

735211

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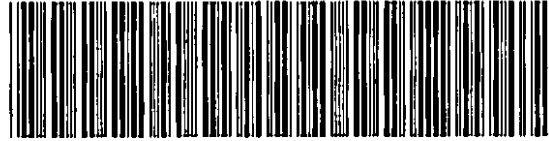
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Re-registered



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2020

ALEXIS ROMAN
ROSS EARLE BONAN & ENSOR, P.A.
PO BOX 2401
STUART, FL 34995

SUBJECT: HUTCHINSON ISLAND CLUB CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 735211

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 720A00018970

ROSS EARLE BONAN & ENSOR, P.A.

ATTORNEYS AT LAW

DEBORAH L. ROSS*
DAVID B. EARLE +*
ELIZABETH P. BONAN*
JACOB E. ENSOR*

ROYAL PALM FINANCIAL CENTER
SUITE 101
789 SW FEDERAL HIGHWAY
STUART, FLORIDA 34994
(772) 287-1745

TRANSOCEAN BUILDING
SUITE 220
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VERO BEACH, FLORIDA 32963
(772) 563-9555

JOHN P. CARRIGAN*
SAMANTHA L. SIMPSON
LAUREN A. CARROLL
JESSE S. HORNBERGER

*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

August 11, 2020

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended & Restated Articles of Incorporation of Hutchinson Island Club Condo

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Hutchinson Island Club Condominium Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Alexis Roman
Paralegal to Elizabeth P. Bonan, Esq.
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HUTCHINSON ISLAND CLUB CONDOMINIUM
ASSOCIATION, INC., A Non-Profit Corporation**

2020 OCT 25 PM 12:51

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Secretary of State on March 10, 1976, recorded at Official Records Book 254, Page 2177, et. seq., and amended at Official Records Book 985, Page 2119, et. seq.

ARTICLE I

Name

The name of this corporation will be HUTCHINSON ISLAND CLUB CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE II

Purpose

2.1 The purpose for which the Association is organized to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes (2018) as amended from time to time, for the operation of a condominium. The units of such condominium are apartments of various types.

2.2 The Association will make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

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

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

3.2 The Association will have all of the powers and duties set forth in the Condominium Act as amended from time to time, except as limited by these Articles and the Declaration of Condominium for the condominium operated by the Association; and it will have all of the powers and duties reasonably necessary to operate said 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 collect assessments against members to defray costs, expenses and losses of the condominium and the Association.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the Condominium Property.
- d. To purchase insurance for the Condominium Property; and insurance for the protection of the Association and its members as Condominium Unit Owners.
- e. To reconstruct improvements after casualty and to further improve the Condominium Property.
- f. To make and amend reasonable regulations respecting the use of the Condominium Property.
- g. To approve or disapprove the transfer, mortgage and ownership of Condominium Units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the Condominium Property, all as amended from time to time.
- i. To contract for the management and operation of the Condominium, including its Common Elements; and to thereby delegate all powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or the membership of the Association.
- j. To lease such portions of the Common Elements of the Condominium as are susceptible to separate management and operation.
- k. To enter into leases, as Lessee; including but not limited to Long-Term Leases, whereby recreational facilities upon lands within reasonable proximity of the Condominium Property are demised to the Association. Said leases may create liens upon the Condominium Property, including all Condominium Units, they may require rent and other monies due thereunder to be common expenses of the Condominium, and they may require the demised premises or the Association's interest therein to be a part of the common elements of the Condominium.
- l. To employ personnel to perform the services required for the proper management and operation of the Condominium.

3.3 All funds, except such portions thereof as are expended for the common expenses of the Condominium, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the

Declaration of Condominium and in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

3.4 The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws of the Association as amended from time to time.

ARTICLE IV

Members

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

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a Condominium Unit and by the delivery to the Association of a copy of such instrument. 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 Condominium Unit.

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

ARTICLE V

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws of the Association, but not less than three (3) Directors; and in the absence of such determination will consist of three (3) Directors. Directors must be members of the Association. Qualifications for Directors may be set out in the By-Laws.

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

ARTICLE VI

Officers

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

ARTICLE VIII

Indemnification

Every Director and every officer of the Association will 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 reasons 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 expense 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 will 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 will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE VIII

By-Laws

The By-Laws of the Association have been adopted and may be altered, amended or rescinded as provided in the By-Laws.

ARTICLE IX

Amendments

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

9.1 Notice of the subject matter of a proposed amendment will 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 either by the Board of Directors or by the members of the Association. 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:

a. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 66 2/3rds% of the votes of the entire membership of the Association; or

b. By not less than 80% of the votes of the entire membership of the Association; and

9.3 Provided, however, that no amendment will make any changes in the qualification 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 will be made that is in conflict with the Condominium Act or the Declaration of Condominium.

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

ARTICLE X

Term

The term of the Association will be perpetual.

ARTICLE XI

Registered Office and Agent

The street address of the registered office of this corporation and the name of the registered agent of this corporation at said address shall be as determined by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation for Hutchinson Island Club Condominium Association, Inc. were approved by not less than 75% of the Board of Directors and not less than 75% of the entire Membership 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 31 day of July, 2020.

Approval occurred at the
Membership Meeting held on June 1,
2020

RP Huls 10/20/20

WITNESSES AS TO PRESIDENT:

HUTCHINSON ISLAND CLUB
CONDOMINIUM ASSOCIATION, INC.

Kasi Gilson
Printed Name: Kasi Gilson

By: Rick Mihalovic
Rick Mihalovic, President

Jared Spades
Printed Name: Jared Spades

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of physical presence or online notarization, by Rick Mihalovic as President of Hutchinson Island Club Condominium Association, Inc., who is personally known to me, or who has produced _____ as identification on July 31, 2020.

Notarial Seal



LORRAINE SORTINO
MY COMMISSION # FF 985474
EXPIRES: August 24, 2020
Bonded Thru Budget Notary Services

Lorraine Sortino
Notary Public
Print Name: Lorraine Sortino
My Commission Expires: Aug 24 2020

WITNESSES AS TO SECRETARY:

HUTCHINSON ISLAND CLUB
CONDOMINIUM ASSOCIATION, INC.

Kasi Gilson
Printed Name: Kasi Gilson

By: M. Boris
Margaret Boris, Secretary

Jared Spades
Printed Name: Jared Spades

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of physical presence or online notarization, by Margaret Boris as Secretary of Hutchinson Island Club Condominium Association, Inc., who is personally known to me, or who has produced _____ as identification on June 30, 2020.

Notarial Seal

CORPORATE
SEAL

Lorraine Sortino
Notary Public
Print Name: Lorraine Sortino
My Commission Expires: Aug 24 2020



LORRAINE SORTINO
MY COMMISSION # FF 985474
EXPIRES: August 24, 2020
Bonded Thru Budget Notary Services