

N17756

Requester's Name

From  
Seven Isles Association  
+ Seven Isles Drive.

Address: 2314 Desoto Drive  
Ft. Lauderdale FL 33301-1567

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DIVISION OF CORPORATION  
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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Amended & Restated Art.  
V SHEPARD FEB 6 2002

Examiner's Initials

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB -1 AM 11:50

# ARTICLES OF AMENDMENT

to

# ARTICLES OF INCORPORATION

of

SEVEN ISLES HOMEOWNERS ASSOCIATION, INC.

(present name)

N17756

(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.)

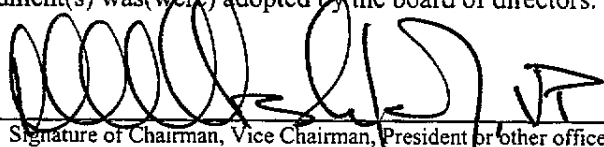
**THE ARTICLES OF INCORPORATION ARE AMENDED AND  
RESTATED IN THEIR ENTIRETY AS DETAILED IN THE ATTACHED  
"AMENDED AND RESTATED ARTICLES OF INCORPORATION"**

**SECOND:** The date of adoption of the amendment(s) was: JANUARY 22, 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.

  
\_\_\_\_\_  
Signature of Chairman, Vice Chairman, President or other officer

**DAVID ORSHEFSKY, VICE PRESIDENT**

\_\_\_\_\_  
Typed or printed name

VICE PRESIDENT 1/29/02  
\_\_\_\_\_  
Title Date

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

**OF**

**SEVEN ISLES HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit organized under Chapter 617, Fla. Stat.

These are the Amended and Restated Articles of Incorporation ("Articles") of Seven Isles Homeowners Association, Inc. a Florida Corporation Not For Profit organized under Chapter 617, Fla. Stat. ("Association"). The Amended and Restated Articles are intended to supercede all Articles of Incorporation adopted prior to January 22, 2002, the date of approval of these Amended and Restated Articles by the Association's Board of Directors.

**ARTICLE 1. NAME**

Section 1. The name of the Association shall be: SEVEN ISLES HOMEOWNERS ASSOCIATION, INC.

Section 2. The name of the Association may only be changed with the approval of seventy-five percent (75%) of the Association's membership.

**ARTICLE 2. ADDRESSES**

Section 1. The street address of the principal office of the Association shall be determined by resolution of the Association's Board of Directors from time to time. The current street address of the principal office of the Association is ONE SEVEN ISLES DRIVE, FORT LAUDERDALE FL 33301-1590.

Section 2. The mailing address of the Association shall be determined by resolution of the Association's Board of Directors from time to time. The current mailing address of the Association is 1702 CORDOVA ROAD #2, FORT LAUDERDALE FL 33316.

**ARTICLE 3. REGISTERED AGENT**

The name and street address of the Association's Registered Agent shall be determined by resolution of the Association's Board of Directors from time to time. The current name and street address of the Association's Registered Agent is JAMES W. COLLINS, 1702 CORDOVA RD., FORT LAUDERDALE FL 33316

**ARTICLE 4. PURPOSES**

Section 1. The purposes of the Association shall be as follows:

- (a) To promote the general welfare, security, and well-being of the residential neighborhood located in the City of Ft. Lauderdale, Florida, north of Las Olas Boulevard, with access from Las Olas Boulevard via Seven Isles Drive (NE 23rd Avenue), herein "Seven Isles" or "Neighborhood";
- (b) To establish and maintain a crime prevention patrol and guardhouse within Seven Isles.

## **ARTICLE 5. CORPORATE POWERS**

Unless limited by these Articles, or the Bylaws of the Association, the Association shall have all corporate powers provided under Chapter 617, Florida Statutes, as now existing or hereafter amended.

## **ARTICLE 6. MEMBERSHIP**

Section 1. In explanation of the membership and voting rights of this Association, it is a determined policy of the Association that this Association is not a comprehensive neighborhood Association, but rather is directed primarily to the homeowner level of the Neighborhood so as to provide security for, accommodate, speak for and promote the interests of, the Seven Isles homeowners.

Section 2. The designation of classes of membership in the Association and the qualification and rights thereof shall be as follows:

A. Voting Members. Voting Members of the Association ("Voting Members") shall be as follows:

(1) Owners In Residence. Voting Membership in this Association shall be open to natural persons, 18 years of age or older, owning and residing in residential property within Seven Isles. Each such owned residential property shall be entitled to one vote. If the title to such residential property is held in the name of one natural person, that person shall have one vote. If the title to such residential property is held in the name of more than one natural person, those persons shall advise the Association of which person is entitled to cast the property's single vote.

(2) Family Members in Residence. Voting Membership in this Association shall be open to family members, 18 years of age or older, of natural persons owning residential property within Seven Isles, provided such family member has resided in the Seven Isles family residence for at least one year. Prior to eligibility for Voting Membership, each such family member shall establish, to the satisfaction of the Association, the family's ownership of the Seven Isles residence, their relationship to the owner, and their period of residence within Seven Isles. Each such qualifying family owned residential property shall be entitled to one vote. If more than one such qualifying family member or the

owner resides in the property, those persons shall advise the Association of which person is entitled to cast the property's single vote.

- (3) Shareholder/Beneficiary In Residence. If a title to Seven Isles residential property, is in the name of a corporation, partnership, trust, or other legal entity, Voting Membership in this Association shall be open to the natural person, 18 years of age or older, who is principal stockholder, partner, or beneficiary of the ownership entity, provided such natural person has resided in the Seven Isles family residence for at least one year. Prior to eligibility for Voting Membership, each such natural person shall establish, to the satisfaction of the Association, the entity's ownership of the Seven Isles residence, the natural person's relationship to the entity-owner, and their period of residence within Seven Isles. Each such qualifying entity-owned residential property shall be entitled to one vote.
  - (4) Voting Members may cast their votes in person or, at the discretion of the Board, by mail in the case of election of the Board of Directors. Voting Members may not cast their votes by proxy. Only one vote per Voting Member household shall be permitted and counted.
- B. Non-Voting Members. Non-voting Members of the Association ("Non-Voting Members") shall be as follows:
- (1) Renters. Renters and other persons residing within Seven Isles, but not owning the property in which they reside, shall be entitled to Non-Voting Membership in the Association. Such Non-Voting Member shall be entitled to all of the privileges of Membership with the exception of the right to vote.
  - (2) Unoccupied Residences. Persons or entities owning title to Seven Isles residential property which is unoccupied, shall be entitled to Non-Voting Membership in the Association. Such Non-Voting Member shall be entitled to all of the privileges of Membership with the exception of the right to vote.

Section 3. Membership in the Association shall be conditioned upon the payment of the prior four calendar quarters' Association dues, as such dues may be established from time to time by the Association's Board of Directors. In order to establish Membership, any Voting or Non-Voting Member may pay any prior quarter(s)' dues in a single payment. Failure to pay Association dues shall terminate Membership.

## **ARTICLE 7. BOARD OF DIRECTORS**

Section 1. All corporate powers of the Association shall be exercised by or under the authority of, and the affairs of the Association shall be managed under the direction of, a Board of Directors ("Board"), consisting of thirteen (13) directors as follows:

- A. Street Representatives: Each of the following streets within Seven Isles shall be represented on the Board by a Voting Member who resides on the street which they represent ("Street Representatives"):
1. Aqua Vista
  2. Barcelona
  3. Castilla
  4. Del Mar
  5. DeSota (including DeSota Terrace (NE23rd Terr))
  6. Pelican
  7. Sea Island
  8. Seven Isles; and
- B. At-Large Representatives: Five (5) additional Voting Members shall also be elected as "At Large Representatives" on the Board.

Section 2. All members of the Board, regardless of whether they are "Street Representatives" or "At Large Representatives," shall be elected all Voting Members at the annual meeting of the Membership, rather than by Voting Members residing on particular streets. Additional provisions for holding the annual meeting and the election of the Board shall be as set forth in the Association's Bylaws. Members of the Board shall serve for a term of one year following the annual meeting at which they were elected and until such time as their successor Board member is elected and qualified, or until their earlier resignation, removal or death.

Section 3. In order to be eligible for election to the Board, a person must be:

- (a) A natural person, 18 year of age or older; and
- (b) A Voting Member of the Association; and
- (c) A full-time resident of Seven Isles; and
- (d) A resident of Florida.

Section 4. Following election or appointment, but prior to assuming office at their first Board meeting, each member of the Board shall file an undated letter of resignation with the Association Secretary. The letter of resignation shall provide for his or her immediate resignation as a Director and executive officer if he or she shall file to run for any public office, ceases to be a Voting Member, ceases to be a resident of Seven Isles or has missed, without excuse by the Board, either two (2)

consecutive meetings of the Board or four (4) meetings of the Board within any calendar year. The letter of resignation shall not become effective until the Association Secretary certifies that any of these events has occurred, in which event the Secretary shall date the letter and forward it to the Board, at which time such resignation shall become immediately effective. Until such newly elected Board member executes such letter of resignation, he or she shall not be qualified to serve on the Board.

Section 5. Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the Voting Members.

Section 6. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 7. Each member of the Board shall have one vote. Member(s) of the Board may not vote by proxy.

Section 8. The Board shall adopt Bylaws for the governance of the Association. Adoption and amendment of Association Bylaws shall require the affirmative vote of a majority of the Board of Directors. Amendments to the Bylaws shall take effect immediately upon adoption, and shall remain in effect until such as time as they are disapproved by the Voting Members at the next subsequent annual meeting of the Members.

## ARTICLE 8. OFFICERS

Section 1. The executive officers of the Association shall be: the President, one or more Vice-President(s), a Treasurer, and a Secretary ("Executive Officers"), all of whom shall be appointed annually by the Board at an organizational meeting following the Board's election at the annual meeting of the Members. The Board may also appoint such other officers and assistant officers as the Board may find to be required to manage the affairs of the Association. One person may hold any two offices simultaneously, except where the functions of such offices are incompatible; provided that no person shall hold the office of President and any of the following offices simultaneously: Vice-President, Treasurer, Secretary, or Assistant Secretary. Any officer may be removed by the Board of Directors, with or without cause, during any regular or special meeting of the Board.

Section 2. All Executive Officers shall be Voting Members of the Association, and shall be members of the Board. All other officers and assistant officers may be appointed in the Board's discretion.

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## **ARTICLE 9. MEETINGS, RECORDS AND QUORUMS**

- Section 1.** Meetings of the Board shall be open to all Members of the Association; provided that the Board may close any Board meeting when, in its sole discretion, the Board determines that the nature of the discussions or actions to be taken require the Board to meet in executive session.
- Section 2.** Meetings of the Members shall be open to all Members.
- Section 3.** The books, records and papers of the Association shall at all times, upon reasonable notice and during business hours, be subject to the inspection of any Member of the Association.
- Section 4.** The then latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Members and the Board.
- Section 5.** For the purposes of actions to be taken at any meeting of Members, a quorum of Voting Members shall consist of Voting Members entitled to cast fifteen percent (15%) of the total number of votes of the Voting Members. Provided a quorum exists, unless otherwise required by statute, these Articles, or the Association Bylaws, the affirmative vote of a majority of the votes cast shall be the action of the Voting Members; provided, however, that in electing members of the Board, such election shall be accomplished by a plurality vote.
- Section 6.** For purposes of actions to be taken by the Board, a quorum shall consist of a majority of the Board of Directors. Provided a quorum exists, unless otherwise required by these Articles of Incorporation, the affirmative vote of a majority of the directors present shall be the action of the Board.

## **ARTICLE 10. AMENDMENT TO ARTICLES**

Following their filing with the State of Florida, future amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the Board at which the proposed amendment is to be considered; and
- (b) A resolution approving the amendment shall be adopted by a majority of the entire Board of Directors; and
- (c) The resolution of the Board amending these Articles shall not become effective until such time as the resolution has been approved by the affirmative vote of the Voting Members of the Association at a meeting of Members at which a quorum is present and voting.

#### **ARTICLE 11. TERM**

Except as otherwise provided by statute, the existence of this Association shall be perpetual. In the event of liquidation or dissolution of the Association, whether voluntary or involuntary, no Member, director or officer shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property of the Association shall be used or distributed exclusively for the purposes set forth in Article 4 of these Articles.

#### **ARTICLE 12. INCOME AND PROFITS**

No part of the income or profits of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association. Reasonable compensation may be paid for services to or for the Association.

#### **ARTICLE 13. PROHIBITED ACTIVITIES**

No part of the activities of the Association shall include participating in or intervening in any political campaign on behalf of any candidate for public office.

ADOPTED BY BOARD: January 22, 2002

ATTEST: Stephan McCre ASSOCIATION ASSISTANT SECRETARY