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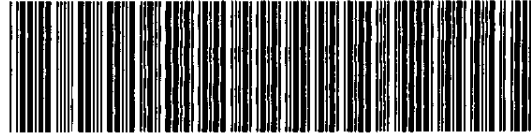
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# ROSS EARLE & BONAN, P.A.

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789 SOUTH FEDERAL HIGHWAY  
STUART, FLORIDA 34994

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JOHN P. CARRIGAN  
†CERTIFIED CIVIL MEDIATOR

OF COUNSEL  
THOMAS K. GALLAGHER  
W. MARTIN BONAN, LLC

May 31, 2011

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301


RE: Royal Park Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.

EPB/kmr

enclosures

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROYAL PARK CONDOMINIUM ASSOCIATION, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on February 22, 1971 and recorded in the Official Records Book of Indian River County, Florida at OR Book 442, Page 731, et. seq.

**ARTICLE 1  
Name**

The name of the corporation will be ROYAL PARK CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE 2  
Purpose**

2.1. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes 2010, for the operation of three (3) condominiums erected upon the following lands in Indian River County, Florida:

Lots 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 18 and the East one-half of Lot 12, Block #3, Royal Park, according to plat filed in the office of the Clerk of the Circuit Court of St. Lucie County, Florida, in Plat Book 4, at Page 66; said land now lying and being in City of Vero Beach, Indian River, County, Florida.

2.2 The Association will make no distribution of income to its members, directors or officers.

**ARTICLE 3  
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 these Articles.

3.2 The Association will have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium for the condominiums operated by the Association; and it will have all of

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the powers and duties reasonably necessary to operate said condominiums pursuant to their Declarations of Condominium, as they may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the separate 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 members as 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 transfer, mortgage and ownership of condominium units as may be provided by the Declaration of Condominium and the Bylaws of the Association.
- h. To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the condominium properties.
- i. To contract for the management and operation of the condominiums, including their common elements; and to thereby delegate all powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or of the membership of the Association.
- j. To employ personnel to perform the services required for the proper management and operation of the condominiums.

3.3 All funds, except such portions thereof as are expended for the common expenses of the condominium, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the Declarations of Condominium and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

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

## **ARTICLE 4**

### **Members**

4.1 The members of the Association will consist of all of the record owners of condominium units in the condominiums, said condominium units being apartments of various types; and after termination of any condominium will consist of those who were members of the terminated condominium at the time of such termination, their successors and assigns, and of the record owners of condominium units in the remaining condominiums.

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 will thus become 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. The manner of exercising voting rights will be determined by the Bylaws of the Association.

## **ARTICLE 5**

### **Directors**

5.1 The affairs of the Association will be managed by a board consisting of seven (7) directors who will serve staggered two (2) year terms. Directors must be members of the Association.

5.2 Directors of the Association will be elected at the annual meeting of the members.

## **ARTICLE 6**

### **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 Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

## **ARTICLE 7**

### **Indemnification**

Every director 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 any 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 director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the directors or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement the indemnification will 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 will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## **ARTICLE 8**

### **Bylaws**

The Bylaws of the Association may be altered, amended or rescinded in the manner provided by said Bylaws.

## **ARTICLE 9**

### **Amendments**

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

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

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting, except as elsewhere provided.

a. Such approvals must be by not less than a majority of the entire membership of the Board of Directors and by not less than a majority of the votes of the entire membership of the Association; or

b. By not less than 60% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums.

9.4 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 10 Term

The term of the Association will be perpetual.

#### ARTICLE 11 Registered Agent and Registered Office

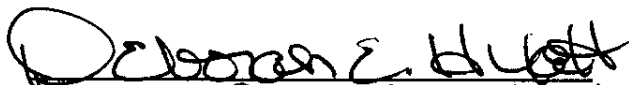
The Registered Agent and Registered Office of the Association shall be as designated from time to time by the Board of Directors.

These Amended and Restated Articles of Incorporation for Royal Park Condominium Association, Inc. were approved by at least seventy-five percent (75%) of the Board of Directors and by at least seventy-five percent (75%) of the members, which vote was sufficient for approval, at meetings held on March 10, 2011 and April 11, 2011, respectively.


IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 16 day of May 2011.

WITNESSES AS TO PRESIDENT:

ROYAL PARK CONDOMINIUM  
ASSOCIATION, INC.

  
Printed Name: Deborah E. Huest

By: Carla A. Freeman  
CARLA A. FREEMAN, President

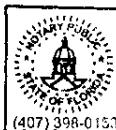
  
Printed Name: JAYNE DeMello

STATE OF FLORIDA  
COUNTY OF Indian River

The foregoing instrument was acknowledged before me on 5/16, 2011,  
by Carla Freeman, as President of Royal Park Condominium Association, Inc.

☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



DESIREE MARIE LINDAHL  
MY COMMISSION # DD710262  
EXPIRES August 29, 2011  
FloridaNotaryService.com

Desiree LindaHL  
Notary Public

WITNESSES AS TO SECRETARY:

ROYAL PARK CONDOMINIUM  
ASSOCIATION, INC.

Deborah E. Hight  
Printed Name: Deborah E. Hight

By: J. June Burdick  
A. JUNE BURDICK Secretary

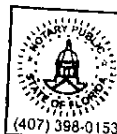
Jayne DeMello  
Printed Name: Jayne DeMello

CORPORATE  
SEAL

STATE OF FLORIDA  
COUNTY OF Indian River

The foregoing instrument was acknowledged before me on 8/16, 2011,  
by June Burdick, as Secretary of Royal Park Condominium Association, Inc.  
☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



DESIREE MARIE LINDAHL  
MY COMMISSION # DD710262  
EXPIRES August 29, 2011  
FloridaNotaryService.com

Desiree LindaHL  
Notary Public