

714254

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10/30/08

**DICKER, KRIVOK & STOLOFF, P.A.**

ATTORNEYS AT LAW

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SUITE 400  
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(561) 615-0128

October 28, 2008

SENT VIA OVERNIGHT MAIL

Office of Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attention: Karen Gibson

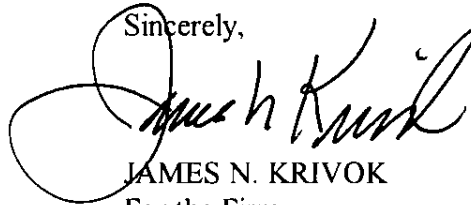
**Re: Filing of the Amended and Restated Articles of Incorporation of  
Sandpiper Bay Homeowners Association, Inc.**

Dear Ms. Gibson:

Thank you for the call informing us of our error in failing to provide the Division of Corporations with the required check for the filing of the Amended and Restated Articles of Incorporation for Sandpiper Bay Homeowners Association, Inc. Enclosed is our firm check payable to the Division of Corporations in the amount of \$43.75 to cover the filing fee of \$35.00 and additional \$8.75 for a returned certified copy of the Articles. I have also enclosed an addressed stamped envelope for you to use in returning the certified copy of the Articles to me.

Thank you for the courtesy of calling me to let me know of our oversight and for your continued assistance in finalizing this matter..

Sincerely,



JAMES N. KRIVOK  
For the Firm

JNK/ab  
Enclosure

**DICKER, KRIVOK & STOLOFF, P.A.**

ATTORNEYS AT LAW

1818 AUSTRALIAN AVENUE SOUTH  
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TELEPHONE  
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(561) 615-0128

October 20, 2008

SENT VIA CERTIFIED MAIL/RRR

Office of Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC.**  
**Document Number of Corporation: 714254**

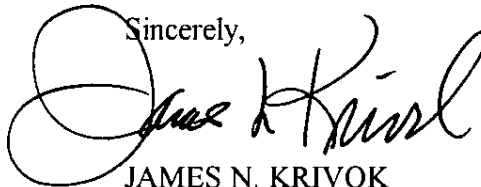
Dear Madam or Sir:

Enclosed please find the original **Articles of Amendment to Articles of Incorporation** for filing with the Division of Corporations.

If you need any other additional information in order to comply with this request, please contact me.

Thank you for your attention to this matter.

Sincerely,



JAMES N. KRIVOK  
For the Firm

RECEIVED  
OCT 23 11  
SECRETARY  
TALLAHASSEE

JNK/ab  
Enclosure  
Cc: Richard McAfoos (via email)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED  
 08 OCT 29 PM 3:53  
 CLERK OF CIRCUIT COURT  
 JUDICIAL CIRCUIT IN AND FOR  
 FLORIDA

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08 OCT 29 PM 3:53  
FILED  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

Florida Department of State, Document #714254

Pursuant to the provisions of Section 617.1006, Florida statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation (the "Articles"):

**ARTICLE I – NAME.**

The name of the corporation is: SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC., (the "Association").

**ARTICLE II – DEFINITIONS.**

**Act** - means Chapter 617, Florida statute.

**Articles of Incorporation** - includes original, amended and restated articles of incorporation of the association and all amendments thereto.

**Board of Directors** - means the group of persons vested with the management of the affairs of the association irrespective of the name by which such group is designated, including, but not limited to, managers or trustees.

**Bylaws** - means the code or codes of rules adopted for the regulation or management of the affairs of the association irrespective of the name or names by which such rules are designated.

**Association** - means a corporation not for profit, subject to the provisions of Chapter 617, Florida statute.

**Corporation not for profit** - means an association no part of the income or profit of which is distributable to its members, directors, or officers.

**Electronic transmission** - means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of an electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers and or similar devices.

**Insolvent** - means the inability of the association to pay its debts as they become due in the usual course of its affairs.

**Mail** - means the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services.

**Majority** - means more than fifty (50%) percent of the total number of votes eligible to be cast on any given matter.

**Member** - means one (1) or two (2) adult person(s) having membership rights in the association in accordance with the provisions of these Articles of Incorporation, the Bylaws and the provisions of Chapter 617, Florida statute.

### ARTICLE III – DURATION.

The term of existence of the Association is perpetual.

### ARTICLE IV – PRINCIPLE PLACE OF BUSINESS AND ADDRESS.

The principal place of business and mailing address of the Association is the City of PORT ST. LUCIE, ST. LUCIE COUNTY, FLORIDA:

PLACE OF BUSINESS;  
Morningside Library  
2410 SE. Morningside Blvd.  
Port St. Lucie, FL. 34952

MAILING ADDRESS;  
Sandpiper Bay Homeowners Assoc.  
P.O. Box 7111  
Port St. Lucie, FL. 34985

### ARTICLE V – PURPOSE.

To operate without profit for the benefit of the Members of the Association (the “Members”). and to promote and protect the health, safety and social welfare of its Members in such matters as civic and community affairs, quality of life, enhancement of the environment and preservation and or enhancement of property values of Member’s residences and / or lot(s). Additionally, to foster sociability and good fellowship among the Membership by promoting social, cultural and other activities as deemed appropriate. The Association shall conduct all of its activities in compliance with Chapter 617, Florida Statutes, entitled “Corporations Not For Profit”, as the same may be, from time to time, amended.

### ARTICLE VI – ADOPTION OF BYLAWS.

The Membership shall adopt Bylaws consistent with these Articles. The Bylaws of the Association shall contain provisions for the regulation and management of the affairs of the Association not inconsistent with law or these Articles. Any such provision set forth in the Articles need not be set forth in the Bylaws. These Articles need not set forth any of the Association powers enumerated in the Act.

### ARTICLE VII – COMPLIANCE WITH STATUTES, ARTICLES OF INCORPORATION & BYLAWS.

The Board of Directors, Officers and Members shall, at all times, recognize and comply with all applicable federal, state, county and local statutes, codes and ordinances, and, recognize and comply with the Association’s Articles of Incorporation and Bylaws, as the same may be, from time to time, amended.

### ARTICLE VIII - GENERAL POWERS.

The general powers of the Association are to collect and expend funds solely and exclusively for the benefit of its Members in accordance with the purposes set forth in these Articles and the

Bylaws, and, to have all other powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Bylaws.

#### ARTICLE IX - MEMBERSHIP IN AND MANAGEMENT OF THE ASSOCIATION.

Section 9.1 General management. The general management of the affairs of the Association shall be vested in the Board of Directors, comprising of Members.

Section 9.2 Number. The number of Directors of the Association constituting the entire Board of Directors shall be not less than seven (7) nor more than twelve (12), excepting, there shall be one (1) additional Director for each one-hundred (100) Memberships over a total of seven-hundred (700) at any given time, with a equal reduction at any such time the Membership number falls beneath the herein afore specified equivalent level. The total number of Directors, based on the specific flexibility as specified herein, constituting the entire Board of Directors, shall be such number as may be, from time to time, determined by resolutions by said Board of Directors.

#### ARTICLE X – LIMITATION ON DISTRIBUTION OF ASSETS AND / OR EARNINGS.

No part of the assets and / or earnings of the Association shall inure to the benefit of, or be distributable to its Directors, Officers, Membership or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for approved services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five (V) hereof.

#### ARTICLE XI - DISSOLUTION.

Upon dissolution of the Association, all of its assets remaining, after provision for creditors and payment of all cost and expenses of such dissolution, shall be distributed as prescribed by Florida statute(s).

#### ARTICLE XII - INDEMNIFICATION.

The Board of Directors, Officers, Assistant Officers and Committee members shall not be liable to each other or the Association for any errors or omissions, including errors of judgments, or any acts or omissions made in good faith as such while serving the Association in any of the afore stated capacities. The Association shall indemnify and hold harmless its officers, directors, assistant officers or committee members except for any action taken that is contrary to the provisions of these Articles, the Bylaws and / or Statutes.

#### ARTICLE XIII - AMENDMENT OF THE ARTICLES.

These Articles may be altered, amended or repealed in the manner provided by law, except as prohibited herein. Additionally, these Articles may be altered, amended or repealed by the affirmative vote [in person, by proxy] of Members representing a majority of all of the then current Memberships in the Association (limit one vote per residence or lot), by votes cast at an

Annual Meeting or Special Meeting of the Membership called for, but not necessarily limited to, that purpose at which a quorum is present. Any Amendment(s) shall only become effective upon the filing of such amendments with the Florida Secretary of State, Division of Corporations.

#### ARTICLE XIV – NOTICES.

1) Notice of Meetings shall be given as provided in the Bylaws and in compliance with the Act.

#### ARTICLE XV - CONFLICT.

In the event that any portion of these Articles conflict with any federal, state, county or local statute, that portion shall be subordinated to same and effect shall be given to the intent manifested by the portion held invalid or inoperative, and, the remainder of said Articles remain valid and operative. In the event of a conflict between the Articles and the Bylaws, the Articles shall govern.



**ARTICLES OF AMENDMENT**

to

**ARTICLES OF INCORPORATION**

of

SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC.

(present name)

714254

(Document Number of Corporation (if known))

*Pursuant to the provisions of section 617.10006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

See Amended and Restated Articles of Incorporation attached as Exhibit "A"

**SECOND:** The date of adoption of the amendment(s) was: October 16, 2008

**THIRD:** Adoption of Amendment (CHECK ONE)

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

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

  
\_\_\_\_\_  
Signature of Chairman, President or other officer

MARIO VAN DEN ELZEN

Typed or printed name

PRESIDENT

Title

10/16/2008

Date