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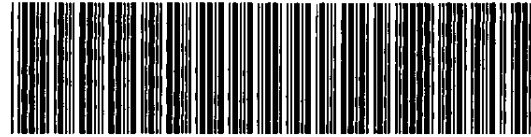
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*Amended And
Restated Art*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 MAY 24 PM 3:29

FILED

TR-31-11

LAW OFFICES OF CORNETT, GOOGE & ASSOCIATES, P.A.

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May 20, 2011

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

Re: Amended and Restated Articles of Incorporation

To Whom It May Concern:

Mariner Cay II Association, Inc.
Document #: 724886
FEI #: 591478385

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy in the provided postage paid envelope. If you should have any questions, feel free to give me a call at the number provided above.

Sincerely,



Tammy Gale, Legal Assistant to
Jane L. Cornett, Esq.

/tmg

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINER CAY II ASSOCIATION, INC.**

FILED
11 MAY 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Amended and Restated Articles of Incorporation of Mariner Cay II Association, Inc, were filed with the Secretary of State on March 12, 1990. The same Amended and Restated Articles of Incorporation of Mariner Cay II have been recorded in the public records of Martin County at Official Records Book 851, Page 682 et.seq. The same Amended and Restated Articles of Incorporation are hereby amended and restated as approved by a vote sufficient for approval by its Members at the annual meeting held on April 4, 2011.

**ARTICLE I
NAME**

The name of the corporation shall be MARINER CAY II ASSOCIATION, INC. For convenience the corporation shall be referred to in these Articles as the "Association."

**ARTICLE II
PURPOSE**

2.1 The purpose and object of the Association is to provide an entity pursuant to Chapter 718, (formerly Chapter 711), Florida Statutes, 1987 (the "Condominium Act") to administer, operate and manage Mariner Cay II, a condominium (the "Condominium") established in accordance with the laws of the state of Florida upon real property situate, lying and being in Martin County, Florida, described in Exhibit A attached hereto and made a part hereof.

2.2 The association shall make no distributions of income to its members, directors or officers.

**ARTICLE III
POWERS**

The Association shall have the following powers:

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

3.2 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 establishing the Condominium to be hereafter recorded, and all of the powers reasonably necessary to implement and effectuate the purposes of the Association and to operate the Condominium pursuant to the Declaration of Condominium, as it may be amended from time to time, including but not limited to the following:

- (a) To make and establish reasonable rules and regulations governing the use and maintenance standards of Units, Common Elements and Limited Common Elements in the Condominium, as said terms may be defined in said Declaration of Condominium, provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the members of the Association voting on an unweighted basis before such shall become effective.
- (b) To levy and collect assessments against members of the Association to defray expenses of maintenance and repair and other expenses incurred in accomplishing the purposes of the Condominium as may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in the Condominium and to pay any amounts assessed against the Association by Mariner Cay Property Owners Association, Inc., and in accomplishing the purposes set forth in said Declaration of Condominium.

To use the proceeds of assessments in the exercise of its powers and duties.

- (c) 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 (as defined in the Declaration of Condominium).
- (d) To contract for the management of the Condominium and to delegate to a manager under such contract 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.
- (e) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and

the rules and regulations governing the use hereafter adopted, and the rules and regulations governing the use of the Condominium, as same may be hereafter established.

- (f) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit owners.
- (g) To construct improvements after casualty and to make improvement of the Condominium Property.
- (h) To approve or disapprove the transfer, lease, mortgage and ownership of Units and to purchase or lease Units as may be provided by the Declaration of Condominium and/or the Bylaws.
- (i) Upon the vote of not less than 66 2/3% of the members of the Board of Directors, to acquire and enter into agreements whereby it acquires leaseholds, memberships and other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, yacht clubs, marinas and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the Unit owners, and the expenses of such rentals, membership fees, operations, replacements and other undertakings in connection therewith shall be Common Expenses (as defined in the Declaration of Condominium). Such leases may create liens upon the Condominium Property, including the Units, may require rent and other monies due thereunder to be Common Expenses, and may require the leased property or the Association's interest therein to be a part of the Common Elements.
- (j) To employ personnel to perform the services required for the proper management and operation of the Condominium Property.
- (k) To lease such portions of the Common Elements as are susceptible to separate management and operation.
- (l) Upon the vote of not less than 66 2/3% of the members of the Board of Directors, to grant to third parties such easements and rights of use in and to the Common Elements as may be beneficial to the Condominium and the Unit Owners.
- (m) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the

Association pursuant to the Declaration of Condominium, as it may from time to time be amended.

3.3 All funds and the titles 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 Declaration of Condominium, these Articles of Incorporation and the Bylaws.

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

ARTICLE IV MEMBERS

4.1 The members of the Association shall consist of all of the record owners of Units in the Condominium; and after termination of the Condominium the members shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing a record title to a Unit and upon the delivery to the Association of a certified copy of such instrument the Unit owner shall have the voting rights provided in the Bylaws. The owner designated by such instrument thus becomes 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 Unit.

4.4 The owner of each Unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a Unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than

three directors and in the absence of such determination shall consist of three directors. Directors must be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors

ARTICLE VII 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 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 director 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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.

ARTICLE VIII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed (a) by the Board of Directors of the Association acting upon vote of a majority of the directors or (b) by a majority of the members of the Association, whether meeting as members or directors or by instrument in writing signed by them. 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, the adoption of any proposed amendment must be approved by:

(a) Not less than 66 2/3% of the entire membership of the Board of Directors and by not less than 75% of the members of the Association, voting on an unweighted basis.

9.3 Provided, however, that no amendment shall 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 Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Martin County, Florida.

ARTICLE X TERM

The term of the Association shall be perpetual.

ARTICLE XI SELF DEALING

The Association shall be free to contract with directors and any other corporation

ARTICLE XII PRINCIPAL OFFICE

The principal office of the Association shall initially be located at the offices of Mariner Cay Property Owners Association, Inc. 3901 S.E. St. Lucie Boulevard, Stuart, Martin County, Florida, or at each other place as the Board of Directors of the Association shall determine.

IN WITNESS WHEREOF, Mariner Cay II Association, Inc., has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 13th day of May, 2011.

Signed, sealed and delivered
WITNESSES:

Mariner Cay II Association, Inc.

Patricia M. Hudnall
Witness #1 Signature

By: George Gordon
George Gordon, President

Patricia M. Hudnall
Witness #1 Printed Name

Douglas Hobson
Witness #2 Signature

Douglas Hobson
Witness #2 Printed Name

By: Peggy Guthertz
Peggy Guthertz, Secretary

Patricia M. Hudnall
Witness #1 Signature

Patricia M. Hudnall
Witness #1 Printed Name

Douglas Hobson
Witness #2 Signature

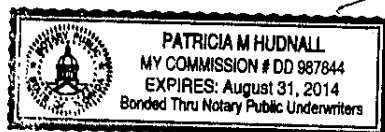
Douglas Hobson
Witness #2 Printed Name

Corporate Seal

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on this 13th of May, 2011, by George Gordon, as President of Mariner Cay II Association, Inc. ☒ who is personally known to me, or ☐ who produced identification [Type of Identification: _____].

Notary Seal



Patricia M. Hudnall
Notary Public

Printed Name: Patricia M. Hudnall

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 13th of May, 2011
by Peggy Gutherz, as Secretary of Mariner Cay II Association, Inc. ☒ who is personally known
to me, or ☐ who produced identification [Type of Identification: _____].

Notary Seal



Patricia M. Hudnall
Notary Public

Printed Name: Patricia M. Hudnall