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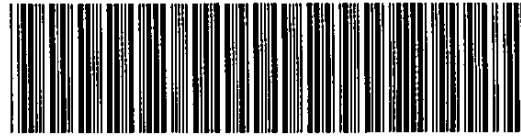
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*Amended And
Related Act*

05/07/12--01012--006 **35.00

FILED
12 MAY -7 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 17 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Seascape Cluster, Incorporated

DOCUMENT NUMBER: 591874037

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lance D. Clouse, Esq.
(Name of Contact Person)

Becker & Poliakoff, P.A.
(Firm/ Company)

1850 Fountainview Boulevard
(Address)

Port St. Lucie, FL 34986
(City/ State and Zip Code)

lclouse@becker-poliakoff.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lance Clouse at (772) 871- 9320
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
SEASCAPE CLUSTER, INCORPORATED**

FILED
12 MAY -7 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: This document is a substantial rewording of the Articles of Incorporation for Seascape Cluster, Incorporated. See original provisions for present text.

The Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be SEASCAPE CLUSTER, INCORPORATED. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of Seascape Cluster I, a Condominium ("Condominium"), in St. Lucie County, Florida.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for Seascape Cluster I, a condominium, and the Bylaws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

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

4.1 **General.** The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 **Enumeration.** The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the Bylaws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible to delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

K. To mitigate damages incurred to the Common Elements, Limited Common Elements or Association Property in the event of a casualty.

L. To borrow money, execute promissory notes and other evidences of indebtedness and to give as security therefor mortgages and security interests in property owned by the Association, subject to those limitations provided in the Declaration.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

4.4 The Association shall make no distribution of income to its Members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE V

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of St. Lucie County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior Owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Unit shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

SUBSCRIBERS

The names and addresses of the subscribers to the initial Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joe L. Krchnak	Ocean Village on Hutchinson Island 2400 South Ocean Drive Fort Pierce, Florida 33450
Joseph Connors	Ocean Village on Hutchinson Island 2400 South Ocean Drive Fort Pierce, Florida 33450

Hector Aguiar

Ocean Village on Hutchinson Island
2400 South Ocean Drive
Fort Pierce, Florida 33450

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE IX

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) directors, provided that the number of directors shall always be an odd number. The exact number of directors is to be determined by the Board from time to time. All directors must be Members of the Association or the spouse of a Member.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of, or a Committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association or that such person shall have been found and adjudged to have committed fraud, unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment,

order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision other provision of the Declaration or Bylaws, agreement, vote of Members or otherwise, both as to action in the person's official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

AMENDMENTS

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

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the votes of the participating membership of the Association present and voting, in person or by proxy, at a meeting at which a quorum is established, or by written agreement where at least a majority of a quorum of the membership participates and approves the proposed amendment.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership or in the voting rights or property rights of Members, or any change in Section 4.3 and/or Section 4.4 in Article IV hereof, without approval in writing by all Members.

11.4 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of St. Lucie County, Florida.

ARTICLE XII ADDRESS

The principal place of business of the Corporation shall be located at 2400 South Ocean Drive, Fort Pierce, Florida 34949, but the Corporation 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 XIII REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be Kenneth S. Direktor, Esq., Becker & Poliakoff, P.A., 625 North Flagler Drive, 7th Floor, West Palm Beach, Florida 33401.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS _____ DAY OF _____, 20__.

KENNETH S. DIREKTOR, ESQ.
(Registered Agent)

ACTIVE: 3425559_1

Articles of Amendment
to
Articles of Incorporation
of

Seascope Cluster, Incorporated

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

N/A

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

*Please note the officer/director title by the first letter of the office title:
 P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe
 Remove V Mike Jones
 Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____

The date of each amendment(s) adoption: March 29, 2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/18/2012

Signature Edward Lopez
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Edward Lopez

(Typed or printed name of person signing)

President

(Title of person signing)