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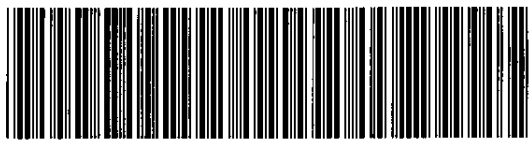
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Amended And
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June 2, 2011

Secretary of State
Division of Corporations
Department of State
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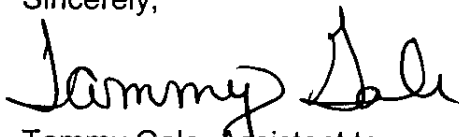
Re: Amended and Restated Articles of Incorporation of Osprey Cove Homeowner's
Association of Hobe Sound, Inc.

Dear Sir or Madam:

Enclosed for filing is one (1) original Certificate of Amendment to the Amended and Restated Articles of Incorporation along with a check in the amount of \$35.00 for your fee. Please date stamp and return it to me in the postpaid envelope 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,



Tammy Gale, Assistant to
Jane L. Cornett, Esq.

/ltmg
Enc.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OSPREY COVE HOMEOWNER'S ASSOCIATION OF HOBE SOUND, INC.**

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The Articles of Incorporation of Osprey Cove Homeowner's Association, Inc, were filed with the Secretary of State on January 12, 1998 and the first amendment was filed on December 6, 1999. This Amended and Restated Articles of Incorporation of Osprey Cove Homeowner's Association, Inc. are approved by a vote sufficient for approval by its Members at a meeting held on May 19, 2011.

Pursuant to Chapter 617, Florida Statutes, the undersigned corporation submits the following Articles of Incorporation to the Florida Secretary of State to continue the existence of a Florida not-for-profit corporation under the Laws of the State of Florida.

**ARTICLE 1
NAME**

The name of the corporation shall be OSPREY COVE HOMEOWNER'S ASSOCIATION OF HOBE SOUND, INC. For convenience, the corporation is hereinafter referred to as the "Association."

**ARTICLE 2
DEFINITIONS**

The terms defined in the Declaration of Covenants and Restrictions ("Declaration") are incorporated in these Articles of Incorporation by reference.

**ARTICLE 3
PURPOSES AND POWERS**

3.1 The objects and purposes of the Association are to own, maintain, and administer the Common Areas within that certain residential community known as OSPREY COVE situated in Martin County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

3.2 The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm, or corporation.

A. The Association shall have all of the common law and statutory powers of a corporation not-for profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

(1) To operate and manage the properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of Members of the Association;

(2) To make, establish and enforce rules and regulations regarding the use of property owned, operated or managed by it;

(3) To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association and in the Declaration;

(4) To do all the things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

(5) To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(6) To maintain, repair, replace and operate the Association property and, if appropriate, maintain the exteriors of the Dwellings in accordance with the provisions of the Declaration;

(7) To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration and the provisions of any dedication or conveyance of the Association Property to the Association with respect to the use and maintenance thereof;

(8) To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Association.

C. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. No compensation shall be paid to Directors, officers, or committee members for their services as Directors, officers or committee members. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to employees, agents or attorneys for services rendered to the Association.

D. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

ARTICLE 4
MEMBERS AND VOTING RIGHTS

4.1 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association. The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Parcel shall remain unpaid for more than ninety (90) days after the due date for the payment thereof.

4.2 Voting Rights. Members shall be entitled to one vote for each Parcel in which they hold the interests required for Membership by Paragraph A of this Article IV. In no event shall more than one vote be cast with respect to any Parcel.

4.3 Quorum. A quorum is the presence in person or by proxy of thirty percent (30%) of the Members. Decisions that require a vote of the Members shall be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.

ARTICLE 5
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 6
DIRECTORS

6.1 The property, business and the affairs of the Association shall be administered by a Board of Directors, which shall consist of as many persons as the Board of Directors shall determine from time to time determine, but not less than three (3) nor more than five (5) persons.

6.2 Election of Members of Board of Directors. Directors shall be elected or appointed in accordance with the By-Laws of the Association.

ARTICLE 7
OFFICERS

7.1 Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

7.2 Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be appointed by the Board of Directors for the remainder of the Board of Directors term or until qualified successors are duly appointed and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. If the office of President becomes vacant for any reason, or if the President becomes unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any officer other than that of the President becomes vacant for any reason, the Board of Directors may appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice President shall not be held by the same person.

ARTICLE 8 BY-LAWS

The Board of Directors has adopted By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE 9 AMENDMENTS

Amendments to these Articles of Incorporation require the approval of at least two-thirds of all the Membership votes and shall be recorded in the Public Records of Martin County.

ARTICLE 10 TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

Provided that Section 617.0832, Florida Statutes, is complied with, no contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his, her, or their votes are counted for such purpose; no Director or officer of the Association shall incur liability by reason of the fact that he or she is or may be interested in such contract or transaction.

Interested Directors may be counted, but may not vote, in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, Osprey Cove Homeowner's Association, Inc., has caused these presents to be signed in its name, by its President and Treasurer, and its corporate seal affixed on this 2nd day of June, 2011.

Signed, sealed and delivered

Osprey Cove Homeowner's Association, Inc.

WITNESSES:

Larry E Jawitz
Witness #1 Signature

LARRY E JAWITZ
Witness #1 Printed Name

John S. Donovan
Witness #2 Signature

John S. Donovan
Witness #2 Printed Name

Larry E Jawitz
Witness #1 Signature

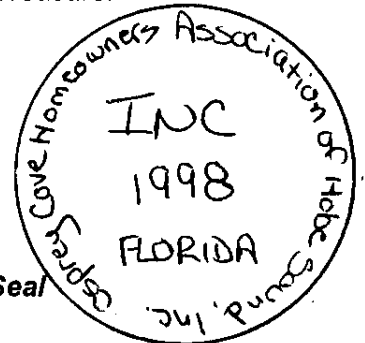
LARRY E JAWITZ
Witness #1 Printed Name

John S. Donovan
Witness #2 Signature

John S. Donovan
Witness #2 Printed Name

By: Sammy Pierce
Sammy Pierce, President

By: G. Gerald Quickel
G. Gerald Quickel, Treasurer

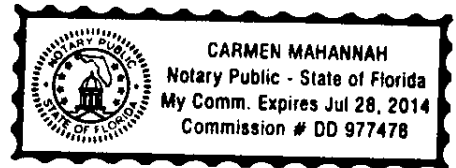


STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 2nd day of June, 2011 by Sammy Pierce, as President of Osprey Cove Homeowner's Association, Inc. [] who is personally known to me, or [] who produced identification [Type of Identification: FDL].

Notary Seal

Carmen Mahannah
Notary Public
Printed Name:



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 9th day of June, 2011 by G. Gerald Quickel as Treasurer of Osprey Cove Homeowner's Association, Inc. [] who is personally known to me, or [] who produced identification [Type of Identification: FDL].

Carmen Mahannah

Notary Public
Printed Name:

Notary Seal

