secretary, for and on behalf of Seaside of Vilano Condominium Assn., Inc. Dolly Wright is personally known to me and did not take an oath.

[Signature]  
Notary Public



JOHN R. GEIGER  
COMMISSION # CC 493141  
EXPIRES SEP 04, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

(Seal)