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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

TBrown 5-27-11

LAW OFFICES OF CORNETT, GOOGE & ASSOCIATES, P.A.

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May 20, 2011

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation

To Whom It May Concern:

Seascape II, Incorporated
Document #: 748483
FEI #: 592265811

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy in the provided postage paid envelope. If you should have any questions, feel free to give me a call at the number provided above.

Sincerely,



Tammy Gale, Legal Assistant to
Jane L. Cornett, Esq.

/tmg

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Seascape II, Incorporated, were filed with the Secretary of State on August 10, 1979. The same Articles of Incorporation are hereby Amended and Restated as approved by a vote sufficient for approval by its members at a special meeting held on March 31, 2011.

We, the undersigned, hereby associate ourselves together for the purpose of continuing as a non-profit corporation under the Laws of the State of Florida, by and under the provisions of the Statute of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is **SEASCAPE II, INCORPORATED**.

**ARTICLE II
PURPOSE**

The purpose for which the corporation is organized is as follows:

To be the "Association" for the purpose of operating and managing **SEASCAPE II**, a Condominium, for the use and benefit of the owners of the Condominium Units and to acquire, construct, manage, maintain and care for Association property. Said Condominium is located in St. Lucie County, Florida.

**ARTICLE III
POWERS**

1. To operate and manage a condominium consisting of a number of buildings and other facilities for the use and benefit of the individual owners of the Condominium Units as the agent of said Owners.

2. To carry out all of the powers and duties vested in it pursuant to the Declaration of Condominium and the Bylaws and regulations of the Condominium.

3. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 718, Florida

Statutes, and to do any and all of the things necessary to carry out its operations as a natural person might or could do.

4. No compensation shall be paid to Directors for their services as Directors. Compensation may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the corporation other than in the capacity of a Director, if and to the extent approved, in advance, by the Board of Directors. The Director to receive such compensation shall not be permitted to vote thereon. The directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents and attorneys for services rendered to the corporation. However, no part of the net earnings of this Corporation may inure to the benefit of any private individual within the meaning of §528, Internal Revenue Code of the United States.

5. All funds and title to all interests in property acquired by this Corporation, whether fee simple or leasehold in nature, and the proceeds thereof shall be held in trust by the Corporation for the owners of the Condominium Units in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto.

6. All of the powers of this Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto, which govern the use of the land to be operated and administered by this Corporation.

ARTICLE IV **MEMBERSHIP**

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

1. This Corporation shall be organized without capital stock. The Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors or officers, provided, however that the Corporation may pay reasonable compensation for services rendered as elsewhere herein provided.

2. All owners of Condominium Units shall be members of the Corporation and no other persons or legal entities shall be entitled to membership subject, however, to the provisions of the Declaration of Condominium.

3. Membership in the Corporation shall be established by the following method:

- a. The owners of the Units shall be members of this Corporation.
- b. Persons shall become members of this Corporation by the recording in the Public Records of St. Lucie County, Florida, of a

deed or other instrument establishing a change of record title to a Condominium Unit whereby such person becomes the owner of the fee simple title to said Condominium Unit. Upon the delivery to the secretary of the Corporation of a certified copy of such instrument, the new owner designated by said instrument shall be entered into the Association's official records.

4. The interest of any member in any part of the real property or in the funds and assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to and together with the Condominium Unit in the Condominium.

5. Voting by the members of this Corporation, in the affairs of this Corporation, shall be as set forth in the Declaration of Condominium establishing said Condominium.

Voting rights shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Corporation.

ARTICLE V **CORPORATE EXISTENCE**

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI **NUMBER OF DIRECTORS**

1. The business of this Corporation shall be conducted by a Board of Directors of not less than three nor more than fifteen, the exact number of directors to be fixed by the Bylaws of the Corporation.

2. The election of Directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Corporation, and applicable law.

ARTICLE VII **OFFICERS**

The affairs of the Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers as may be authorized by the Board of Directors. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until the next annual meeting of the Board of Directors or until their successors shall be duly elected and qualified, or until removed from office pursuant to the provisions of the Bylaws.

ARTICLE VIII

BYLAWS

The Bylaws of the Corporation were adopted by the Board of Directors. The Bylaws may be amended, altered or rescinded pursuant to the provisions of the said Bylaws.

ARTICLE IX

ASSESSMENTS AND REFUNDS

All assessments paid by the owners of Condominium Units for the maintenance and operation of the Condominium which the Corporation shall operate shall be utilized by the Corporation only to pay for the cost of said maintenance and operation and as provided in the Declaration of Condominium. The Corporation shall have no interest in any funds received by it through assessments from the owners of individual Condominium Units or otherwise except to the extent necessary to carry out the powers vested in it as agent for said members.

The Corporation shall make no distribution of income to its members, directors or officers, except as salaries for services rendered and reimbursement of expenses as provided for herein and in the Bylaws of the Corporation. The Corporation shall be conducted as a non-profit corporation.

Any Common Surplus shall be held for the use and benefit of the Corporation's members in proportion to the percentage of their ownership in the Common Elements of the Corporation.

Upon termination of the Condominium and dissolution or final liquidation of this Corporation, the distribution to the members of this corporation of the Common Surplus in proportion to the percentage of their ownership in the Common Elements shall not constitute or be deemed to be a dividend of distribution of income.

ARTICLE X

INDEMNIFICATION

Every director, every officer and committee member of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including 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, officer or committee member of the Corporation, or any settlement thereof, whether or not he is a director, officer or committee member at the time such expenses are incurred unless the liability of the director in question, officer or committee member is adjudged by decision of court to result from the willful misfeasance or malfeasance of such officer, director or committee member in the performance of his duties; provided, however, that in the event of a settlement, The indemnification herein shall apply only when the Board of Directors approves such

settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said director, officer or committee member may be entitled.

ARTICLE XI **AMENDMENTS**

1. These Amended and Restated Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, or by written consent in lieu of a meeting, by approval of the members representing at least a majority of the votes in the Condominium.

2. Amendments may also be made at the annual meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

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 16 day of May, 2011.

WITNESSES:

Ira Pike
Witness #1 Signature

IRA PIKE
Witness #1 Printed Name

Barbara A. Dunnivant
Witness #2 Signature

Barbara A. Dunnivant
Witness #2 Printed Name

Ira Pike
Witness #1 Signature

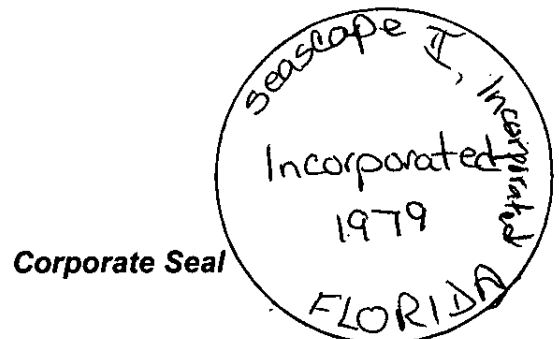
IRA PIKE
Witness #1 Printed Name

Barbara A. Dunnivant
Witness #2 Signature

Barbara A. Dunnivant
Witness #2 Printed Name

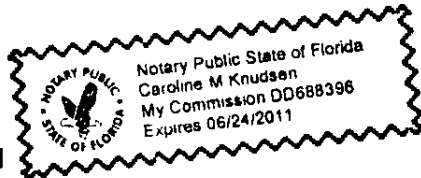
Seascope II, Incorporated
By: Dominic Leve, President
Dominic Leve, President

By: Jean Ruschak
Jean Ruschak, Secretary



STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 16 day of May, 2011 by Dominic Leve as President of Seascope II, Inc., [☒] who is personally known to me or [☐] who has produced identification [Type of Identification: _____].



Caroline M. Knudsen
Notary Public
Commission Stamp/Seal:

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 16 day of May, 2011 by Joan Ruschak as Secretary of Seascope II, Inc., [☒] who is personally known to me or [☐] who has produced identification [Type of Identification: _____].



Caroline M. Knudsen
Notary Public
Commission Stamp/Seal: