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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
82

12-14-09

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

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\*\*\*ALSO ADMITTED IN NEW JERSEY

December 9, 2009

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

Re: Articles of Incorporation

To Whom It May Concern:

The Oceana South Association, Inc.  
Document #: 749386  
FEI #: 592128673

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy of the Amended Articles of Incorporation 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,



Linda G. Dueben,  
Legal Assistant to Jane L. Cornett, Esq.

/lgd

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
THE OCEANA SOUTH ASSOCIATION, INC  
(A Florida Corporation Not For Profit)**

**FILED**  
2009 DEC 11 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of The Oceana South Association, Inc, were filed with the Secretary of State on October 18, 1979. The same Articles of Incorporation are hereby amended as approved by a vote sufficient for approval by its members at a meeting held on March 3, 2009.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617 and hereby certify as follows:

**I  
NAME OF CORPORATION**

The name of this Corporation shall be "THE OCEANA SOUTH ASSOCIATION, INC." (hereinafter referred to as the "Association").

**II  
PURPOSE**

The purpose of the Association shall be to perform all duties and obligations assigned to it by that certain Oceana South Declaration of Covenants, Restrictions and Easements (the "Declaration of Covenants") in the public Records of St. Lucie County, Florida.

**III  
POWERS**

The Association shall have all of the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purposes of the Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Association in carrying out its duties, and responsibilities

**IV  
MEMBERSHIP**

The qualification of members of the Association (the "Members"), the manner of their admission to membership and voting by Members shall be as follows:

1. Membership. The Association shall have one class of membership. Each Assessment Unit owner (as said term is the defined in the Declaration of

Covenants) shall automatically be a Member of the Association. Each Membership (as said term is defined in the Declaration of Covenants) shall be appurtenant to ownership of one or more Assessment Units (as said term is defined in the Declaration of Covenants) and shall not be separable from the ownership of any Assessment Unit.

2. Voting. Voting by Members in the affairs of the Association shall be as follows:

- (a) Number of Votes. Each Member shall be entitled to one (1) vote for each Assessment Unit of which such Member is the Assessment Unit owner.
- (b) There shall be no Cumulative Voting on any vote by the Members of the Association.

#### **V** **TERM**

The term for which the Association is to exist shall be perpetual.

#### **VI** **OFFICERS**

The affairs of the Association shall be managed by a President, Vice President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-Laws.

#### **VII** **DIRECTORS**

The affairs of the Association shall be directed by a Board of Directors.

#### **VIII** **INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses, liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of him being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves

such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association, and in instances where a Director or officer admits or is adjudged guilty of gross misfeasance or malfeasance in the performance of his duties the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

## **IX** **AMENDMENTS**

1. Subject to the provisions of Article IX (2) hereof, these Articles of Incorporation may be amended at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the total votes of all Members.
2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights, and obligations set forth in the Declaration of Covenants.

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 20 day of November, 2009.

WITNESSES

Peter J. Poletti  
Witness #1 Signature

PETER J. POLETTI  
Witness #1 Printed Name

Andrea Wachs  
Witness #2 Signature

Sandra Dickman  
Witness #2 Printed Name

Peter J. Poletti  
Witness #1 Signature

PETER J. POLETTI  
Witness #1 Printed Name

Andrea Wachs  
Witness #2 Signature

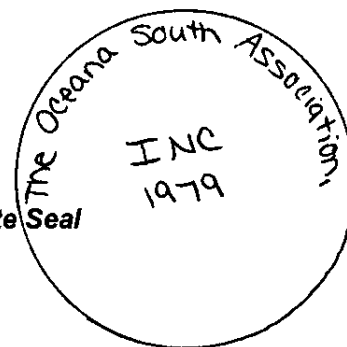
Sandra Dickman  
Witness #2 Printed Name

The Oceana South Association, Inc.

By: George Wands Pres  
George Wands, President

By: Kathleen Ferraro  
Kathleen Ferraro, Secretary

Corporate Seal



STATE OF Florida  
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 20 day of November, 2009 by George Wands as President of The Oceana South Association, Inc., [☒] who is personally known to me or [☐] who has produced identification [Type of Identification: \_\_\_\_\_].

**Notary Seal**

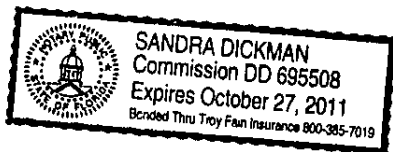


  
\_\_\_\_\_  
Signature of Notary Public

STATE OF Florida  
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 20 day of November, 2009 by Kathleen Ferraro as Secretary of The Oceana South Association, Inc., [☒] who is personally known to me or [☐] who has produced identification [Type of Identification: \_\_\_\_\_].

**Notary Seal**



  
\_\_\_\_\_  
Signature of Notary Public