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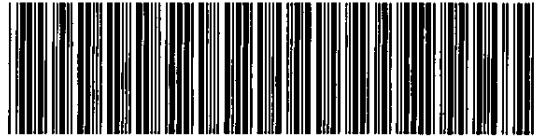
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May 23, 2006

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

SUBJECT: Amended and Restated Articles of Incorporation

To Whom It May Concern:

Enclosed is an original copy of the Amended and Restated Articles of Incorporation that were approved by a proper vote of the members of the Association. Please record these and return a certified copy for our records. A fee for \$35.00 for the filing and \$8.75 for the certified copy is enclosed.

Thank you for your time. Should there be any questions please contact me at 772-335-8600.

For the Board,

Jerry Zalben, LCAM  
J & J Personalized Management

Record and Return to:



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

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TARPON BAY YACHT CLUB PROPERTY OWNERS ASSOCIATION, INC.**

A Corporation Not For Profit

The original Articles of Incorporation of Tarpon Bay Yacht Club Property Owners Association, Inc., were filed with the Florida Secretary of State on October 25, 1979.

The Articles of Incorporation for Tarpon Bay Yacht Club Property Owners Association, Inc., as amended from time to time, are hereby Amended and Restated by a vote sufficient for approval by the board of directors and the membership at a Special Members' Meeting held on February 23, 2006.

**ARTICLE I**

**NAME**

The name of the corporation shall be TARPON BAY YACHT CLUB PROPERTY OWNERS ASSOCIATION, INC., a "55 or older" community, hereinafter sometimes referred to as the "Association" or the "Corporation."

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association will be located at 3100 Pruitt Road, Port St. Lucie, Florida, 34952, or such other location as determined by the Board of

### **ARTICLE III**

#### **PURPOSE**

A certain Declaration of Covenants and Restrictions for Tarpon Bay Yacht Club (hereinafter referred to as the "Declaration") has been imposed upon certain lands in St. Lucie County, Florida, which Declaration shall, among other things, establish and designate that said lands shall be known as "Tarpon Bay Yacht Club." This corporation is organized for the purpose of functioning as the property owners association of said property, in accordance with the Declaration. It is organized to serve as the instrumentality of property owners in Tarpon Bay Yacht Club for the purpose of: controlling and regulating use of the amenities; promoting, assisting, and providing adequate and proper maintenance of Tarpon Bay Yacht Club; providing and promoting recreational activity within Tarpon Bay Yacht Club through the acquisition of land and facilities (whether by fee simple ownership, leasehold or other possessory use Interest), the maintenance of said land and facilities, and such other means and methods as it may deem in the best interest of its members; exercising all power and discharging all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration; to acquire, hold, convey and otherwise engage in and with real and/or personal property in this corporation's capacity as a property owners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper.

### **ARTICLE IV**

#### **POWERS**

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

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles and, in addition, all of the powers set forth in the Declaration, which are not in conflict with law.

2. The corporation shall have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to, the following:

a. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation, in accordance with the Declaration.

b. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the

Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

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

d. To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

e. To purchase insurance upon all of the Association property.

f. To reconstruct improvements upon its property after casualty, and to further improve the property.

g. To promulgate and amend rules and regulations with respect to the use of its property.

h. To enforce, by legal means, the provisions of the Declaration, as the same may be amended from time to time.

i. To enforce, by legal means, the provisions of these Articles, the By-Laws of the corporation and the rules and regulations for use of the corporation's property.

j. To employ such personnel to perform the services required for proper management of the Association.

## **ARTICLE V**

### **MEMBERS AND VOTING RIGHTS**

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

1. The owners of each parcel of real property or condominium parcel subjected to the Declaration automatically becomes a member of the Association upon acquisition of a fee simple title to any parcel subjected to the Declaration, by the filing of record a deed in the office of the Clerk of the Circuit Court in and for St. Lucie County, Florida, evidencing such ownership. This does not include persons or entities who hold an interest merely as security for the performance of an obligation.

2. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his fee simple interest in the parcel upon which automatic membership is based or said interest is transferred and/or conveyed by operation of law, at which time said membership (with respect to the parcel conveyed) shall

automatically be conferred upon the transferee. Membership shall be appurtenant to and may not be separated from ownership of any parcel which is subject to the Declaration.

3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his parcel. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, In the Declaration and in the By-Laws which shall be adopted.

4. Each member of the Association shall be entitled to one (1) vote for each parcel in which he holds the interest required for membership. When more than one person holds such interest in any parcel, all such persons shall be members, and the vote for such parcel shall be exercised as they among themselves determine, but in no even shall more than one (1) vote be cast with respect to any such parcel.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors consisting of seven (7) persons. The membership of the Association shall elect the directors as provided in the By-Laws.

## **ARTICLE VII**

### **OFFICERS**

The officers of the corporation shall be elected by the Board of Directors, in accordance with the By-Laws of the corporation and, under the direction of the Board, shall carry out those duties assigned to them by the By-Laws. The offices shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In addition, the Directors may provide for such other agents, supervisory personnel or employees of the corporation as they shall see fit, none of whom need be a member of the corporation. Officers will be elected annually to hold office until the next annual meeting of the Board or until their successors are elected and qualified. All of the directors or officers shall be required to be a member of the Association to hold office.

## **ARTICLE VIII**

### **PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of

compensation in a reasonable amount to the members for services rendered; nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617 of Florida Statutes.

## **ARTICLE IX**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director, Officer, and Committee member of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel 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 or Officer at the time such expenses are incurred. Except in such cases wherein the Director, Officer, or Committee member is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of Indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or Committee member may be entitled.

## **ARTICLE X**

### **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

1. 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, trust 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 said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

2. Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

## ARTICLE XI

### AMENDMENT

These Articles of Incorporation may be amended at any time and from time to time upon approval by owners holding not less than seventy five percent (75%) of the voting interests of the membership present and voting in person or by proxy at a duly called meeting of the members.

## ARTICLE XII

### DURATION

The term of the Association shall be perpetual.

The foregoing were adopted as the Amended and Restated Articles of Incorporation of Tarpon Bay Yacht Club Property Owners Association, Inc., at a Special Members' Meeting held on February 23, 2006 by vote sufficient for approval by the board of directors and membership. The adoption of the Amended and Restated Articles of Incorporation appears upon the minutes of said meeting and is unrevoked.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President and its Secretary and its corporate seal affixed on April 27, 2006.

WITNESSES:

Tarpon Bay Yacht Club Property Owners Association, Inc.

By: [Signature]  
GIRARD ORLANDI President

[Signature]  
Printed Name #1: Marilyn Tagliaferri

[Signature]  
Printed Name #2: Terald B. Zalben

[Signature]  
Printed Name #1: Marilyn Tagliaferri

[Signature]  
Printed Name #2: Terald B. Zalben

By: [Signature]  
PEGGY DRAVIS Secretary





STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on April 27, 2006, by Girard Orlandi as President of Tarpon Bay Yacht Club Property Owners Association, Inc., [ x ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



JERALD B. ZALBEN  
MY COMMISSION # DD 205632  
EXPIRES: April 28, 2007  
Bonded Thru Budget Notary Services

Notary Public

Printed Name: Jerald B. Zalben

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on April 27, 2006, by Peggy Davis, as Secretary of Tarpon Bay Yacht Club Property Owners Association, Inc., [ 4 ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



JERALD B. ZALBEN  
MY COMMISSION # DD 205632  
EXPIRES: April 28, 2007  
Bonded Thru Budget Notary Services

Notary Public

Printed Name: Jerald B. Zalben

### CERTIFICATE

Tarpon Bay Yacht Club Property Owners Association, Inc., by its duly authorized officers, hereby certifies that the Amended and Articles of Incorporation, a copy to which this is attached hereto, was duly and regularly adopted and passed by a vote sufficient for approval by the board of directors and membership at a Special Members' Meeting held on February 23, 2006.

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

WITNESSES:

Tarpon Bay Yacht Club Property Owners  
Association, Inc.

Marilyn Engle  
Printed Name #1: Marilyn Engle

Jerald B. Zalben  
Printed Name #2: Jerald B. Zalben

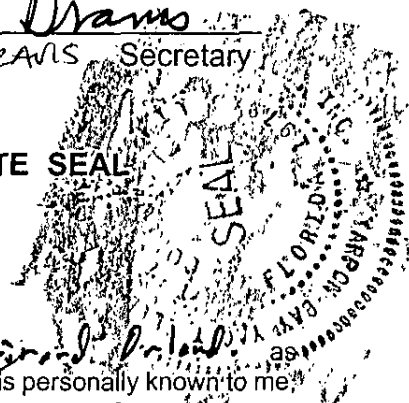
By: Girard Orlandi

GIRARD ORLANDI President

Marilyn Tagliaferri  
Printed Name #1: Marilyn Tagliaferri  
Jerald B. Zalben  
Printed Name #2: Jerald B. Zalben

By: Peggy Dravis  
PEGGY DRAVIS Secretary

CORPORATE SEAL



STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on April 27 2006, by Gerald B. Zalben, as President of Tarpon Bay Yacht Club Property Owners Association, Inc., [ X ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



JERALD B. ZALBEN  
MY COMMISSION # DD 205632  
EXPIRES: April 28, 2007  
Bonded Thru Budget Notary Services

Jerald B. Zalben  
Notary Public  
Printed Name: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on April 27, 2006, by Peggy Dravis, as Secretary of Tarpon Bay Yacht Club Property Owners Association, Inc., [ X ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



JERALD B. ZALBEN  
MY COMMISSION # DD 205632  
EXPIRES: April 28, 2007  
Bonded Thru Budget Notary Services

Jerald B. Zalben  
Notary Public  
Printed Name: \_\_\_\_\_