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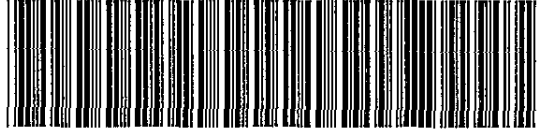
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 APR 15 PM 1:35

*Amend  
per  
H/2c*

# JAY STEVEN LEVINE, P.A. - ATTORNEYS

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*Jay Steven Levine, Esquire*  
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Please reply to:  
Boca Raton, Florida

April 11, 2003

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

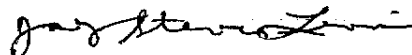
RE: WALTON COURT PROPERTY OWNERS' ASSOCIATION, INC. - AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed for filing please find an original and a copy of the Amended and Restated Articles of Incorporation for the above-referenced Association. Also enclosed is a check in the amount of \$35.00. Once filed, please return copies to us in the enclosed self-addressed stamped envelope.

Thank you for your help in this matter.

Very truly yours,



Jay Steven Levine

JSL:sh

Enclosures - As Stated

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

WALTON COURT PROPERTY OWNERS' ASSOCIATION, INC.

FILED  
03 APR 15 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of Walton Court Property Owners' Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on December 30, 1983 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Walton Court Property Owners' Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Walton Court Property Owners' Association, Inc., and its mailing address is 2261 S.E. Brashford Street, Port St. Lucie, Florida 34952.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration of Covenants and Restrictions as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Amended and Restated Declaration are incorporated by reference into these Articles.

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THIS INSTRUMENT PREPARED BY:  
JAY STEVEN LEVINE, P.A.  
3300 PGA Boulevard, Suite 970  
Palm Beach Gardens, Florida 33410  
(561) 627-3585

## ARTICLE III

### PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the community and corporate statutes for the operation of Walton Court, located in St. Lucie 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*. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer.

Section 3.2 Powers.

- A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers of a *corporation not for profit under the laws of the State of Florida*, except as limited or modified by the Declaration, the By-Laws or any applicable statute and such powers as limited or modified by the provisions of Section 3.2.C below. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Community, the Lots and Dwelling Structures included.
  
- B. Powers. The Association shall have all of the powers reasonably necessary to operate the Community pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:
  - 1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Community and the Association, and to use the funds in the exercise of its powers and duties.
  - 2. To protect, maintain, repair, replace and operate the Properties pursuant to the Governing Documents.
  - 3. To purchase insurance upon the Community for the protection of the Association and its members, as required by the Governing Documents.
  - 4. To make improvements of the Properties, subject to limitations in the Declaration regarding same.
  - 5. To reconstruct improvements after casualty.

6. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, inclusive of the Lots and Dwelling Structures, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
7. To contract for the management and maintenance of the Community, including access control personnel and services, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community and Association property.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
2. The Association shall have the power to mortgage the common area; however, where the total debts of the corporation, including the principal amount of any such mortgage outstanding at any time exceeds two years' assessments at the particular time, then the maximum may be exceeded only by the affirmative vote of two-thirds of the voting interests of those members voting in person or by proxy at a members meeting.
3. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Governing Documents.
4. The Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the voting interests of those members voting in person or by proxy at a members meeting called for this purpose.

5. Real property may be added to the Community only upon the assent of two-thirds of the voting interests of those members who are voting in person or by proxy at a members meeting duly called for this purpose.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

#### ARTICLE IV

##### MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership. The members of the Association shall be as provided in Section 2.1 of the By-Laws.

Section 4.2. Voting. The Owners of each Unit, collectively, shall be entitled to that vote as set forth in the By-Laws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

#### ARTICLE V

##### DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 720 and 617, Florida Statutes and the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the law or Governing Documents; and/or
- B. action by the Executive Committee, if any.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## ARTICLE VI

### OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

## ARTICLE VII

### BY-LAWS

The Amended and Restated By-Laws of the Association are as approved by the membership of the Association, and may be altered, amended or rescinded by the vote of both the Board of Directors and members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

## ARTICLE VIII

### AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1. Proposal. Amendments to these Articles may be proposed by a majority of the entire membership of the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the voting interests of the members of the Association. Only one co-owner of a Unit need sign the petition for that Unit.

Section 8.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at the annual or a special members' meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once

certified, the Board shall call a meeting of the members to vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the annual or a special members' meeting. The full text of any amendment to the Articles shall be included in the notice of the members' meeting of which a proposed amendment is considered by the Owners members.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by specific provision in these Articles, these Articles may be amended by concurrence of a majority of the entire membership of the Board of Directors then serving and not less than 60% of the voting interests of all members of the Association. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.

Section 8.4. Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy bearing the filing stamp of the Department of State shall be recorded in the public records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Article X of these Articles, this Section 8 shall not apply.

Section 8.5. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

- A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- B. Article XI of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.

## ARTICLE IX

### TERM

The term of the Association shall be perpetual.



## ARTICLE X

### DISSOLUTION OF THE ASSOCIATION

- A. The Association may be dissolved upon a resolution to that effect being recommended by four-fifths (4/5) of the entire membership of the Board of Directors then serving, and approved by not less than two-thirds (2/3) of the voting interests of all members of the Association.
- B. Upon dissolution of the Association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:
  - 1. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the applicable authority is willing to accept and shall be used for purposes similar to those for which the Association was formed. If same is not accepted, then to a similar not-for-profit or nonprofit corporation, association or trust.
  - 2. Remaining assets, if any, shall be distributed among the Members, as tenants in common, each Member's share of the assets to be determined in accordance with each Member's voting rights.

## ARTICLE XI

### REGISTERED AGENT AND REGISTERED OFFICE

Prior to the filing of these Amended and Restated Articles, the Registered Agent for the Association is Jay Steven Levine, Esquire, and the Registered Office of the Registered Agent is 2500 N. Military Trail, Suite 490, Boca Raton, Florida 33431. The Registered Agent and Registered Office for the Association remain unchanged.

### CERTIFICATE OF ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the duly elected and acting president of WALTON COURT PROPERTY OWNERS' ASSOCIATION, INC., hereby certifies that the foregoing was approved by a majority of the entire membership of the Board of Directors on \_\_\_\_\_, 200\_\_, at a special board meeting called for the purpose, with quorum present; and was approved by a majority of the voting interests of those members

