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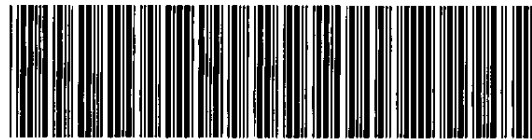
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March 24, 2009

Reply To:
West Palm Beach
Mark D. Friedman, Esq.
Direct dial: (561) 820-2868
mfriedman@becker-poliakoff.com

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Ocean Village Property Owners' Association, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Ocean Village Property Owners' Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,


MARK D. FRIEDMAN
For the Firm

MDF/ebd
Enclosures

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**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
OCEAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.**

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The undersigned officers of **Ocean Village Property Owners' Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XII thereof, by the membership at a duly called and noticed meeting of the members held February 2, 2009. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
OCEAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~",
unaffected text indicated by "...")

We, the undersigned, hereby associate ourselves together for the purpose of becoming a non-profit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I
Name of Corporation**

The name of this Corporation shall be OCEAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II
Purposes**

The purpose for which this Corporation is organized is as follows:

1. Hutchinson Island Limited Partnership, a Florida Limited Partnership, is developing certain property located in St. Lucie County, Florida, which property is described on Exhibit A attached hereto and hereby made a part hereof. Hutchinson Island Limited Partnership is defined herein to include its successors and assigns. Hutchinson Island Limited Partnership or one or more of its partners will convey certain property to this corporation to be owned, maintained and improved by this corporation as the agent of said members. Likewise this corporation may operate and maintain certain properties not conveyed or not yet conveyed to it. These properties are to be operated and maintained by the corporation as parks, parking spaces, golf course, beach club facilities, tennis facilities, streets, paths, or as other facilities, for the promotion and protection of the peace, happiness and standard of living of members of this corporation. The corporation will enforce covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens applicable to said real property for common benefit and will do all and everything else authorized by law to promote the general interest of the members of the corporation as are authorized by the State of Florida pertaining to non-profit corporations.

2. Deeds, plats, leases, Declarations of Covenants and Restrictions, declarations of condominiums, and/or other conveyances as to the property described in the Exhibit A attached hereto filed or deeded by Hutchinson Island Limited Partnership, or one or more of its partners, may provide that purchasers, lessees, or holders of other interests in real property within the property described in said Exhibit A shall be members of this corporation.

3. The corporation shall accept any deed, lease or other conveyance of real property to it by Hutchinson Island Limited Partnership and/or by one or more of its partners when approved by Hutchinson Island Limited Partnership.

ARTICLE III Powers

A. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of members of the corporation.

B. To carry out all the powers and duties vested in the corporation pursuant to these Articles and the By-Laws of the corporation and in the Declaration of Covenants and Restrictions filed as to the lands referred to above.

C. To do all things necessary to carry out the operation of the corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provision of Chapters 617 and 720, Florida Statutes, including, without limitation, the power to borrow money pursuant to the approval or resolution of the Board of Directors, subject only to the limitations contained in the bylaws, declaration or these articles.

D. The corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the corporation shall be distributed, upon dissolution, or otherwise, to any individual. The corporation may pay compensation in reasonable amounts to its members, directors, or officers for services, including pensions. No compensation shall be paid to directors for their services as directors. However, compensation may be paid to a director in his or her capacity as an officer or employee or for their services rendered to the corporation outside of his or her duties as a director. In this case, however, said compensation must be approved in advance by the Board of Directors and the director to receive said compensation shall not be permitted to vote on said compensation. The directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, or attorneys for services rendered to the corporation.

E. All funds and titles to all interests in property acquired by the corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the corporation.

F. The corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

G. The corporation may act as collecting agent for all Ocean Village Clusters (including, but not limited to condominium associations, homeowners associations and private residences within the Community) ~~condominium associations~~, collect their assessments and enter into mutual contracts for management of said Associations.

ARTICLE IV Membership

Qualification of members, the manner of their admission and voting by members shall be as follows:

1. The members of the corporation shall be:

(a) ~~The developer of Ocean Village of Hutchinson Island which is Hutchinson Island Limited Partnership, its successors or assigns; and~~

(b) Any and all owners of lots, condominium parcels and other fee interests in the Property subject to that certain Declaration of Covenants and Restrictions for Ocean Village of Hutchinson Island recorded in the land records of St. Lucie County, Florida, at OR Book 231, Page 1570.

2. The interest of any member in any part of said Property or in the funds or assets of the corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said part of the Property owned by them. No person shall be a member of the corporation after he ceases to be the owner of record of an Ocean Village condominium unit, parcel of the property and/or other fee interest. The directors of the corporation may, after affording the member notice and an opportunity to be heard in accordance with applicable law, suspend, for a reasonable period of time, the rights of a member or a member's tenants, guests or invitees or both, to use common property or areas and any recreational facilities within the Property for any violation of the Covenants and Restrictions, or Rules of the corporation. Such right of suspension shall not impair the right of an owner or tenant of a unit or parcel to have vehicular and pedestrian ingress and egress to and from the unit or parcel, including the right to park. In addition, the directors of the corporation may, unless otherwise provided by law, after fourteen (14) days notice and an opportunity for a hearing, suspend any person from membership in the corporation during any period of time when there exists a violation of any of the said Covenants and Restrictions or Rules, (Including, but not limited to, the failure to make any payment to the corporation when due and payable under the terms hereof) with respect to the portion of the Property he owns. The directors may also suspend the voting rights of a member for the non-payment of regular annual assessments that are delinquent in excess of ninety (90) days without notice of a hearing.

3. Voting by members of this corporation in the affairs of this corporation shall be as set forth in the By-Laws of this corporation.

ARTICLE V Corporate Existence

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI Directors

1. The business of this corporation shall be conducted by a Board of Directors of seven (7) as set out in the Bylaws of this corporation.

2. The election of directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the By-Laws of this corporation.

3. Members of the Board of Directors must be members of the corporation.

ARTICLE VII Officers

The affairs of the corporation shall be managed by a president, vice president, secretary, treasurer, and assistant secretaries and assistant treasurers and such other officers as may be authorized by the Board of Directors. Said officers shall be elected as provided in the Bylaws of the corporation.

ARTICLE VIII By-Laws

The By-Laws of the corporation shall be adopted by the Board of Directors. Amendment, alteration or rescission of said By-Laws shall be in accordance with the provisions of said By-Laws.

ARTICLE IX

Assessments and Refunds

The Board of Directors shall have the power of levy and assessment upon the several lots, condominium parcels and other fee interests which are included within the said Property. All unpaid assessments thus levied by the Board of Directors shall be and remain until paid, a lien upon and against said lots, condominium parcels, or other fee interests, provided such liens shall not be effective against any person, firm or corporation contracting, purchasing, extending credit upon or otherwise dealing with lots, condominium parcel, or other fee interest, unless and until notice of such lien is recorded by the corporation in the public records of St. Lucie County, Florida. The cost of recording and of enforcement, including reasonable attorneys fees shall be added to the lien.

The formula by which the Developer, HUTCHINSON ISLAND LIMITED, INC., its successors and assigns, shall be assessed for vacant land and unbuilt units shall be that the Developer shall pay monthly assessments based upon two-thirds of the units for which the Developer holds a building permit, but on which Certificates of Occupancy have not been issued. Upon issuance of Certificates of Occupancy, any such unit shall be liable for the full assessment.

The corporation shall have no interest in any funds received by or through assessments except to the extent necessary to carry out the powers vested in it as agent for said members by these Articles and by the aforementioned Declaration of Covenants and Restrictions.

ARTICLE X

Indemnification

To the greatest extent allowed by law, as amended from time to time, every Director and every Officer and committee member of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred by 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 or committee member at the time such expenses are incurred, except in such cases wherein the Director or Officer or committee member is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer or committee member seeking such reimbursement or indemnification, the Director or Officer or committee member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer or committee member may be entitled.

ARTICLE XI

Amendment

1. These Articles of Incorporation may be amended at any regular or special meeting of the membership called for that purpose, by a vote of fifty percent (50%) plus one (1) of those present or voting by proxy, provided a quorum is established. However, changing the designation of registered agent in Article XIV of the these Articles of Incorporation shall be effective upon approval of a majority of a quorum of the Board at a properly noticed meeting and shall not require a membership vote.

2. Amendments may also be adopted by the membership by written consent in lieu of a meeting following the procedures outlined in Chapter 617, Florida Statutes, as the same may be amended from time to time. ~~Amendments may also be made at a~~

~~regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments, by the affirmative vote of fifty percent (50%) plus one (1) vote of those present or voting by proxy, provided a quorum is established.~~

~~3. No amendment shall be passed which shall impair or prejudice the rights and priorities of any mortgagees. No amendment shall change the provisions of these articles with respect to the institutional mortgagees without the written approval of all institutional mortgagees of record. No amendment shall change the rights and privileges of the Developer without the Developer's written approval. In the event that (a) the Construction Lender, its successors or assigns, acquires title to any property for which this Corporation is the Property Owners Association, or any portion of said property by foreclosure (including sale under the terms of any Deed of Trust or by Deed in Lieu of Foreclosure or by any other method) or (b) at a foreclosure sale a third party acquires title to said property, or any portion thereof, the proceeds of which are applied to satisfy the indebtedness of the Developer to the Construction Lender, then the Construction Lender or such purchaser shall have all the rights, privileges, powers and benefits of the Developer under these Articles of Incorporation.~~

4. No amendment to the Articles of Incorporation or the By-Laws of the corporation shall be effective until the same has been recorded in the Public Records of St. Lucie County, Florida.

ARTICLE XII Location

The location of this corporation shall be at 2400 South Ocean Drive, Fort Pierce, Florida 33449 34949.

ARTICLE XIII Subscribers

The names and post office addresses of each of the original subscribers to these Articles of Incorporation are:

John F. Flanigan	436 Oyster Road North Palm Beach, Florida
Daniel H. Jones	5938 Orchard Way West Palm Beach, Florida
Joan H. Fallon	4901 Selberg Lane Lake Worth, Florida

ARTICLE XIV Registered Agent

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: That OCEAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office and location as indicated above at 2400 South Ocean Drive, Fort Pierce, Florida 33449 34949 has named Becker & Poliakoff, P.A., 625 North Flagler Drive, West Palm Beach, Florida 33401, as its Resident Agent to accept service of process within the State. The Board of Directors may from time to time move the registered office to any other address in Florida.

* * * * *

WITNESS my signature hereto this 20th day of March, 2009,
at Ft. Pierce, St. Lucie County, Florida.

**OCEAN VILLAGE PROPERTY OWNERS'
ASSOCIATION, INC.**

Glenn K. Swearingen
Witness

BY: John A. Smith (SEAL)
President

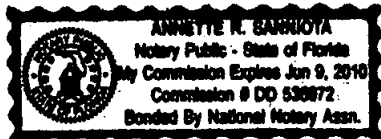
Kathleen M. McClure
Witness

ATTEST: Kay R. Snodgrass (SEAL)
Secretary

STATE OF FLORIDA :

COUNTY OF ST. LUCIE :

The foregoing instrument was acknowledged before me this 20th day of
March, 2009, by John Smith and
Kay Snodgrass, as President and Secretary,
respectively, of Ocean Village Property Owners' Association, Inc., a Florida not-for-profit
corporation, on behalf of the corporation. They are personally known to me, or have
produced _____ as identification and did take an oath. If no type of identification
is indicated, the above-named persons are personally known to me.



Annette Sanniotte (Signature)

Annette Sanniotte (Print Name)
Notary Public, State of Florida at Large

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