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*Amended And
Restated Art*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 28 2012
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OF COUNSEL
THOMAS K. GALLAGHER
W. MARTIN BONAN, LLC

February 22, 2012

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

RE: De La Bahia Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated 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/mj
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
de la BAHIA CONDOMINIUM ASSOCIATION, INC.
a corporation not for profit**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The purpose of this 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 May 25, 1972 and amended and restated on June 23, 1999.

**I.
NAME**

The name of the Corporation shall be:

de la BAHIA CONDOMINIUM ASSOCIATION, INC.

**II.
PURPOSES**

The purposes and objects of the corporation shall be to administer the operation and management of a condominium project established in accordance with the laws of the State of Florida upon the property situated, lying and being in Martin County, Florida as described in the Declaration of Condominium. Additionally, the purposes include the performance of the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which is recorded in the public records of Martin County, Florida; and to own, operate, lease land and facilities of every nature. The Association shall make no distribution of income to its members, Directors or officers.

**III.
POWERS**

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

A. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the

condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium. To use the proceeds of assessments in the exercise of its powers and duties.
2. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
3. To maintain, repair, replace, operate and manage the condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the condominium property.
4. To contract for the management of the condominium if so decided, and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association. To employ personnel to perform the services required for proper operation of the condominium.
5. To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association which have been adopted and the rules and regulations governing the use of the condominium as established. To make and amend reasonable regulations respecting the use of the property in the condominium.
6. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the condominium, to provide enjoyment, recreation or other use or benefit to the owners of the units, all as may be deemed by the Board of Directors to be in the best interests of the Association.
7. To exercise, undertake and accomplish all of the rights, duties and obligations that may be granted to or imposed upon the corporation pursuant to said Declaration of Condominium.

IV. MEMBERSHIP

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

A. The owners of all units in the condominium shall be members of the Association and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a unit in the condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his/her being divested of all title to or his/her entire fee ownership interest in any unit except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more units, or who may own a fee ownership interest in two or more units, so long as such party shall retain title to or a fee ownership interest in any unit.

C. The interest 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/her unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in said Bylaws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit in the condominium, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the Bylaws adopted by the Association. Should any member own more than one unit, such member shall be entitled to exercise or cast one vote per unit owned in the manner established by said Bylaws.

V. **EXISTENCE**

The corporation shall have perpetual existence.

VI. **AFFAIRS OF ASSOCIATION**

The affairs of the Association shall be administered by the President of the Association assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the corporation, except such person or persons employed cannot be members of the Association.

VII.
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board of Directors. The number of members of the Board of Directors shall be as provided from time to time by the Bylaws of the Association. The members of the Board of Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and all members of the Board of Directors shall be members of the Association.

VIII.
OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The officers shall be elected from among the membership of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided however, that the offices of the President and Vice President shall not be held by the same person, nor shall the offices of the President and the Secretary or Assistant Secretary be held by the same person.

IX.
BYLAWS

The Bylaws of the Association adopted by the Association may be altered or rescinded only in such manner as said Bylaws may provide.

X.
INDEMNIFICATION

Every Director and every officer of the Association shall 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 to which he may be party, or in which he may become involved, by reason of his being or having been a director or officer of the Association. Such indemnification applies whether or not he is a director or officer at the time such expenses are incurred. A director or officer shall not be indemnified in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests 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 officer may be entitled.

XI. AMENDMENTS

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning at least ten percent (10%) of the units in the condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments. It shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty-four (34) days before the date set for such meeting. Provided, however, those notices for owners residing outside the continental United States can be mailed not more than forty-five (45) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

At such meeting the amendment or amendments proposed must be approved by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the persons and proxies present and voting at the meeting in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Martin County, Florida,

All provisions of the Articles of Incorporation are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

These Amended and Restated Articles of Incorporation for de la Bahia Condominium Association, Inc. were approved by seventy-five percent (75%) of the Board of Directors at their meeting held on November 3, 2011 and by seventy-five percent (75%) of the Members present and voting at a meeting held on January 9, 2012, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 10th day of February, 2012.

WITNESSES AS TO PRESIDENT:

de la Bahia Condominium Association, Inc.

Edward S. Goulding
Printed Name: Edward S. Goulding

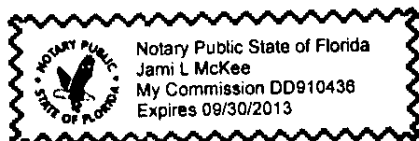
Marie L. Corrigan
Printed Name: Marie L. Corrigan

By: Charles L. Dietz, President

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on February 10, 2012, by Charles Dietz, as President of de la Bahia Condominium Association, Inc. [✓] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Jami L. McKee
Notary Public

WITNESSES AS TO SECRETARY:

de la Bahia Condominium Association, Inc.

Edward S. Goulding
Printed Name: Edward S. Goulding

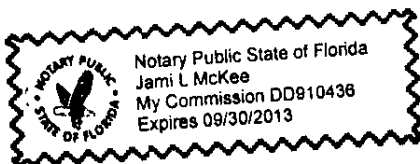
Marie L. Corrigan
Printed Name: Marie L. Corrigan

STATE OF FLORIDA
COUNTY OF Martin

By: Anthony Pacelli, Secretary

CORPORATE SEAL

Notarial Seal



Jami L. McKee
Notary Public

The foregoing instrument was acknowledged before me on February 10, 2012, by Anthony Pacelli, as Secretary of de la Bahia Condominium Association, Inc. [✓] who is personally known to me, or [] who has produced identification [Type of Identification: _____].