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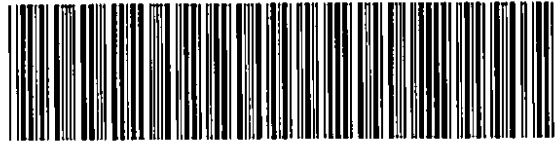
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FILED  
18 DEC 13 PM 4:55  
TALLAHASSEE, FLORIDA

DEC 18 2018

S. YOUNG

**AMENDED AND RESTATED  
ARTICLE OF INCORPORATION  
OF  
PARADISE OF STUART, INC.  
(A Corporation not for profit)**

FILED  
18 DEC 13 PM 5:55  
TALLAHASSEE, FLORIDA

The Articles of Incorporation were first approved by the State of Florida in 1969 forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes. The same Articles are now amended and approved by a vote sufficient for approval on November 12, 2018.

**ARTICLE I. NAME**

The name of this corporation is PARADISE OF STUART, INC.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the objects and purposes of this corporation shall be:

- (a) To promote, support, facilitate and engage in recreational activities of all descriptions.
- (b) To provide facilities, services and benefits convenient or necessary to the welfare or comfort of its members and to the conduct of its objects and purposes.
- (c) To buy, sell, lease, pledge or mortgage real or personal property for the purpose of provision of facilities for the use and enjoyment of the membership, and to enter into contracts of every kind and description with any person, firm or entity, without limitation, to further the aims, objects and purposes hereof.
- (d) To borrow or raise money to further any of the objects or purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and of the interest thereof, by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired.
- (e) To do all things and matters necessary, convenient or desirable in carrying out any and all of the aims, objects and purposes of this corporation.

The foregoing objects and purposes shall be in no way limited or restricted by reference to or inference from the terms of any clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall be regarded as independent, and construed as powers as well as objects and purposes.

This corporation has full authority to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of a similar type by the laws of Florida now in effect or hereafter enacted, and shall have power to do any and all things herein set forth to the same extent as a natural person might or could do.

### **ARTICLE III. CAPITAL STOCK**

This corporation is organized without capital stock. Membership herein and transfer of such membership shall be subject to such terms and conditions as are provided in the by-laws hereof.

### **ARTICLE IV. MEMBERSHIP**

Members of this corporation shall be:

(a) Such persons who meet, accept and agree to the conditions and requirements prescribed by the Board of Directors of this corporation.

(b) The Board of Directors may make and enforce such rules regarding admission and expulsion of members as they deem necessary or in the best interest of the corporation.

### **ARTICLE V. TERM OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE VI. PRIVATE PROPERTY**

Private property of members of this corporation shall not be subject to payment of corporate debts of this corporation.

### **ARTICLE VII. OFFICERS**

The officers of the corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the by-laws.

The names of the persons who are to serve as officers of the corporation shall annually be filed with the Secretary of State, State of Florida.

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

### **ARTICLE VIII. DIRECTORS**

(1) The business affairs of this corporation shall be managed by the Board of Directors, which shall consist of not less than three (3) directors. The number of directors may be increased from time to time by the by-laws.

(2) The Board of Directors shall be chosen from members of the corporation.

(3) Members of the Board of Directors shall be elected and shall hold office in accordance with the by-laws.

#### ARTICLE IX.

(1) The Board of Directors of this Corporation adopted such by-laws for the conduct of its business and the carrying out of its purposes as may be deemed necessary from time to time.

(2) Upon proper notice the by-laws may be amended, altered or rescinded as provided in the Bylaws.

#### ARTICLE X.

(1) These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority of those present.

(2) Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

#### ARTICLE XI. ADDRESS

The annual meeting of the corporation shall be held at such time and place as may be designated by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has caused these documents to be signed in its name by its President, its Secretary affixed this 10 day of December, 2010.

WITNESSES:

Paradise of Stuart, Inc.

D P Dray  
Witness #1 Signature

By: Michael L. Leach  
Michael L. Leach, President

D P DRAY  
Witness #1 Printed Name

Terri L. Dray  
Witness #2 Signature

Terri L. Dray  
Witness #2 Printed Name

D P Dray  
Witness #1 Signature

By: Judith S Burghardt  
JUDITH S BURGHARDT, Secretary

D P DRAY  
Witness #1 Printed Name

[Signature]  
Witness #2 Signature

Terri L. Orey  
Witness #2 Printed Name

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 16 day of December, 2018 by Michael L. Leach as President of Paradise of Stuart, Inc., ☒ who is personally known to me or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].

Notary Seal



[Signature]  
Notary Public

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 16 day of December, 2018 by Judith S. Burghardt as Secretary of Paradise of Stuart, Inc., ☒ who is personally known to me or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].

Notary Seal



[Signature]  
Notary Public

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