

N26188

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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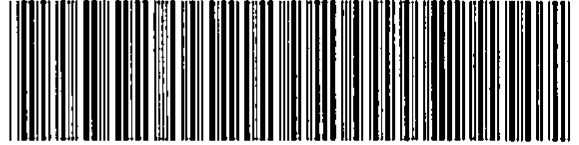
(Business Entity Name)

(Document Number)

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19 MAR 14 7:14:33  
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MAR 14 2019

S. YOUNG



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 23, 2019

STEVE L HENDERSON  
COLLINS BROWN BARKETT, CHARTERED  
756 BEACHLAND BLVD  
VERO BEACH, FL 32963

SUBJECT: SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC.  
Ref. Number: N26188

We have received your document for SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

NO ATTCHMENT

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young  
Regulatory Specialist II

Letter Number: 319A00003855

# Collins Brown Barkett

BRUCE D. BARKETT <sup>1</sup>  
LISA THOMPSON BARNES <sup>2,3</sup>  
CALVIN B. BROWN  
NICHOLAS L. BRUCE <sup>2,3,7</sup>  
GEORGE G. COLLINS, JR. <sup>1</sup>  
MICHAEL J. GARAVAGLIA <sup>5</sup>  
AARON V. JOHNSON  
C. DOUGLAS VITUNAC

JONATHAN D. BARKETT  
OF COUNSEL  
WILLIAM W. CALDWELL  
RALPH L. EVANS  
STEVEN L. HENDERSON <sup>1</sup>

CHARTERED  
ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD, VERO BEACH, FLORIDA 32963  
POST OFFICE BOX 3686, VERO BEACH, FLORIDA 32964-3686

TELEPHONE: 772-231-4343

FACSIMILE: 772-234-5213

WEBSITE: WWW.VEROLAW.COM

<sup>1</sup> BOARD CERTIFIED REAL ESTATE  
<sup>2</sup> BOARD CERTIFIED WILLS, TRUSTS AND ESTATES  
<sup>3</sup> MASTER OF LAWS TAXATION  
<sup>4</sup> MASTER OF LAWS REAL PROPERTY DEVELOPMENT  
<sup>5</sup> MASTER OF LAWS ESTATE PLANNING AND ELDER LAW  
<sup>6</sup> CERTIFIED CIRCUIT MEDIATOR  
<sup>7</sup> ALSO ADMITTED IN GA  
<sup>8</sup> ALSO ADMITTED IN THE COMMONWEALTH OF  
THE BAHAMAS

March 11, 2019

**VIA U.S. MAIL DELIVERY**

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

*Re: Sandpointe Property Owners Association, Inc. – Your Letter No. 319A00003855  
Articles of Amendment – Reference No. N26188*

Ladies/Gentlemen:

In connection with the referenced entity, I have enclosed your letter dated February 23, 2019 together with a copy of the recorded Articles of Amendment for Sandpointe Property Owners Association, Inc. Please file these accordingly.

Please feel free to give me a call if you have any questions concerning the enclosed.

Kindest regards,

COLLINS BROWN BARKETT, CHARTERED



Dee Di Donato,  
Florida Registered Paralegal  
Legal Assistant to Steve L. Henderson, Esquire  
Of Counsel

/ddd  
Enclosure

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Sandpointe Property Owner's Association, Inc.  
\_\_\_\_\_

**DOCUMENT NUMBER:** N26188  
\_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Steve L. Henderson  
\_\_\_\_\_

(Name of Contact Person)

Collins Brown Barkett, Chartered  
\_\_\_\_\_

(Firm/ Company)

756 Beachland Blvd.  
\_\_\_\_\_

(Address)

Vero Beach, FL 32963  
\_\_\_\_\_

(City/ State and Zip Code)

shenderson@verolaw.com  
\_\_\_\_\_

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

For further information concerning this matter, please call:

Steve L. Henderson  
\_\_\_\_\_

at 772 231 4343  
\_\_\_\_\_

(Name of Contact Person)

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

Articles of Amendment  
to  
Articles of Incorporation  
of

Sandpointe Property Owner's Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N26188

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

Amended and Restated Articles of Incorporation are attached.

January 27, 2019

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

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 2/12/19

Signature [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)

Bill Krueger W. A. Krueger  
(Typed or printed name of person signing)

President \_\_\_\_\_  
(Title of person signing)



3120190008885 RECORDED IN THE RECORDS OF JEFFREY R. SMITH, CLERK OF CIRCUIT COURT INDIAN RIVER CO FL  
BK: 3183 PG: 2077, 2/13/2019 10:28 AM

Rec. Fee: \$ 137.50  
Doc. Stamp: \$ —  
Int. Tax: \$ —

*Please in  
Book let*

**THIS INSTRUMENT PREPARED BY/RETURN TO:**

Steve L. Henderson  
Collins Brown Barkett, Chartered  
756 Beachland Blvd.  
Vero Beach, FL 32963

**CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION  
AND BYLAWS OF SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

THAT THIS CERTIFICATE OF AMENDMENT is made as of the 12<sup>th</sup> day  
of ~~February~~ 2019, by SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC., a Florida  
Non Profit Corporation (hereinafter referred to as the "Association").

**WITNESSETH:**

**WHEREAS**, the Articles of Incorporation ("Articles") and Bylaws of the Association  
were recorded in Official Records Book 796 at Page 2086 of the Public Records of Indian River  
County, Florida and

**WHEREAS**, under ARTICLE VIII, Section B 1 of the Articles, the Articles may be  
amended by not less than a 75% vote of the members of the Board of Directors and by a 51% vote  
of the membership of the Association; and

**WHEREAS**, under Article VII of the Articles, the Bylaws of the Association may be  
amended by majority vote of the members of the Board of Directors of the Association.

**WHEREAS**, all of the requirements necessary to effect an amendment to the Articles  
have been met including an affirmative vote of more than 75% of the members of the Board of  
Directors and a vote of more than 51% of the total eligible votes of the members of the Association  
cast at a duly called meeting on January 27, 2019; and

**WHEREAS**, all of the requirements necessary to effect an amendment to the Bylaws  
have been met including an affirmative vote of more than 51% of the members of the Board of  
Directors cast at a duly called meeting held on May 22, 2018.

**NOW, THEREFORE**, the Articles and Bylaws are amended and restated in the  
forms attached hereto. The provisions of the original Articles and Bylaws and any prior amendments  
thereto are repealed and replaced by the attached.

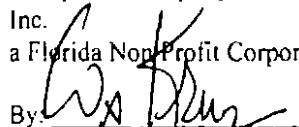
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IN WITNESS WHEREOF, the undersigned have hereunto caused this instrument to be executed on the date set forth above.

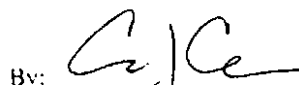
Signed, Sealed and Delivered  
in the presence of:


"ASSOCIATION"  
Sandpointe Property Owner's Association,  
Inc.  
a Florida Non Profit Corporation

  
Witness

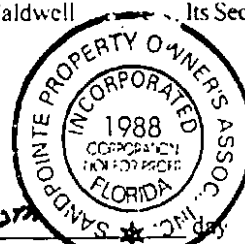
By:   
Bill Krueger Its President

STEVE L. HENDERSON  
Witness

By:   
Candace J. Caldwell Its Secretary


  
Witness  
DOREEN DI DONATO  
Witness

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER



The foregoing instrument was acknowledged before me this 15th day of February, 2019, by Bill Krueger, as President of SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC., a Florida Non Profit Corporation, on behalf of the Corporation. He is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 15 day of February, 2019.

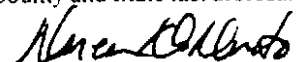
  
Notary Public - State of Florida at large  
My Commission Expires:

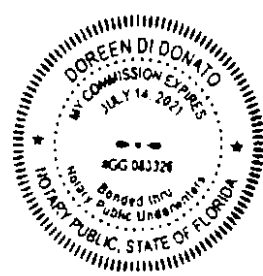


STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15th day of February, 2019, by Candace J. Caldwell, as Secretary of SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC., a Florida Non Profit Corporation, on behalf of the Corporation. She is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 15 day of February, 2019.

  
Notary Public - State of Florida at large



My Commission Expires:

[12039 0000002/1137494/1]

BK: 3183 PG: 2079

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC.

This shall amend and restate the Articles of Incorporation of SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC. filed with the Secretary of State of Florida on April 29, 1988 (Document # N26188). The Articles of Incorporation are amended and restated as follows:

ARTICLE I

Name

The name of the Corporation shall be SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

Purposes

A. The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the residential lots and common areas within Sandpointe Subdivision per plat thereof recorded in Plat Book 12 Page 67, Public Records of Indian River County, Florida, Sandpointe West Subdivision per plat thereof recorded in Plat Book 13 Page 31, Public Records of Indian River County, Florida, Sandpointe West Phase II Subdivision per plat thereof recorded in Plat Book 14 Page 81, Public Records of Indian River County, Florida; (collectively, "SANDPOINTE"); to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereinafter be brought within the jurisdiction of the Association for such purpose; to be and constitute the Association to which reference is made in the Amended and Restated Master Declaration of Covenants, Conditions, Reservations and Restrictions for Sandpointe Subdivision recorded in Official Record Book 3089 Page 811, Public Records of Indian

BK: 3183 PG: 2080

River County, Florida ("Declaration") (All terms used herein which are not defined shall have the same meaning provided in the Declaration.)

B. The Association shall make no distributions of its net earnings to its members, directors, or officers, except reasonable compensation may be paid for services rendered to or for the corporation.

### ARTICLE III

#### Powers

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration (collectively "Governing Documents").

A. 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 Governing Documents.

B. The Association shall have all of the powers and duties set forth in the Declaration except as limited by these Articles, including but not limited to the following:

1. To make and collect assessments against lot owners of SANDPOINTE.
2. To use the proceeds of assessments to exercise its powers and perform its duties.
3. To maintain, repair, replace and operate the property of the Association.
4. To construct or reconstruct any improvements upon the common property and to further improve the common property, subject to any required Association membership approval required by the Governing Documents.
5. To adopt, amend and enforce reasonable rules and regulations in accordance with the Governing Documents.
6. To employ personnel to perform the services required for proper operation of the Association property.
7. To dedicate, sell, or transfer all or any part of the property owned by the Association to any municipality, public agency authority, or utility for such purposes and subject to such

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conditions as may be agreed upon by the members. No such dedication, transfer or sale shall be effective unless approved by two-thirds (2/3) vote of those members present, in person or by proxy at a meeting called for said purpose.

8. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified herein are independent powers, not to be restricted by reference to or inference from any other provisions of these Articles.

C. All funds and the title 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 Governing Documents.

#### ARTICLE IV

##### Membership in Association

1. Qualifications: Only owners, as hereinafter provided shall be eligible to become members in the Association.

a. Where two or more persons are joint owners of a lot, they shall have joint membership in but shall only be entitled to one vote. Where a corporation or other legal entity owns a lot, only the corporation or other entity shall be a member.

b. Wherever a member shall cease to own his or her legal or beneficial interest in a lot such member shall automatically be dropped from the membership roll of the Association.

2. Manner of Admission: Every person or entity acquiring title to a lot shall automatically become a member of the Association. The Association may require an application and submission of personal information as may be required by rule or the Governing Documents.

3. Voting Rights: Each owner shall become a member of the Association upon acceptance of a deed of conveyance to his or her lot. As a member of such Association said owner shall be subject to the Governing Documents and as a member shall be entitled to one vote for each lot owned. The Association shall not issue any stock.

BK: 3183 PG: 2082

## ARTICLE V

### Directors

A. The affairs of the Association will be managed by a board consisting of the number of directors as determined by the By-Laws, but not less than three (3) directors. Directors shall be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws and by applicable laws.

## ARTICLE VI

### Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time of such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 office may be entitled.

## ARTICLE VII

### By-Laws

The By-Laws of the Association have been adopted and may be altered, amended or rescinded in accordance with the By-Laws.

BK: 3183 PG: 2083

## ARTICLE VIII

### Amendments

Amendments to the 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 at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or in writing by at least 20% of the members of the Association. Except as elsewhere provided:

1. Such amendments must be approved by not less than seventy-five percent (75%) vote of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) vote of the vote of the members of the Association who are present, in person or by proxy at a meeting called for said purpose; or

2. By not less than eighty percent (80%) vote of the vote of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members.

## ARTICLE IX

### Term

The term of the Association shall be perpetual.

## ARTICLE X

### Registered Agent and Office

The registered office of the corporation shall be located at 1815 E. Sandpointe Place, Vero Beach, Florida 32963. The Registered Agent at said address is Candace Johnston Caldwell.

**Amended and Restated By-Laws**  
**of**  
**Sandpointe Property Owner's Association, Inc.**

**1. IDENTITY**

These are the duly adopted Amended and Restated By-Laws of SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on April 29, 1988. SANDPOINTE PROPERTY OWNER'S ASSOCIATION, INC., hereinafter called "Association", has been organized for the purpose of administering the operation and management of SANDPOINTE SUBDIVISION as described in the Articles of Incorporation and the Amended and Restated Master Declaration of Covenants, Conditions, Reservations and Restrictions for Sandpointe Subdivision. ("Declaration").

a. All present or future owners, tenants, future tenants, or their employees or any other person who might use the property, or any of the facilities thereof in any manner, are subject to the provisions as set forth in these By-Laws the Articles of Incorporation, the Declaration and adopted rules and regulations (collectively, "Governing Documents") including any amendments thereto which may hereinafter be adopted by the Association. The provisions of Florida Statute 720 as amended from time to time ("HOA Act"), shall apply to the extent that they conflict with or preempt provisions of the Governing Documents.

b. The office of the Association is currently at 1815 East Sandpointe Place, Vero Beach, Florida 32963.

c. The fiscal year of the Association shall be the calendar year, January 1 through December 31.

d. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not for Profit", and the year of incorporation.

**2. MEMBERSHIP, VOTING, QUORUM, PROXIES**

a. The qualifications of members, the manner of their admission to membership and termination of such membership, and voting by members are set forth in Article IV of the Articles of Incorporation of the Association, the provisions of which said Article IV of the Articles of Incorporation are incorporated herein by reference.

b. A quorum at members' meeting shall consist of persons entitled to cast a majority of the votes of the entire membership. The joinder of a member in the action of meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.