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CORNETT, GOOGE & ASSOCIATES, P.A.

JANE L. CORNETT
HOWARD E. GOOGE*
ROBERT G. RYDZEWSKI, JR.

CHARLES W. SINGER
OF COUNSEL

LYNN D. SCHWARTZ, CLA

MICHAEL DERMODY**

*CERTIFIED CIRCUIT CIVIL MEDIATOR
**ADMITTED IN NEW JERSEY

401 E. OSCEOLA STREET
FIRST FLOOR
RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FL 34995-0066

(772) 286-2990
FAX (772) 286-2996

February 21, 2007

Secretary of State
Division of Corporations
Department of State
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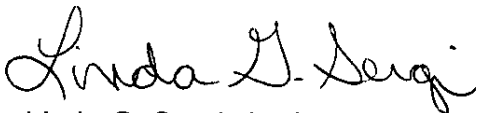
Re: Certificate of Amendment to the Third Amended and Restated Articles of
Incorporation of Tarpon Bay Villas Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed for filing is one (1) original Certificate of Amendment to the Third Amended and
Restated Articles of Incorporation along with a check in the amount of \$35.00 for your fee.
Please date stamp one (1) copy and return it to me in the postpaid envelope enclosed.

Thank you for your assistance in this matter and should you have any questions, please do
not hesitate to give me a call.

Sincerely,



Linda G. Sergi, Assistant to
Jane L. Cornett, Esq.

/lgs
Enc.

Record and Return to:
Jane L. Cornett
Cornett, Gooe & Associates, P.A.
P.O. Box 66
Stuart, FL 34995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

=====THIS SPACE FOR RECORDER'S USE=====

**CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED ARTICLES OF INCORPORATION
OF
TARPON BAY VILLAS HOMEOWNERS ASSOCIATION, INC.**

I HEREBY CERTIFY that the attached documents were duly adopted as the Third Amended Articles of Incorporation of Tarpon Bay Villas Homeowners Association, Inc., at the annual meeting held on January 6, 2007 and reconvened on January 29, 2007. The Articles were previously filed with the Florida Secretary of State on June 6, 1989. The Third Amended and Restated Articles of Incorporation were adopted by a vote of the membership sufficient for approval.

Dated this 12th day of February, 2007.

WITNESS:

Tarpon Bay Villas Homeowners Association,
Inc.

Jack Dodge
Print Name: Jack Dodge

By: David Raymond
David Raymond, President

Wilma R. Leary
Print Name: Wilma R. Leary

Jack Dodge
Print Name: Jack Dodge

By: Marjorie Brill
Marjorie Brill, Secretary

Wilma R. Leary
Print Name: Wilma R. Leary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

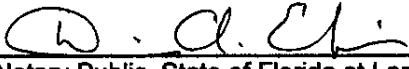
The foregoing Third Amended and Restated Articles of Incorporation were acknowledged before me this 12th day of February, 2007, by David Raymond as President of Tarpon Bay Villas Homeowners Association, Inc., a Florida corporation, on behalf of said corporation. He ☒ is personally known to me or ☐ has produced _____ as identification.

Diane A. Elgrim
Notary Public, State of Florida at Large
My Commission Expires:

Notary Seal
NOTARY PUBLIC STATE OF FLORIDA
Diane A. Elgrim
Commission # DD498399
Expires: JAN. 31, 2010
Bonded Thru Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing Third Amended and Restated Articles of Incorporation were acknowledged before me this 12th day of February, 2007, by Marjorie Bril as Secretary of Tarpon Bay Villas Homeowners Association, Inc., a Florida corporation, on behalf of said corporation. She ☒ is personally known to me or ☐ has produced _____ as identification.



Notary Public, State of Florida at Large
My Commission Expires:

Notary Seal
NOTARY PUBLIC-STATE OF FLORIDA
 Diane A. Elgrim
Commission # DD498399
Expires: JAN. 31, 2010
Bonded Thru Atlantic Bonding Co., Inc.

THIRD AMENDED
ARTICLES OF INCORPORATION
OF

TARPON BAY VILLAS HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I

NAME

The name of the corporation is the Tarpon Bay Villas Homeowners Association, inc., hereinafter sometimes referred to as the Association.

ARTICLE II

PURPOSE

The purposes for which the Association is organized are as follows:

- A. To hold fee simple title to the Common Areas.
- B. To enforce all of the covenants, restrictions, conditions, limitations and reservations contained in the recorded Declaration of Covenants, Restrictions and Easements, as amended, the amended Articles of Incorporation, the amended Bylaws and the Rules and Regulations of the Association as duly enacted by the Board of Directors from time to time.
- C. To maintain, preserve and improve the Common Area and to keep it clean and sanitary including the removal of weeds and rubbish and to assess each Dwelling Unit Owner equally for the cost of such maintenance.
- D. To provide an entity for the purpose of administering and maintaining the Common Area.
- E. To operate without profit for the sole and exclusive benefit of its Members.
- F. To perform all of the functions of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants, Restrictions and Easements, hereabove described, as well as the Articles of Incorporation and Bylaws, as such may be amended from time to time.
- G. To obtain and maintain such insurance of any type as the Board of Directors of the Association shall from time to time deem necessary, or as may be

required, all in accordance with the Declaration of Covenants, Restrictions and Easements, as amended.

H. To take such other actions as may be reasonably required to carry out the duties, obligations and purposes of the Association and as may be deemed to be in the best interest of the Association.

I. The Association will make no distribution of income to its Members, Directors or Officers.

ARTICLE III

POWERS

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

A. To accept title to the Common Area.

B. To make and collect assessments against Members to defray costs, expenses and losses of the properties owned by it, or in which it has an interest or which its Members have a right to use, the Common Area, when not owned by it, for exterior maintenance of Dwelling Units owned by Members, restoration or replacement of Dwelling Units owned by Members and to provide liability insurance, casualty insurance and any other type insurance on all or any portion of the Property included in "Tarpon Bay Villas" and any such other insurance as the Board of Directors shall from time to time deem necessary or as may be required, all in accordance with the Declaration of Covenants, Restrictions and Easements, as amended.

C. To maintain, repair and replace the Common Area and any personal property owned by the Association used thereon.

D. To provide exterior maintenance for properties owned by Members and maintained in an unkempt or otherwise objectionable condition in violation of any covenants, restrictions and agreements.

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

F. To make and amend reasonable rules and regulations, Bylaws, Covenants, Restrictions and Agreements to effectuate the purpose for which the Association is organized.

G. To enforce, by legal means, any and all covenants, rules, regulations, restrictions and agreements applicable to Tarpon Bay Villas and the Bylaws of the Association, as amended from time to time.

H. To have all of the common law and statutory powers of a corporation not-for-profit that are not in conflict with these Articles.

I. To do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not forbidden by the laws of the State of Florida.

J. To approve or disapprove the leasing and occupancy of Units.

K. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith.

L. To acquire and hold real property for the benefit and/or use of the Unit Owners.

M. To maintain, prosecute, preserve and defend legal and equitable actions in a court of competent jurisdiction as may be necessary and prudent to protect the Association interests, enforce Association restrictions and to carry out the purposes of this Association.

ARTICLE IV

MEMBERS

A. The Members of the Association will consist of Owners of Dwelling Units in Tarpon Bay Villas: the property comprising Tarpon Bay Villas, being described as follows:

All of "Tarpon Bay Villas" according to the Plat thereof as recorded in Plat Book 20 at Pages 15, of the Public Records of St. Lucie County, Florida.

B. "Owner" and other terms used herein, and elsewhere in these Articles, are used with the definitions given those terms in the Declaration of Covenants, Restrictions and Easements for Tarpon Bay Villas, as amended.

ARTICLE V

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by the Board of Directors, consisting of not less than three (3) nor more than eight (8) Directors, the exact number

to be determined at the annual meeting of Members. All Directors must be Members of the Association.

B. Directors shall serve for a period of one (1) year with their term expiring at the succeeding annual election following their election and they shall continue to serve until such time as newly elected Directors are duly qualified or they are removed from office with or without cause by a majority of the Unit Owners.

C. At least seventy-five percent (75%) of Board Members must be full time residents of Tarpon Bay Villas. Full time residency defined as residing on the property on a regular basis for a minimum of seven (7) months in each calendar year.

ARTICLE VI

OFFICERS

The affairs of the Association will be administered by the Officers of the Association which shall be a President, a Vice-President, a Secretary and Treasurer, and such other Officers as the Board may from time to time create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms by the Board at the annual meeting following the annual meeting of the Members of the Association and will serve at the pleasure of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

A. Every Director and every Officer, his heirs, personal representatives, executors, and administrators shall have the right of indemnification by the Association against all loss, cost and expenses reasonably incurred by him including but not limited to any legal or equitable action, suit or administrative proceeding in which he may be made by reason of his being or having been a Director or Officer of the Association, including reasonable attorney's fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

B. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were reasonable and properly incurred and

whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action.

C. The foregoing rights of indemnification are not intended to limit and shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles and the Bylaws may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE X

These Articles may be altered, amended or repealed by resolution of the Board of Directors and vote of sixty-five percent (65%) of the Members after not less than twenty (20) days written notice to all of the Members informing them of the specific amendment to be voted upon. Amendments may be voted upon at a regular or special meeting of all Unit Owners or, without a meeting, Owners may indicate their approval in writing.

ARTICLE XI

OFFICERS OR DIRECTORS INTEREST IN TRANSACTIONS

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No

Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XII

DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Tarpon Bay Villas Homeowners Association, Inc., the assets, both real and personal of the corporation, shall be conveyed to all Unit Owners as tenants in common or disposed of in such other fashion as approved seventy-five percent (75%) of the Members. No such disposition of Association property shall be effective to divest or diminish any right or title of any Member vested in him under the recorded covenants and deeds referable to the Property unless made in accordance with the provisions of such covenants and deeds.

The Association may be dissolved upon a resolution to that effect being recommended by four-fifths (4/5) of the Members of the Board of Directors, and approved by seventy-five percent (75%) of the voting interests of the Association's Members. Dissolution shall be accomplished in accordance with the provisions of the Statutes of the State of Florida then in effect.