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November 3, 1999

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Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Sun Terrace at the Lakes Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Sun Terrace at the Lakes Homeowners Association, Inc., together with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

Dee Romeo
Dee Romeo
Assistant to Deborah L. Ross, Esq.
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
SUN TERRACE AT THE LAKES
HOMEOWNERS ASSOCIATION INC.
(A Florida Corporation Not-For-Profit)**

The purpose of the Amended and Restated Articles of Incorporation is to continue the purposes of these Articles of Incorporation as originally filed by the Developer with the Department of State, Division of Corporations, on February 12, 1990.

**ARTICLE I
NAME**

1. Name. The name of this corporation is SUN TERRACE AT THE LAKES HOMEOWNERS ASSOCIATION, INC. ("Association"). The current address of the Association is 1210 NW Sun Terrace Circle, Port St. Lucie, Florida 34986. The address of the Association may be changed as determined by the Board of Directors from time to time.

2. Definitions. The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for the Association, ("Declaration").

Record and Return to:

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P.O. Box 66
Stuart, Florida 34995

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ARTICLE II **PURPOSE**

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration which is recorded and amended in the public records of St. Lucie County, Florida, including without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE III **POWERS**

The Association shall have the following powers which shall be governed by the following provisions:

1. **Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers of a corporation not-for-profit, which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of the Association.

2. **Necessary Powers.** The Association shall have all of the powers and duties as set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Properties pursuant to the Declaration, including but not limited to the following:

A. To make and collect assessments against Members to defray the costs and expenses of the Association property.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To own, maintain, repair, replace, operate and convey the property of the Association in accordance with the Declaration, and to maintain and operate the water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, if any.

D. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members, in the amounts required by the Declaration.

E. To dedicate or to transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one percent (51%), of the Members, and approved by not less than seventy-five percent (75%), of the institutional mortgagees holding mortgages encumbering patio homes.

F. To reconstruct the improvements to the Association's property after casualty, and to further improve the Association's properties, as provided in the Declaration.

G. To make and amend reasonable rules and regulations regarding the use of the properties in accordance with the requirements set forth in the By-Laws.

H. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board or the Membership. Any such contract must allow for termination by either party without cause and without payment of a termination fee after no more than ninety (90) days written notice.

I. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association property.

J. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the properties as same may be promulgated, modified, or amended from time to time by the Association.

K. To pay taxes and assessments, which are liens against any part of the Association's property.

L. To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the property of the Association.

M. To enter any patio home at a reasonable time and upon reasonable notice to make emergency repairs, to avoid waste, or to do such other work reasonably necessary for the proper protection, preservation, or maintenance of Association Property, but such right or authority shall not be exercised in an arbitrary or capricious manner.

N. To grant such permits, licenses, and easements over the Common Areas for utilities, roads, and other purposes reasonably necessary or useful for the proper maintenance or operation of the common areas.

O. To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.

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3. Funds and Title to Properties. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

ARTICLE IV
MEMBERS

1. Members. The members of the Association shall consist of all of the record owners of patio homes in Sun Terrace at The Lakes.

2. Change of Membership. Change of membership in the Association shall be established by recording in the public records of the County, a deed or other instrument establishing a record title to a patio home at Sun Terrace at The Lakes, and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated as of the date of execution of such instrument.

3. Transfer of Membership. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of title of his patio home.

4. Voting. The owner of each patio home shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by Members and the manner of exercising voting rights, shall be determined by the By-Laws; subject however, to the terms and conditions of the Declaration.

ARTICLE V
TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI
INCORPORATORS

The names and residences of the original Incorporators to these Articles were as follows:

NAME	ADDRESS
Charles H. Hathaway	10385 Ironwood Road Palm Beach Gardens, Fl 33410
Robert S. Kairalla	10385 Ironwood Road Palm Beach Gardens, Fl 33410

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TALLAHASSEE, FLORIDA

William E. Shannon

10385 Ironwood Road
Palm Beach Gardens, FL 33410

ARTICLE VII
OFFICERS

1. Officers. The affairs of the Association shall be managed by a President, one (1), or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

2. Election of Officers. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the "Annual Members' Meeting" (as described in the By-Laws); provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of the President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary.

Officers shall be elected by the Board at the first meeting of the Board following each annual meeting of the Members. The following persons are the current officers of the Association.

President	John Brack
Vice President	Ronald Nickel
Secretary	Sandra Foote
Treasurer	Beverly Epstein

ARTICLE VIII
BOARD OF DIRECTORS

1. Directors. The affairs of the Association will be managed by a Board consisting of five (5) Directors, unless otherwise determined by the Board of Directors, at a duly called meeting at least thirty (30) days prior to a scheduled election. Directors must be members of the Association.

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2. Terms of Directors. After the Transfer Date, members of the Board shall serve for a term of two (2) years. Thereafter, if there are five (5) directors, the terms of no more than three (3) Board members will end each year, if there are more than five (5) directors, the number of terms that will end in any given year will be determined by the Board of Directors.

3. Election of Directors. Directors of the Association shall be elected at the annual Members' Meeting in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

ARTICLE IX **INDEMNIFICATION**

Every Director, Committee member, and officer of the Association (and the Directors, Committee members, and officers as a group), shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels and whether or not suit be instituted), reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director, Committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director, Committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, Committee member, or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, Committee member, or officer may be entitled whether by statute or common law.

ARTICLE X **BY-LAWS**

The By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration, and provided further, that no amendment, alteration, or rescission may be made which adversely affects the rights and privileges of any Institutional Mortgagee without the prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter, or rescind contrary to these prohibitions shall be of no force or effect.

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ARTICLE XI
AMENDMENTS

1. Amendments After Recording. After the recording of the Declaration amongst the public records of the County, these Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership), at which such proposed amendment is to be considered; and

B. A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by a vote of a majority of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

2. Amendment by Reference to Title. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial re-wording of Article. See Article ____ for present text". Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

3. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefor by such Mortgagee.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its president and secretary, and its corporate seal affixed on this day of NOVEMBER, 1999.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Witnesses:

Lynne D. Theurer

Witness #1 signature

Lynne D. Theurer

Witness #1 name printed

Patrice Waters

Witness #2 signature

Patrice Waters

Witness #2 name printed

Lynne D. Theurer

Witness #1 signature

Lynne D. Theurer

Witness #1 name printed

Patrice Waters

Witness #2 signature

Patrice Waters

Witness #2 name printed

SUN TERRACE AT THE LAKES
HOMEOWNERS ASSOCIATION, INC.

By: *John Brack*
John Brack, Its President

By: *Sandra Foote*
Sandra Foote, Its Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Nov 1, 1999, by John Brack as President of Sun Terrace At The Lakes Homeowners Association, Inc., who is known to me or who produced _____ as identification.



Lisa M. Walker
NOTARY PUBLIC

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FILED NOTARY STAMP

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Nov 1, 1999, by Sandra Foote as Secretary of Sun Terrace At The Lakes Homeowners Association, Inc., who is known to me or who produced _____ as identification.



Lisa M. Walker
NOTARY PUBLIC

NOTARY STAMP

CERTIFICATE

Sun Terrace At The Lakes Homeowners Association, Inc., by its duly authorized officers, hereby certifies that the Amended and Restated Articles of Incorporation, a copy of which is attached hereto, was duly and regularly adopted and passed by vote sufficient for approval by the membership at a Special Members Meeting held on February 11, 1998.

Witnesses:

[Signature]
Witness #1 signature

Linne D. Theuner
Witness #1 name printed

[Signature]
Witness #2 signature

Patrice Waters
Witness #2 name printed

SUN TERRACE AT THE LAKES
HOMEOWNERS ASSOCIATION, INC.

By: *[Signature]*
John Brack, Its President

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TALLAHASSEE, FLORIDA
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[Signature]

Witness #1 signature

Wynne D. Theuner

Witness #1 name printed

Patrice Waters

Witness #2 signature

Patrice Waters

Witness #2 name printed

By: [Signature]
Sandra Foote, Its Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Nov 1, 1999, by John Brack as President of Sun Terrace At The Lakes Homeowners Association, Inc., who is known to me or who produced _____ as identification.



[Signature]
NOTARY PUBLIC

NOTARY STAMP

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Nov 1, 1999, by Sandra Foote as Secretary of Sun Terrace At The Lakes Homeowners Association, Inc., who is known to me or who produced _____ as identification.



[Signature]
NOTARY PUBLIC

Record and Return to:

CORNETT, GOOGE, ROSS & EARLE, P.A.
P.O. Box 66
Stuart, Florida 34995

SECRETARY OF STATE
FLORIDA
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