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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROPERTY OWNERS ASSOCIATION, INC.

134 QUEENS ROAD • HUTCHINSON ISLAND, FLORIDA 34949-8348

21 May 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
04 MAY 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amended and Restated Articles of Incorporation

To Whom It May Concern:

Enclosed is the original recorded Amended and Restated Articles of Incorporation, adopted by the membership on April 27, 2004 with an excess of the number of votes required for approval.

Also enclosed is our check #3216 in the amount of \$35.00 for the filing fee.

I may be reached on (772) 461-1380 if there are any questions.

Sincerely,

A handwritten signature in black ink that reads "Cortland E. Schult". The signature is written in a cursive style.

Cortland E. Schult
Vice President/Director

Encls -as stated

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
04 MAY 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Queens Cove Property Owners Association, Inc.

(present name)

Document No. 755057

(Document Number of Corporation (If known))

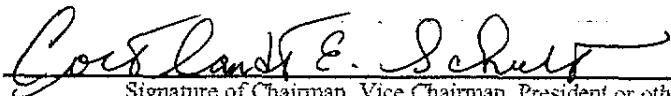
Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)
The attached Amended and Restated Articles of Incorporation replace the Amended Articles of Incorporation dated January 6, 1989 and filed with the Secretary of State on April 26, 1989.

SECOND: The date of adoption of the amendment(s) was: April 27, 2004

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Cortlandt E. Schult

Typed or printed name

Vice President/Director

Title

21 May 2004

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

QUEENS COVE PROPERTY OWNERS ASSOCIATION, INC.
(A not-for-profit Corporation Under the Laws of the State of Florida)

Pursuant to Section 617.1007(4), Florida Statutes, the Amended and Restated Articles of Incorporation of QUEENS COVE PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, which was originally incorporated under the same name, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Amended and Restated Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of QUEENS COVE PROPERTY OWNERS ASSOCIATION, INC., shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is QUEENS COVE PROPERTY OWNERS ASSOCIATION, INC. and its street and mailing address are 134 Queens Road, Hutchinson Island, Florida 34949-8348 as the address may change from time to time.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration of Covenants and Restrictions for QUEENS COVE, as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated herein by reference.

ARTICLE III

PURPOSE, POWERS AND DUTIES

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of QUEENS COVE, located in St. Lucie County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any

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Queens Cove POA
134 Queens Road
Hutchinson Island, FL
34949-8348

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earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or officer.

Section 3.2 Powers and Duties: General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or the corporate statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws.

Section 3.3 Powers: Specific

The powers of the Association shall include but not be limited to the following:

- A. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties; and to levy and collect Charges.
- B. To protect, maintain, repair, replace and operate the Properties pursuant to the Governing Documents.
- C. To purchase insurance upon the Properties for the protection of the Association and its members, as required by law.
- D. To make improvements of the Properties.
- E. To reconstruct improvements after casualty.
- F. To borrow money or mortgage the Common Area, but only with the approval of 60% of the voting interests of the members of the Association.
- G. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, inclusive of the Lots, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records. Such rules or regulations shall be mailed to all members not less than thirty (30) days before their effective date.
- H. To contract for the management and maintenance of the Community, including access control personnel and services, and to delegate any powers and duties of the Association in connection therewith except as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties and the Association.

- J. To dedicate or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed by the members, provided that no such dedication or transfer or determination as to the purposes or as to the condition thereof, shall be effective unless approved by not less than 60% of the voting interests of the members of the Association, and also providing that all members were given notice in advance of any intended action to be taken.
- K. To participate in mergers and consolidations with other non profit or not for profit corporations organized for the same purposes or annex additional property, providing that same has been approved by not less than 60% of the voting interests of the members of the Association.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

The Members of the Association shall be as provided in Section 1.17 of the Declaration. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in Section 2.4 of the By-Laws.

ARTICLE V

DIRECTORS

The method of election of Directors shall be as set forth in the By-Laws. Other provisions regarding Directors, including their qualifications, meetings, removal and resignation, are as contained in the By-Laws.

ARTICLE VI

OFFICERS

The affairs of the Association shall, to the extent delegated by the Board of Directors, be administered by the officers holding the offices designated in the By-Laws. Other provisions regarding officers, including their appointment, removal and resignation, are as provided in the By-Laws.

ARTICLE VII

BY-LAWS

The Amended and Restated By-Laws of the Association are as approved by the Board of Directors and Members of the Association, and may be altered, amended or rescinded by the vote of both the Board of Directors and Members of the Association in

the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

8.1 Proposal. Any amendment to these Articles of Incorporation shall be proposed by the affirmative vote of a majority of the Directors present at a duly called meeting of the Board of Directors where a quorum is present, or by written petition to the Board of Directors signed by the Owners holding at least 10% of the voting interests of the members.

8.2 Procedure; Notice and Format. Except as otherwise provided by Florida law, or by specific provisions of these Articles, upon any amendment to these Articles being proposed as provided above, the proposed amendment shall be submitted by the Board of Directors to a vote of the Members not later than the next annual meeting, unless insufficient time to give proper notice remains before that meeting, in which case it shall be submitted for vote within three (3) months after the annual meeting. An amendment may be considered at the annual or a special Members' meeting. The Board of Directors shall cause notice of the Members' meeting at which a proposed amendment is to be considered to be given in accordance with the By-Laws of the Association. The full text of the amendment to the Articles shall be included in the notice of the Owners' meeting at which a proposed amendment is considered by the Owners.

8.3 Vote Required. Except as otherwise provided by Florida law, or by specific provision of these Articles, the amendment of these Articles, shall require the affirmative vote of a majority of the entire membership of the Board of Directors then serving and sixty (60%) percent of the voting interests of the Members of the Association. If the amendments were proposed by a written petition signed by the voting members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.

8.4 Certificate; Recording. A copy of each adopted amendment and any required joinder shall be attached to a certificate by an officer of the Association attesting to the fact that the amendment to the Articles was duly adopted. The certificate shall on the first page state the book and page of the public records where the Articles are recorded. The amendment shall be effective when the certificate and copy of the amendment (and any joinders) are recorded in the public records of the County.

8.5 Proviso. Notwithstanding any provision in these Articles to the contrary: Any amendment to these Articles to correct a scrivener's error, defect or omission or to change the registered agent or registered office need not be submitted for a vote of the members and may be adopted by a vote of a majority of the entire Board of Directors then serving.

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ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

As of the date of the filing of these Amended and Restated Articles, the Registered Agent for the Association has been Jay Steven Levine, Esquire, and the Registered Office of the Registered Agent has been Jay Steven Levine, P.A., 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431. The Registered Agent remains unchanged. The Registered Office is the same except that the suite number is now Suite 490.

**CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

THE UNDERSIGNED, being the duly elected and acting president of **QUEENS COVE PROPERTY OWNERS ASSOCIATION, INC.**, hereby certifies that the foregoing was approved by not less than a majority of the entire membership of the Board of Directors, which was obtained at a Board meeting on March 15th, 2004, called for the purpose, with quorum present; and was approved by not less than two-thirds of the voting interests of all Members of the Association, voted at a meeting of the Members held on April 27th, 2004, called for the purpose, with quorum present.

The votes obtained were sufficient for approval under the Articles of Incorporation. The number of votes cast by the members entitled to vote were sufficient for approval and same was adopted April 27th, 2004.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name and its corporate seal to be affixed by its president on the day of April, 2004.

WITNESSES:

Klaus L. Andrews

Constantine E. Schuler

QUEENS COVE PROPERTY OWNERS
ASSOCIATION, INC., a Florida
corporation,

By [Signature]
President

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STATE OF FLORIDA
COUNTY OF ST. LUCIE

} SS:

I HEREBY CERTIFY that on the 29 day of April, 2004, before me personally appeared ROBERT E. LANGER SR, as President of **QUEENS COVE PROPERTY OWNERS ASSOCIATION, INC.**, who is personally known to me or who has produced DRIVER'S LIC (FLA) (if left blank, personal knowledge existed) as identification and who did (did not) take an oath and who executed the aforesaid Certification as his/her free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

North Hutchinson Island

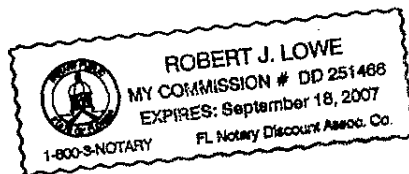
WITNESS my signature and official seal at _____, in the County of St. Lucie, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign

Print

State of Florida at Large
My commission expires:



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