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1-29-03
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The Sanctuary by the Sea Homeowners Association
2255 Mockingbird Lane
Indianapolis, Florida 32903
(321) 773-0681

Secretary of State Division Corporation
PO Box 6327
Tallahassee

Dear Sir/Madam

We are submitting to your office this Restated Articles of Incorporation, which have been approved by the Association membership. Please record according to your procedure and return to us a certified copy.

Thank-you,

Linda Hopkins, Association Secretary
Linda Hopkins, Association Secretary

1/24/03

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Sanctuary By The Sea Homeowners Association, Inc.
(present name)

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

1.1	4.7	7.2
1.2	5.2	7.3 (d)
1.3	5.3 (b)	7.5 (c)
2	5.7 (a)	7.6
4.2	5.7 (j)	11.1
4.3 (a)	7.1	
4.3 (c)		

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SECOND: The date of adoption of the amendment(s) was: 12/4/2002

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Linda Hopkins Secretary
Signature of Chairman, Vice Chairman, President or other officer

Linda Hopkins
Typed or printed name

Secretary Title 1/24/03 Date

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

In compliance with the requirements of the Florida Not For Profit Corporation Act provisions set forth in Sections 617.1001-1007, 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), the Association membership do hereby approve this Second 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, Melbourne, 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 and structures 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 or restated 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

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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. 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 proceeding or matter, by reason of the fact that he or she is, or was a director, employee, officer, or agent of the Association, and shall similarly indemnify any Association Member serving, or for services, on any Association Committee established by either the Association Membership, or the Association Board of Directors, or who serves, or has served, the Association in any capacity as set forth directly or impliedly by Florida statutory law or regulation, or the Association governing documents, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her 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 such actions were not within the scope of assigned or reasonably inferred responsibilities 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.

This 20th day of January, 2003.

SANCTUARY BY THE SEA HOMEOWNERS ASSOCIATION, INC.

Witnesses:

Jankie L. Stone

Elizabeth Starkey

Elizabeth Starkey

Jankie L. Stone

By: [Signature] President
Mark LaRusso, President

(CORPORATE SEAL)

Attest:

By: [Signature] Secretary
Linda Hopkins, Secretary

State of Florida
County of Brevard

The foregoing instrument was acknowledged before me this 20 day of January, 2003, by Mark LaRusso, President of the Sanctuary By The Sea Homeowners' Association, Inc., a Florida Not For Profit Corporation, who is personally known to me, or has produced appropriate identification, and who did (did not) take an oath, and who has affirmed above that the provisions of the foregoing instrument have been approved by the Written Consent of the requisite number of Members of the Association in accordance with F.S. 617.0701 (4)(e).

WITNESS my hand and official seal in the County of Brevard and State of Florida this 20 day of January, 2003



[Signature] Notary Public
VICKIE H. MARTIN Printed Notary Name