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June 10, 1998

100002569611--2
-06/23/98--01039--015
*****35.00 *****35.00

Florida Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation for 100002569611--2
Harbour Side Condominium Association of Vero Beach, FL -06/23/98--01039--016
*****8.75 *****8.75

Ladies and Gentlemen:

I enclose herewith an original and two exact copies of the Amended and Restated Articles of Incorporation for Harbour Side Condominium Association of Vero Beach, Florida, and one copy of the attachments for same, together with that Association's check in the amount of \$35.00.

Please file the above instrument at your earliest opportunity and return one exact copy of the Amended and Restated Articles with a date-stamp reflecting the date of filing in your office. I would also request that you provide a Certificate of Status of the Amendment by return mail. A second check, from this firm, in the amount of \$8.75 is enclosed to cover the cost of the Certificate of Status.

Should you have questions or require any additional information, please feel free to call. Thank you for your assistance in this regard.

Sincerely yours,

Susan L. Chenault
Susan L. Chenault

Enclosures

cc: Mr. Robert Whitehead

RECEIVED

98 JUN 19 AM 8:25

DIVISION OF CORPORATIONS

Amended
& Restated
Articles

6/23/98

98 JUN 19 AM 11:43

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amended and Restated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 19 AM 11:43

ARTICLES OF INCORPORATION

OF

HARBOUR SIDE CONDOMINIUM ASSOCIATION OF VERO BEACH, INC.

The undersigned, being the President and Secretary of Harbour Side Condominium Association of Vero Beach, Inc., having the operating responsibilities of Harbour Side Condominium Association, hereby certify that at a meeting of unit owners duly held on the 14th day of March, 1998, in accordance with the requirements of Florida Law and the Articles of Incorporation of Harbour Side Condominium Association, no less than seventy-five percent (75%) of all unit owners affirmatively voted to amend and restate said Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be HARBOUR SIDE CONDOMINIUM ASSOCIATION OF VERO BEACH, INC. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE II
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, for the operation of condominiums totaling not more than four (4) in all erected upon the following lands in Indian River County, Florida:

Lot 120, THE MOORINGS, UNIT TWO, according to the plat thereof filed in the office of the Clerk of the Circuit Court of Indian River County, Florida, in Plat Book 8, Page 28 less and except that portion of said Lot 120 lying South and East of the street designated as Bay Road on the aforementioned plat.

2.2 The Association will make no distribution of income to unit owners, directors or officers.

**ARTICLE III
POWERS**

The powers of the Association will include and be governed by the following provisions:

3.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of those Articles.

3.2 The Association will have all of the powers and duties set forth in the Condominium Act, and it will have all of the powers and duties reasonably necessary to operate said condominiums pursuant to its Declaration of Condominium, as it may be amended from time to time, including, but not limited to the following:

- (a) To make and collect assessments against unit owners to defray the costs, expenses and losses of the condominiums.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the condominium properties.
- (d) To purchase insurance for the condominium properties; and insurance for the protection of the Association and its condominium unit owners.
- (e) To reconstruct improvements after casualty and to further improve the condominium properties.
- (f) To make and amend reasonable regulations respecting the use of the condominium properties.
- (g) To approve or disapprove the transferring, leasing, mortgaging and ownership of condominium units as may be provided by the separate Declaration of Condominium and the Bylaws of the Association.
- (h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the condominium properties.
- (i) To maintain class actions on behalf of any or all of the condominium unit owners and to institute, maintain, settle or appeal actions or hearings in its name on behalf of all unit owners concerning matters of common interest.
- (j) To contract for the management and operation of the condominiums, including its common elements; and to thereby delegate, as may be allowed by law, all powers and duties of the Association, except such as are specifically required to have approval of the Board of Administration or of the unit owners of the Association.

- (k) To employ personnel to perform the services required for the proper management and operation of the condominiums.
- (l) To own and hold fee simple title to lands, within reasonable proximity to the condominiums properties upon which recreational facilities, entrance ways, walkways, parking areas, and like facilities are or may be constructed for the benefit of condominium unit owners, and to manage, control and maintain the same; provided, however, that such facilities shall and must be for the use and enjoyment of all unit owners in any condominium buildings upon the real estate previously described herein.

3.3 The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Association.

ARTICLE IV MEMBERS

4.1 The members of the Association will consist of all of the record owners of the condominium units.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of Indian River County, Florida, a deed or other instrument establishing a record title to a condominium unit and by 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.

4.3 The share 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 his condominium unit.

4.4 The owner of each condominium unit will be entitled to one vote as a member of the Association.

ARTICLE V BOARD OF ADMINISTRATION

5.1 The affairs of the Association will be managed by a Board of Administration consisting of the number of members of the Board determined by the Bylaws of the Association.

5.2 Members of the Board of Administration will be elected at the annual meeting of the unit owners.

ARTICLE VI OFFICERS

The affairs of the Association will be administered by the officers designated in the Bylaws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the annual meeting of the unit owners of the Association and will serve at the pleasure of the Board of Administration.

ARTICLE VII INDEMNIFICATION

Every Board member and every officer of the Association will be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Board member or officer of the Association, whether or not he is a Board member or officer at the time such expenses are incurred, except when the Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement of the indemnification will apply only when the Board of Administration approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Board member or officer may be entitled.

ARTICLE VIII AMENDMENTS

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

8.1 Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is to be considered.

8.2 An amendment to these Articles may be proposed either by the Board of Administration or by at least ten percent (10%) of the voting interests of the Association. Except as elsewhere provided, such approvals must be by:

- (a) not less than a majority of the entire membership of the Board of Administration, and
- (b) not less than seventy-five percent (75%) of all the unit owners of the Association.

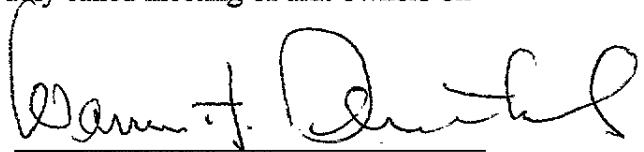
8.3 Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of unit owners, without approval in writing by all unit owners and the joinder of all record owners of mortgages upon the condominiums. No amendment will be made that is in conflict with the Condominium Act or the Declaration of Condominium.

8.4 A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the public records of Indian River County, Florida.

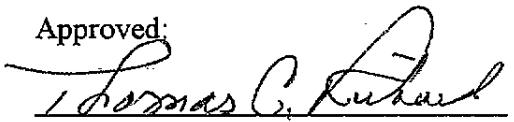
ARTICLE IX TERM

The term of the Association will be perpetual.

The foregoing revised Articles of Incorporation were adopted as the Articles of Incorporation of Harbour Side Condominium Association of Vero Beach, Inc., a corporation not for profit under the laws of the State of Florida at a duly called meeting of unit owners on March 14, , 1998.


Secretary Warren Delventhal

Approved:


President Thomas C. Richards

SEAL