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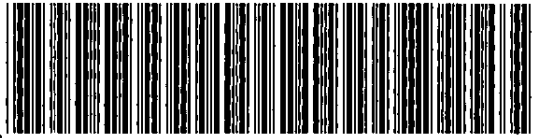
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ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW

ROYAL PALM FINANCIAL CENTER
SUITE 212
759 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 2401
STUART, FLORIDA 34995
(772) 287-1745
FAX (772) 287-8045

DEBORAH L. ROSS
DAVID B. EARLE†
ELIZABETH P. BONAN
JACOB E. ENSOR
KATY L. BOWEN

†CERTIFIED CIVIL MEDIATOR

February 18, 2008

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

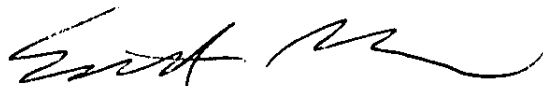
RE: Villas of Sandpiper Bay Property Owners' Association, Inc.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAS OF SANDPIPER BAY PROPERTY OWNERS' ASSOCIATION, INC.

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 November 18, 1975 and amended on January 22, 1995, September 20, 1995 and January 27, 1999.

ARTICLE 1 – NAME. The name of this Corporation is THE VILLAS OF SANDPIPER BAY PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE 2 – PURPOSES. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is to promote the health, safety, and welfare of the property owners in The Villas of Sandpiper Bay Units 1 and 2, according to the plats thereof recorded in Plat Book 17, Pages 12 -12A (Unit 1) and Plat Book 17, Pages 14 – 14C (Unit 2) of the Public Records of Saint Lucie County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in Article 8 herein, hereafter referred to as "The Properties" and for this purpose to:

- (a) own, acquire, build, operate, and maintain recreation facilities for the benefit of the property owners, including but not limited to: parks, playgrounds, swimming pools, gazebos, docks, boardwalks, golf courses, commons, open spaces, streets, bicycle paths, equestrian paths and footways; including buildings, structures and personal properties incident thereto, hereinafter referred to as "the common properties and facilities;
- (b) maintain unkempt lands or trees;
- (c) supplement municipal services;
- (d) fix assessments (or charges) to be levied against The Properties;
- (e) enforce any and all covenants, restrictions and agreements applicable to The Properties; and
- (f) pay taxes, if any, on the common properties and facilities;

(g) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties; and

(h) to construct and maintain an entrance gate at Sandpiper Circle, Villas of Sandpiper Bay.

ARTICLE 3 – MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee, interest in any Lot which is subject by covenants of record to assessment by THE VILLAS OF SANDPIPER BAY PROPERTY OWNERS' ASSOCIATION, INC. shall be a member of THE VILLAS OF SANDPIPER BAY PROPERTY OWNERS' ASSOCIATION, INC., provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE 4 – TERM. This Corporation shall have perpetual existence.

ARTICLE 5 – OFFICERS. The officers of the corporation shall be as set forth in the By-Laws.

ARTICLE 6 – BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a board of five (5) directors who must be members of the Corporation.

ARTICLE 7 – AMENDMENTS TO THE ARTICLES OF INCORPORATION. These Articles may be amended by written consent of a majority of the members of the corporation entitled to vote.

ARTICLE 8 - ADDITIONS TO PROPERTIES. Additions to the properties described in Article 2 may be made only in accordance with provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such additional property.

ARTICLE 9 – MERGERS AND CONSOLIDATIONS. Subject to the provisions of the recorded Declaration of Covenants and Restrictions applicable to the properties described in Article 2 and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes. Any such merger or consolidation shall have the written assent of a majority of the members entitled to vote.

ARTICLE 10 – MORTGAGES: OTHER INDEBTEDNESS. The corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties. The total debts of the corporation including the principal amount of such mortgages outstanding at any time shall not exceed the total of two years' assessments current at that time. The authority to exceed said maximum in any particular case may be given by an affirmative vote of a

majority of all members entitled to vote. Written notice of any meeting to consider such a vote shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE 11 – DISSOLUTION – The corporation may be dissolved only with the assent given in writing and signed by two-thirds (2/3) of its members. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consistent with Article 12 hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE 12 – DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to those which they were required to be devoted by the Corporation. If said dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable to those which they were required to be devoted by the Corporation. No such disposition of THE VILLAS OF SANDPIPER BAY PROPERTY OWNERS' ASSOCIATION, INC., properties shall be effective to divest or diminish any right or title of any member vested in him or her under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE 13 – REGISTERED AGENT AND REGISTERED OFFICE. The registered agent and registered office of the corporation shall be as designated from time to time by the Board of Directors.

These Amended and Restated Articles of Incorporation for THE VILLAS OF SANDPIPER BAY PROPERTY OWNERS' ASSOCIATION, INC. were approved by at least two thirds (2/3) of the members of the Association, 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 day of Feb 11, 2008.

WITNESSES:

**THE VILLAS OF SANDPIPER BAY
PROPERTY OWNERS'
ASSOCIATION, INC.**

JOSEPH M. SCHMIED
Printed Name #1: Joseph M. Schmied

RA. HODGKINSON
Printed Name #2: ROY A. HODGKINSON

By: Carol V. Conti
CAROL V. CONTI, Its President

RA. Hodgkinson
Printed Name #1: Roy A. HODGKINSON

By: Alex Gribko, Its Secretary

[Signature]
Printed Name #2: Den Bottoms



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Feb 11, 2008, by Carl Conti as President of The Villas of Sandpiper Bay Property Owners' Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

[Signature]
Notary Public

STATE OF FLORIDA
COUNTY OF ST. LUCIE



The foregoing instrument was acknowledged before me on Feb 11, 2008, by Alex Gribko, as Secretary of The Villas of Sandpiper Bay Property Owners' Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

[Signature]
Notary Public

