

N 15619

Law Office

A. VAN CATTERTON, JR., P.A.

1990 WEST NEW HAVEN AVENUE, SUITE 104
POST OFFICE BOX 1598
MELBOURNE, FLORIDA 32902-1598

TELEPHONE (407) 722-3366
FAX (407) 722-0330
EMAIL AVC@iu.net

August 25, 1999

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Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

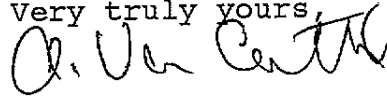
Re: First Restatement of Articles of Incorporation/
Sanctuary By The Sea Homeowners Association, Inc.
File No. S37-101

Dear Folks:

Enclosed herewith for filing please find the executed original and one copy of the First Restatement of Articles of Incorporation for the above-referenced not for profit corporation.

Upon filing, please provide me with a "filed" stamped copy of the document. A check for your fees in the amount of \$35.00 is enclosed.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

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Restate
9-9-99
DMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 30 AM 10: 09

FILED

**FIRST RESTATEMENT OF THE ARTICLES OF INCORPORATION
OF
SANCTUARY BY THE SEA HOMEOWNERS ASSOCIATION, INC.**

FILED
99 AUG 30 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Not For Profit Corporation Act provisions set forth in Sections 617.1001 - 617.1007, and upon the adoption of a resolution by the Association Board of Directors, and by the subsequent approval of a majority of Association members entitled to vote at a membership meeting, or by the written consent of a majority of the Association members pursuant to Section 617.0701(4)(a), the Association membership do hereby approve this First Restatement of the Articles of Incorporation of Sanctuary by the Sea Homeowners Association, Inc. and do hereby certify that the:

ARTICLE I

NAME. The name of the corporation is SANCTUARY BY THE SEA HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE. The principal office of the Association is located at 2255 Mockingbird Lane, Indialantic, Florida 32903.

ARTICLE III

TERMINOLOGY. The terms used herein shall have the meanings ascribed to them in the Declaration referred to below unless the context indicates otherwise.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, repair, and preservation of the Community Properties and Architectural Control of the Lots within certain property described in the original Declaration, and in Exhibits attached thereto, and validly adopted amendments, or Restatements, thereof, as the Properties, and to promote the health, safety, and welfare of the Owners and residents within the properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Second Amended and Restated Declaration of Covenants and Restrictions, hereinafter called the "Declaration," applicable to the Properties and recorded on February 4, 1999 in the Office of Clerk of the Circuit Court, Brevard County, Florida, and as same may be amended from time to time as therein provided.

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses

incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the Community Properties or other property owned or controlled by the Association.

(c) Enforce applicable provisions of the Declaration, Bylaws, and Rules and Regulations of the Association.

(d) Contract for and pay all expenses in connection with the ownership, maintenance, repair, and insuring of the Community Properties.

(e) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(f) Employ personnel reasonably necessary for the administration and control of the Common Properties and for architectural control of the Properties.

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or add additional Lots, property or Community Properties.

(h) Have, and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not For Profit Corporation Act may now have by law, or subsequently by relevant amendments thereto, or hereafter have or exercise.

ARTICLE V

MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration and to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VI

VOTING RIGHTS. The voting rights of each member of the Association shall be as provided in the most recently recorded Declaration, and in the Bylaws.

ARTICLE VII

BOARD OF DIRECTORS. The affairs of the Association shall be managed by a Board of Directors elected by the Association membership as provided in the Association Bylaws, who must be members of the Association.

ARTICLE VIII

OFFICERS. The officers of this Association shall be a President who shall at all times be a member of the Board of Directors, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer, and such

officers as the Board may from time to time by resolution create.

The election of officers shall take place annually following elections to the Board of Directors.

ARTICLE IX

AMENDMENT TO BYLAWS. The Bylaws may be amended by the Voting Members entitled to cast a majority of the votes.

In the case of any conflict between the Articles of Incorporation and the Bylaws; the Articles shall control; and in the case of any conflict between the Declaration and the Bylaws, the Declaration shall control.

ARTICLE X

DISSOLUTION. The Association may be dissolved by Voting Members entitled to cast two-thirds (2/3) of the votes. Upon dissolution, the assets and property of the Association, whether real or personal and whether owned by virtue of gift, conveyance, dedication to the Association, or otherwise, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or shall be dedicated in undivided proportionate interests to all Owners for purposes of carrying out the intent as stated herein and in the Declaration.

ARTICLE XI

DURATION. The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS. These Articles may be amended by Voting Members entitled to cast a majority of the votes.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Association shall indemnify any person who was or is a party to or is threatened to be made a party to any civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in conjunction with such action suit or proceeding. This indemnification shall be valid and binding on the Association unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or did not act in a manner to be reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction of itself, shall not create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the affected Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XIII.

The indemnification provided by this Article XIII shall be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such person.


The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article XIII.

Anything to the contrary herein notwithstanding, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIV

REGISTERED AGENT. The registered agent is CAROLYN MORRISON, and the address of the Registered Office is 2255 Mockingbird Lane, Indialantic, Florida 32903.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, as President of the Board of Directors of this Association, has executed this First Restatement of the Articles of Incorporation this 12th day of August, 1999.




SUSAN ROGERS
President, Board of Directors

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of August, 1999, by SUSAN ROGERS.



C.M. MORRISON
COMMISSION # CC49668C
EXPIRES SEPT 19, 1999



Notary Public C.M. Morrison
My Commission Expires: 9/19/99