

N22608

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

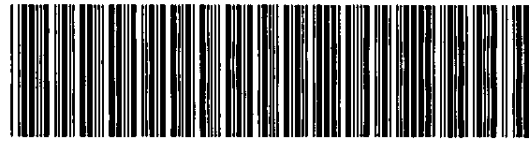
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200265494752

200265494752
11/04/14--01015--004 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 NOV -1, PM 12:04

Amended/Restated
10 11.17.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tennis Village at the Ponce Condominium Association, Inc.

DOCUMENT NUMBER: N22608

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven L. Zakrocki

(Name of Contact Person)

Steven L. Zakrocki, P.L.

(Firm/ Company)

28 Cordova Street

(Address)

St. Augustine, Florida 32084

(City/ State and Zip Code)

steve@zakrockilaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven L. Zakrocki

(Name of Contact Person)

at (904) 201-4149

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**TENNIS VILLAGE AT THE PONCE
CONDOMINIUM ASSOCIATION, INC.**

A Corporation Not For Profit

Pursuant to Section 617, Florida Statutes, the Articles of Incorporation of Tennis Village at the Ponce Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on September 22, 1987, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Tennis Village at the Ponce Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of this corporation is TENNIS VILLAGE AT THE PONCE CONDOMINIUM ASSOCIATION, INC. (the "Association"), and its address is 1255 Ponce Island Drive, P.O. Box 3024, St. Augustine, Florida 32085.

ARTICLE II

PURPOSE: The purpose for which the Association is organized is to administer the operation and management of TENNIS VILLAGE AT THE PONCE, A CONDOMINIUM (the "Condominium"), which is established as a condominium in accordance with the Condominium Act of the State of Florida (the "Act") upon land situated in ST. JOHNS County, Florida (the "Land") described in the Declaration of Condominium as recorded in the public records of St. Johns County, Florida, and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which is recorded in the Public Records of ST. JOHNS County, Florida, and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration for the benefit of its members.

ARTICLE III

POWERS: The Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as it may hereafter be amended, including but not limited to the following:

FILED
SECRETARY OF STATE
Division of Corporations
14 NOV -4 PM 12:04

(a) All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this Corporation is organized, all the powers set forth in the Act and those set forth in the Declaration and Exhibits and annexed thereto, and the By-Laws.

(b) All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

(1) Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and for the condominium, as such terms are defined in the Declaration.

(2) Levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Association and to use the funds as determined by the Board of Directors in the exercise of its powers and duties, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

(3) Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

(4) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its members.

(5) Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, or the Act.

(6) Enforce the provisions of these Articles of Incorporation, the Act, the Declaration, the By-Laws, and to make, amend and enforce reasonable rules and regulations governing use of the Condominium Property, including the Common Elements and the operation of the Association, which may from time to time be established.

(7) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration.

(8) Employ accountants, attorneys, architects, engineers and other professional personnel to perform the services required for proper operation of the Condominium.

(9) To borrow money if necessary to perform its other functions hereunder.

(10) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

ARTICLE IV

MEMBERSHIP: The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

(a) The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

(c) The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws.

(d) On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) vote for each such Unit, in the manner provided by the By-Laws.

ARTICLE V

TERM: The Association shall have perpetual existence.

ARTICLE VI

DIRECTORS AND OFFICERS: The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons nor more than the number of persons specified in the By-Laws. The Directors shall be elected at the annual meeting of the membership of the Association as provided by the By-Laws. Provisions for such election, and provisions relative to the removal, disqualification and resignation of Directors and

for filling vacancies on the Board of Directors, shall be established by the By-Laws. Officers shall be elected or appointed by the Board of Directors as provided in the By-Laws.

ARTICLE VII

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

(a) Proposal. Amendments to these may be proposed by a majority of the Board of Directors, or by $\frac{1}{4}$ of the members of the Association, whether meeting as members or by instrument in writing signed by them.

(b) Procedure. Any amendment to these Articles duly proposed by the Board of the unit owners 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 required by Florida law, these Articles of Incorporation may be amended at any annual or special meeting by the approval of two-thirds ($\frac{2}{3}$) of the voting interests present in person or by proxy at any annual or special meeting, provided that notice of any proposed amendment has been given to all the members of the Association in accordance with Florida law.

(d) Effective Date. Amendments shall become effective upon filing with the Florida Secretary of State and recording a certified copy in the Public Records of St. Johns County.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, every Director and every officer of the Association shall be indemnified by the Association against all costs, losses, expenses, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such costs, losses or expenses are incurred. This 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 right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

The date of each amendment(s) adoption: April 25, 2014, if other than the date this document was signed.

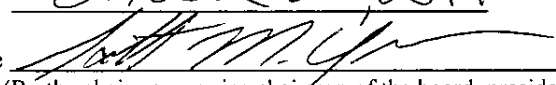
Effective date if applicable: Upon filing
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated OCTOBER 28, 2014

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SCOTT M. YEOMAN
(Typed or printed name of person signing)

PRESIDENT, BOARD OF DIRECTORS
(Title of person signing)