

# 725734

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May 31, 2001

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

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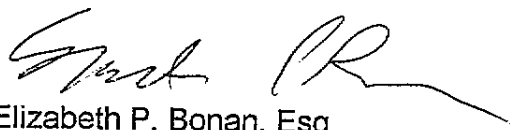
RE: Kingman Acres Condominium, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Kingman Acres Condominium, Inc., 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 give me a call.

Sincerely,



Elizabeth P. Bonan, Esq.  
EPB/dmr  
Enclosures

*Amend + Restate Arts  
6-11-01  
BRS*

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KINGMAN ACRES CONDOMINIUM, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The purpose of the Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on March 6, 1973.

ARTICLE I

The name of the corporation shall be:

KINGMAN ACRES CONDOMINIUM, INC

(hereinafter referred to as "Association")

ARTICLE II

The purpose of this corporation is the operation and management of a condominium known as KINGMAN ACRES, a Condominium, (hereinafter referred to as the "Condominium"), as the same may now or hereafter be constituted, and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions and authorizations contained herein and the Declaration of Condominium which will be recorded among the Public Records of Martin County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium.

ARTICLE III

THE ASSOCIATION SHALL HAVE THE FOLLOWING POWERS:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the said Declaration of Condominium, the By-Laws and Condominium Act.

2. The Association shall have all of the powers of the Condominium Associations under and pursuant to Chapter 718.103 (1997) as amended from time to time, Florida Statutes, The Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

- A. To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements and condominium property as said terms may be defined in the Declaration of Condominium to be recorded.
- B. To make and collect assessments against members as apartment owners, to defray the costs, expenses and losses of the condominium, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.
- C. To maintain, repair, replace and operate the condominium property; specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, the By-Laws and Chapter 718 Florida Statute.
- D. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members, as apartment owners.
- E. To reconstruct improvements on the condominium property after casualty or other loss, and the further improvement of the property.
- F. To enforce, by legal means, the provisions of the Declaration of Condominium, the By-Laws, the rules and regulations, and all documents referred to in the Declaration and these Articles of Incorporation.
- G. To contract for the maintenance and management of the condominium property and to delegate to such contractors all 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 the members of the Association.
- H. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use of benefit of the members of the Association.
- I. To acquire by purchase or otherwise, condominium parcels of the condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.
- J. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-laws.
- K. To employ personnel to perform the services required for proper operation of the condominium.

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 By-Laws.

#### ARTICLE IV

Membership in the Association shall be established by the acquisition of ownership of fee title to or fee interest in an apartment in the condominium, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration of Condominium, and by the recordation among the Public Records of Martin County, Florida, of the Deed or other instrument establishing the acquisition and designating the condominium apartment affected thereby. The owner designated in such Deed or other instrument shall thereupon become a member of this Association, and the membership of the prior owner in this Association as to the parcel designated shall be terminated. 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 apartment.

#### ARTICLE V

The Association shall have perpetual existence.

#### ARTICLE VI

The principal office of the Association shall be located at:  
2245 S.E. Letha Court  
Stuart, FL 34994-4526

but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### ARTICLE VII

1. The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws.

#### ARTICLE VIII

1. The affairs of the Association shall be managed by the President of the Association, assisted by the Vice-President, Secretary and Treasurer, and if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors.

The Board of Directors, or President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel to administer or assist in the administration of the operation or management of this condominium and the affairs of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association, or a Director or Officer of the Association, as the case may be.

2. The Board of Directors shall elect the President, Secretary and Treasurer and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time, determine. The President shall be elected from among the membership of the Board of Directors, but no other Officer need be a director. A person may hold two offices, the duties of which are not incompatible; provided, however, the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE IX

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon him in connection with 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, or any settlement thereof, whether or not he is a Director or Officer at the time such are incurred, except, in such cases wherein the Director or Officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall 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 shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE X

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

#### ARTICLE XI

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

1. Notice of the subject matter of the proposed Amendments shall be included in the notice of any meeting at which such proposed Amendment is considered.

2. Proposed Amendments shall first be presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall then certify such Amendment for vote of the members of this corporation.

3. Such Amendment must then be approved by the affirmative vote of seventy-five percent (75%) of the members.

4. A certificate of the duly authorized officers of the corporation shall then be recorded among the Public Records of Martin County, Florida.

5. No Amendment may be made to the Articles of Incorporation which shall be in any manner amend, affect or modify the provisions and obligations set forth in the Declaration of Condominium.

These Amended and Restated Articles of Incorporation for Kingman Acres Condominium, Inc. have been approved by at least a majority of the Board of Directors and at least seventy-five (75%) percent of the members, sufficient for approval on May 17, 2001.

IN WITNESS WHEREOF, Kingman Acres Condominium, Inc., has caused these presents to be signed in its name, by its President and Secretary and its corporate seal affixed this 30th day of May, 2001.

Witnesses:

KINGMAN ACRES CONDOMINIUM, INC.

Elizabeth P. Bonan  
Witness #1 Signature

By: Ralph L. Higley  
Ralph Higley, Its President

ELIZABETH P. BONAN  
Witness #1 Name Printed

Nancy J. Hodde  
Witness #2 Signature

Nancy T. Hodde  
Witness #2 Name Printed

[Signature]

Witness #1 Signature

ELIZABETH P. BONAN

Witness #1 Name Printed

[Signature]

Witness #2 Signature

Nancy T. Hodde

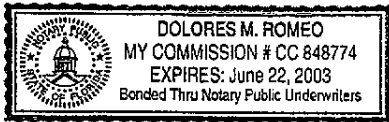
Witness #2 Name Printed

By: [Signature]  
Secretary

CORPORATE SEAL

STATE OF FLORIDA  
COUNTY OF MARTIN

The forgoing instrument was acknowledge before me on May 30<sup>th</sup>, 2001,  
by Ralph Higley, as President of Kingman Acres Condominium, Inc., [ ] who is known to  
me, or [✓] who produced Florida Driver's License as identification.

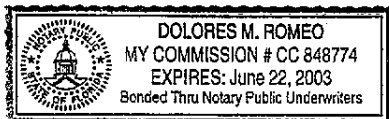


NOTARY STAMP

[Signature]  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF MARTIN

The forgoing instrument was acknowledge before me on May 30<sup>th</sup>, 2001,  
LYNN J. ENGELBRECHT as Secretary of Kingman Acres Condominium, Inc., [ ] who is known to  
me, or [✓] who produced Florida Driver's License as identification.



NOTARY STAMP

[Signature]  
NOTARY PUBLIC