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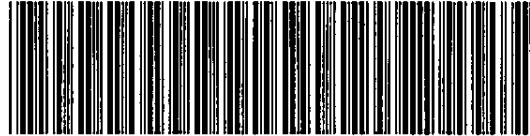
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1-19-16

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RIVER VILLAGE CONDOMINIUM ASSOCIATION, INC.**

The Articles of Incorporation are hereby amended as approved by the members at the meeting held on November 9, 2015 by a vote sufficient for approval.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1: NAME AND DEFINITIONS**

The name of the corporation shall be RIVER VILLAGE CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the By-laws of the Association as By-laws.

**ARTICLE 2: PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Statutes, for the operation of RIVER VILLAGE CONDOMINIUM, located at INDIAN RIVER PLANTATION, Hutchinson Island, Martin County, Florida.

**ARTICLE 3: POWERS**

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

3.1 **GENERAL**. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 **ENUMERATION**. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium of RIVER VILLAGE CONDOMINIUM, may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To buy or lease both real and personal property for condominium use of the condominium, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the respective condominium properties, and property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the condominium properties and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to further improve the respective condominium properties.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; provided, however, that all those regulations and their amendments shall be approved by not less than a majority of the Board of Directors before they shall become effective.

h. To approve or disapprove the sale or transfer of ownership and possession of units as may be provided by the Declaration of Condominium and the By-laws.

i. 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 properties.

j. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

k. To contract for the management or operation of portions of the common elements of the condominium susceptible to separate management or operation.

l. To employ personnel to perform the services required for proper operation of the condominium.

m. To operate and manage the Condominium subject to, and in accordance with the sense, meaning, direction, purpose and intent of the Declaration of Condominium as the same may be from time to time amended and to otherwise perform, fulfill and exercise the powers and privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and By-laws.

3.3 PURCHASE OF UNITS. The Association shall not have the power to purchase units of the condominium except as sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 CONDOMINIUM PROPERTY. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-laws.

3.5 DISTRIBUTION OF INCOME. The Association shall make no distribution of income to its members, directors or officers.

3.6 LIMITATION. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-laws.

#### ARTICLE 4: MEMBERS

4.1 MEMBERSHIP. The members of the Association shall consist of all of the record owners of units in RIVER VILLAGE CONDOMINIUM, and after termination shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 EVIDENCE. After approval of the transfer, or of the ownership, of a unit in the manner required by the Declaration of Condominium, change of membership in the Association shall be established by (a) recording in the public records of Martin County, Florida, a certificate of the Association stating the approval required by the Declaration, (b) recording in the public records of Martin County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a true copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated.

4.3 ASSIGNMENT. 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 the unit for which that share is held.

4.4 VOTING. A member of the Association shall be entitled to one vote for each unit owned by him. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-laws of the Association. If an apartment unit is owned by more than one person, or is owned by a corporation, partnership, joint venture, or other entity, the designation of voting representative shall be made as provided in the By-laws and such voting representative for purposes of this Article shall be considered to be the "member".

#### ARTICLE 5: DIRECTORS

5.1 NUMBER AND QUALIFICATION. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-laws, but not less than three directors, and in the absence of that determination shall consist of three directors.

5.2 DUTIES AND POWERS. All of the duties and powers of the Association existing under the Condominium Act, the Declaration of Condominium, these Articles and By-laws 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.

5.3 ELECTION; REMOVAL. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

#### ARTICLE 6: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors 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.

#### ARTICLE 7: INDEMNIFICATION

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall 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 reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which that person may be entitled.

#### ARTICLE 8: BY-LAWS

The first By-laws of the Association were adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the By-laws.

#### ARTICLE 9: AMENDMENTS

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

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

9.2 ADOPTION. 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 the approval is delivered to the secretary at or prior to the meeting. The approvals must be by not less than a majority of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association.

9.3 LIMITATION. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in Sections 3.3 to 3.6 of Article 3, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 RECORDING. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the public records of Martin County, Florida.

ARTICLE 10: TERM

The term of the Association shall be perpetual.

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 12 day of January, 2016.

WITNESSES:

Linda G. Dieben  
Witness #1 Signature

Linda G. Dieben  
Witness #1 Printed Name

Lynn S. McCann  
Witness #2 Signature

Lynn S. McCann  
Witness #2 Printed Name

Linda G. Dieben  
Witness #1 Signature

Linda G. Dieben  
Witness #1 Printed Name

Lynn S. McCann  
Witness #2 Signature

Lynn S. McCann  
Witness #2 Printed Name

River Village Condominium Association, Inc.

By: Paul O'Brien  
Paul O'Brien, President

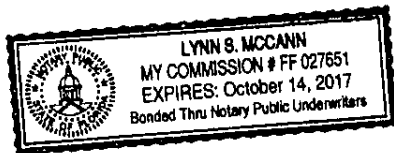
By: Jack Hazen  
Jack Hazen, Secretary

*Corporate Seal*

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 12 day of January, 2016 by Paul O'Brien as President of River Village Condominium Association, Inc., [ ] who is personally known to me or [ ☒ ] who has produced identification [Type of Identification: drivers license].

Notary Seal

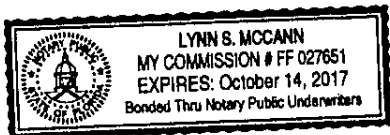


Lynn S. McCann  
Notary Public

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 12 day of January, 2016 by Jack Hazen as Secretary of River Village Condominium Association, Inc., [ ] who is personally known to me or [ ☒ ] who has produced identification [Type of Identification: drivers license].

Notary Seal



Lynn S. McCann  
Notary Public

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