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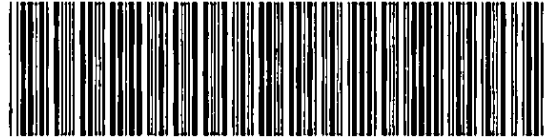
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*Amended
&
Resubmitted*

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
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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

December 4, 2020

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

Re: Amended & Restated Articles of Incorporation of Sea Palms Condominium

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Sea Palms 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
SEA PALMS CONDOMINIUM ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT**

(formerly known as Sea Pines Tower Condominium Association, Inc.)

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation originally filed with the Secretary of State on December 22, 1977 and amended on December 6, 1978 and February 19, 1980.

I.

The name of the corporation shall be:

SEA PALMS CONDOMINIUM ASSOCIATION, INC. (the "Association").

II.

The purposes and objects of the Association shall be to administer the operation and management of SEA PALMS, A CONDOMINIUM (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon lands; situated in St. Lucie County, Florida, described as:

The North 500 feet of Unit One of NORTH BEACH
SUBDIVISION, as per plat thereof on file in Plat Book 7 at
Page 50, Public Records of St. Lucie County, Florida.

and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), recorded in the Public Records of St. Lucie County, Florida, when the Land, and the improvements located thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units, Common Elements, and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

IV.

The qualification of members, the manner of their admission to and termination of membership, and voting by members shall be as follows:

A. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary

conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest 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 the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit and will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) vote for each such Unit, in the manner provided by the By-Laws.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

The number of members of the Boards of Directors shall be seven (7) and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. The members of all Boards of Directors shall

be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

IX.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President, Vice Presidents, Secretary and Treasurer shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of 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.

X.

The By-Laws may be altered or rescinded in the manner provided in the Bylaws.

XI.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, and appellate attorney's 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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance 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 seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approved such settlement and reimbursement as being in 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.

XII.


An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days


or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than eighty-seven (87) Units in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of St. Lucie County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

These Amended and Restated Articles of Incorporation for Sea Palms Condominium Association, Inc. were approved by at least 87 Unit owners, which vote was sufficient for approval at a Members Meeting held on November 11, 2020.

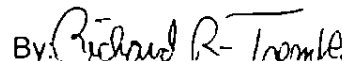
IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 1st day of December, 2020.

WITNESSES AS TO PRESIDENT:


Print Name: RONALD DUPRAY


Print Name: ELIZABETH P. BONAN

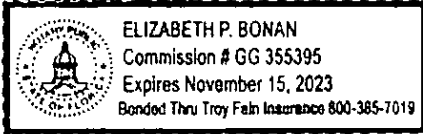
SEA PALMS CONDOMINIUM
ASSOCIATION, INC.

By: 
Richard B. Tremblay, President

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by RICHARD TREMBLAY, as President of Sea Palms Condominium Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on November 17, 2020.

Notarial Seal



[Signature]

Notary Public

Print Name: ELIZABETH P. BONAN

My Commission Expires: 11/15/23

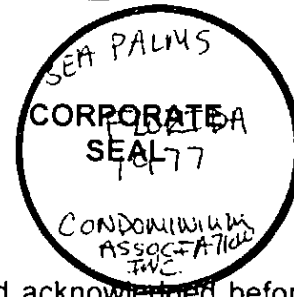
WITNESSES AS TO SECRETARY:

[Signature]
Print Name: DAVID BUCKLES

[Signature]
Print Name: BRIAN J LAMB

SEA PALMS CONDOMINIUM
ASSOCIATION, INC.

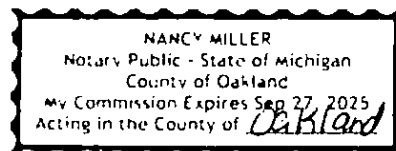
By: *[Signature]*
Secretary



STATE OF MICHIGAN
COUNTY OF Oakland

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Mary Margaret Donati, as Secretary of Sea Palms Condominium Association, Inc., ☐ who is personally known to me, or ☒ who has produced DL as identification on 12/1, 2020.

Notarial Seal



[Signature]
Notary Public

Print Name: Nancy Miller

My Commission Expires: 9/27/2025