

750616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

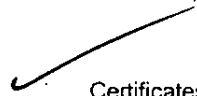
☐

MAIL

(Business Entity Name)

(Document Number)

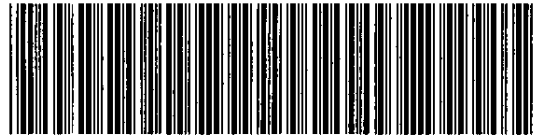
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



900147888499

04/02/09--01016--019 \*\*43.75

FILED

2009 APR -2 AM 11:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend & Restated  
Articles

4/7/09

*The Law Offices*  
*of*  
Charles W. McKinnon, P.L.

Charles W. McKinnon  
Lisa R. Hamilton

The Atrium Building  
3055 Cardinal Dr., Suite 302  
Vero Beach, Florida 32963

Telephone • 772-231-3770  
Facsimile • 772-231-3774

March 31, 2009

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

RE: John's Island Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed please find an original Certificate of Amendment to and Articles of Incorporation of John's Island Property Owners' Association, Inc., and this firm's check in the amount of \$43.75.

Please file the original document and return a certified copy to us in the enclosed addressed, stamped envelope.

If you should have any questions regarding the above, please feel free to contact me.

Sincerely yours,



Charles W. McKinnon

CWM:pms  
21109-001  
Enclosures  
cc: John's Island Property Owners' Association, Inc.

This Instrument Prepared by and Return to:  
Charles W. McKinnon, Esq.  
3055 Cardinal Drive, Suite 302  
Vero Beach, FL 32963  
Courthouse Box #79

**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION, INC.**

**THE UNDERSIGNED**, being the President and Secretary of **JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida non-profit corporation, hereby certify that at a duly called meeting of the Board of Directors of the corporation, held on the 6<sup>th</sup> day of March, 2009, in accordance with the requirements of Florida law and of the Articles of Incorporation of **JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION, INC.**, as recorded with the Florida Department of State, Division of Corporations on the 15<sup>th</sup> day of January, 1980, not less than a majority of the Board of Directors affirmatively voted to amend the Articles of Incorporation as hereinafter set out.

**NOW, THEREFORE**, in consideration of the foregoing, the Articles of Incorporation shall be amended to read as set forth in Exhibit "A" attached hereto and incorporated herein by reference.

**IN WITNESS WHEREOF**, the undersigned President and Secretary of the Association have executed this Certificate of Amendment to Articles of Incorporation, this 26 day of March, 2009.

**JOHN'S ISLAND PROPERTY OWNERS'  
ASSOCIATION, INC.**

By: \_\_\_\_\_

Dennis Longwell, President

ATTEST:

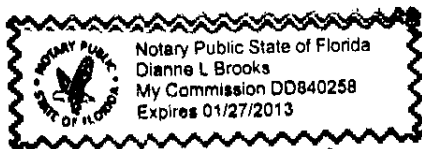
By: \_\_\_\_\_

Garrett E. Bewkes, Jr., Secretary

**STATE OF FLORIDA  
COUNTY OF INDIAN RIVER**

**I HEREBY CERTIFY** that before me, a Notary Public, personally appeared Dennis Longwell and Garrett E. Bewkes, Jr., respectively the President and Secretary of **JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION, INC.**, who ☐ have produced \_\_\_\_\_ as identification or ☒ who are personally known to me to be the persons described in the foregoing instrument and who have acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

**WITNESS** my hand and official seal in the state and county last aforesaid this 26 day of March, 2009.



\_\_\_\_\_  
Notary Public, State of Florida  
(Affix Seal)

**PROPOSED  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION, INC.  
AMENDING AND RESTATING THE  
ARTICLES OF MERGER OF  
JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION, INC.  
AND JOHN'S ISLAND WEST ASSOCIATION INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, Corporations Not-for-Profit Act, the undersigned Florida not-for-profit Corporation hereby amends and restates its Articles of Incorporation.

**FILED**  
2009 APR -2 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be John's Island Property Owners' Association, Inc.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The street address of the registered office of the corporation is: 1 Turtle Beach Road, Indian River Shores, Florida 32963, and the name of the registered agent of the corporation at that address is: Peter H. Young.

**ARTICLE III - PURPOSE OF POWERS**

This Corporation does not contemplate pecuniary gain or profit to the members thereof. The Corporation shall have the powers and privileges granted to corporations not-for-profit pursuant to Chapter 617 of the Florida Statutes, and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the said corporation, including, but not limited to the following:

**A.** To establish, maintain and operate a corporation not for profit; to assist the political, subdivisions of the Town of Indian River Shores and Indian River County, Florida, by supplying to the areas embraced within the plats designated as John's Island plats, recorded in the Public Records of Indian River County, Florida, and other plats to be designated as John's Island plats to be hereafter recorded in the future, to be called "platted areas," municipal, utility and maintenance services and to assist in the promotion of public safety and health by providing lighting, improvement and maintenance for the streets and right-of-way areas as shown on said plats; to provide for drainage facilities; to provide for security pro-action in conjunction with local law enforcement agencies, and for doing any other thing necessary or desirable, in the interests of safety, health and the protection, comfort and convenience of the residents and citizens of the area included in said platted areas and to engage in any other activities as may be to the benefit of those using the dedicated areas embraced within such plats and the owners of property within the platted areas.

**B.** To make and establish covenants and restrictions governing the use and maintenance of property located within the platted areas.

**C.** To amend, modify or change any covenants or restrictions which are, have been, or may be applicable to the platted areas.

**D.** To enforce the provisions of any covenants or restrictions which are or may be made applicable to the lands embraced within the platted areas, and which may be adopted from time to time as provided in the Bylaws of the corporation.

**E.** To levy and collect, from time to time, assessments and initiation fees against members of the corporation to defray expenses of maintenance and repair of areas lying within the said platted areas and other expenses incurred in implementing the corporation's purposes in such manner as may be provided by the Bylaws of the corporation, which assessments and fees shall be payable in annual installments or in such other installments and at such times as may be determined by the Board of Governors of the corporation, and the corporation shall have a lien upon any property of a member of the corporation lying within the platted areas for the payment of such assessments and fees; the lien herein provided shall secure the monies due for all assessments and fees levied against a member of the corporation or any property owned by such members as provided in the Bylaws, together with interest upon delinquent assessments and fees and for all the costs and expenses, including a reasonable attorney's fee, which may be incurred by the corporation in enforcing its lien which shall be enforced by recording in the public records of Indian River County, Florida, a claim of lien and by foreclosure in the same manner as real estate mortgages may be foreclosed in the State of Florida.

**F.** To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, or dispose of real or personal property in connection with the affairs of the Corporation.

**G.** To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

#### **ARTICLE IV - MEMBERSHIP**

Membership in the corporation shall be established by the acquisition of the fee title to real property (including condominium units) lying within the confines or the platted areas of John's Island as such platted areas are shown or may be shown in plats duly recorded in the public records of Indian River County, Florida, and as described in the Articles of Merger and all amendments thereto. Membership in the corporation shall be automatically terminated upon a member being divested of title to fee ownership to said real property.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have a perpetual existence.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Governors consisting of not more than eighteen (18) persons. The existing Board of Governors of John's Island Property Owners' Association, Inc. will continue to serve their full term until their successors are duly elected and qualified. At the annual meetings of the members of the corporation, the members of the corporation shall annually elect new members to serve on the Board of Governors for a term of three (3) years to fill the vacancy of the members

of the Board of Governors whose terms next expire, in accordance with the existing Bylaws of John's Island Property Owners' Association, Inc. The Board of Governors shall elect or appoint a President, Vice President or Vice Presidents, Secretary and Treasurer, and, if elected or appointed by the Board of Governors, Assistant Secretaries and Treasurers. The duties, responsibilities and powers of the Board of Governors and the officers elected by the Board of Governors shall be prescribed by the Bylaws of the corporation. The officers of the corporation may employ a General Manager to manage the affairs of the corporation, and the General Manager shall be responsible for the general conduct and control of the corporation's affairs, within the scope of authority granted to him by the Board of Governors.

### **ARTICLE VII - AMENDMENTS**

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Governors and adopted by a majority vote thereof. The By-Laws of the corporation may be adopted, amended, altered or rescinded by the Board of Governors.

### **ARTICLE VIII – QUORUM**

A quorum at any meeting of the members of the corporation shall consist of the members actually present, either in person or by written proxy, but in no event less than twenty-five (25) members.

### **ARTICLE IX - INDEMNIFICATION**

The Association shall have the duty to defend and shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person(s) in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person(s) did not act in good faith or in a manner they reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that such person(s) had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere of its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that they reasonable believed to be in, or opposed to, the best interest of the association, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe that their conduct was unlawful.

To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, such person(s) shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that they are not entitled to be indemnified by the Association. The indemnification provided by this Article shall not be deemed exclusive of any rights to

which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise and shall continue as a person(s) who has ceased to be a

Director, Officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person(s).


The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against them and incurred by them, in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify the person(s) against such liability.

#### **ARTICLE X - DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and executed by not less than eighty (80%) percent of the voting interests of the members. Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

**IN WITNESS WHEREOF**, the undersigned has hereunto set their hand and seal on this 24 day of March, 2009.

#### **JOHN'S ISLAND PROPERTY OWNERS' ASSOCIATION**

By:   
Dennis Longwell  
President

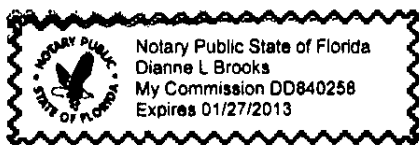
By:   
Garrett E. Bewkes, Jr.  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA                   )  
  ) ss.  
COUNTY OF INDIAN RIVER       )

**I HEREBY CERTIFY** that before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Dennis Longwell and Garrett E. Bewkes, Jr., known to me to be the President and Secretary, respectively, of John's Island Property Owners' Association, Inc., a Florida corporation not for profit, and they acknowledged executing the foregoing Articles of Merger under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

2009. **WITNESS** my hand and official seal in the state and county last aforesaid this 26 day of March,



Dianne L. Brooks  
Name: DIANNE L. BROOKS  
Notary Public, State of Florida

(Affix Seal)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**Peter H. Young**, whose address is 1 Turtle Beach Road, Indian River Shores, Florida 32963, which is the same address as set forth in Article II hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.

Date: 3/26/2009

Peter H. Young