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DIVISION OF CORPORATIONS  
12 MAR -9 PM 12:50

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@ 3/9/12

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW  
ROYAL PALM FINANCIAL CENTER  
SUITE 101  
789 SOUTH FEDERAL HIGHWAY  
STUART, FLORIDA 34994

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JOHN P. CARRIGAN  
†CERTIFIED CIVIL MEDIATOR

OF COUNSEL  
THOMAS K. GALLAGHER  
W. MARTIN BONAN, LLC

February 23, 2012

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

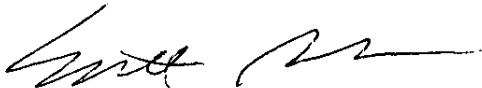
RE: Indian Pines Property Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.  
EPB/mj  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 28, 2012

ROSS, EARL & BONAN, P.A.  
ATTN: ELIZABETH P. BONAN/MMJ  
POST OFFICE BOX 2401  
STUART, FL 34995

SUBJECT: INDIAN PINES PROPERTY ASSOCIATION, INC.  
Ref. Number: 757265

We have received your document for INDIAN PINES PROPERTY ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 212A00008113

*Statement added on page 7 - The amendment did not require member approval.*

*Thank you*

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TALLAHASSEE, FLORIDA

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS  
12 MAR -9 PM 12:50

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
INDIAN PINES PROPERTY ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on June 23, 1981 and amended on March 27, 1990.

1. **NAME.** The name of this corporation shall be INDIAN PINES PROPERTY ASSOCIATION, INC., hereinafter called the "Association".

2. **PURPOSES.** The general nature, objects and purposes of the Association are as follows:

2.1 To promote the health, safety and social welfare of the owners of property within that area referred to as INDIAN PINES in the Declaration of Covenants and Restrictions for INDIAN PINES recorded in the public records of Martin County, Florida, (the "Declaration") affecting the real property legally described therein.

2.2 To maintain, and/or repair landscaping in the general and/or common areas, parks, sidewalks and/or access paths, streets, and other common areas, structures, and other improvements in INDIAN PINES for which the obligation to maintain and repair has been delegated and accepted, including the exterior maintenance contemplated under the Declaration of Covenants and Restrictions referred to above.

2.3 To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and structures of any type, including walls, fences, swimming pools, cable television facilities, master television antenna facilities, aerials, antennas, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in INDIAN PINES, as well as the alteration, improvement, addition or change thereto.

2.4 To provide for private security, fire protection, and such other services the responsibility for which has been accepted by the Association, and the capital improvements and equipment related thereto, in INDIAN PINES.

2.5 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

3. GENERAL POWERS. The general powers that the Association shall have are as follows:

3.1 To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

3.2 To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3.3 To delegate power or powers where such is deemed in the best interest of the Association.

3.4 To purchase, lease, hold, sell, mortgage, grant easements in, or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

3.5 To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with organizations for the collection of such assessments.

3.6 To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

3.7 To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

3.8 To borrow money and to pledge as security therefore the assessments, income or personal property of the Association.

3.9 In general, to have all powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein.

4. MEMBERS. The Members shall consist of the persons or entities set forth as members of the Association in the Declaration.

5. VOTING AND ASSESSMENTS.

5.1 Subject to the restrictions and limitations hereinafter set forth, including classes of membership, each Member Condominium Association shall have as many votes as the number of units comprising and represented by such Member Condominium Association, so that each unit of each Member Condominium Association has one vote in the Indian Pines Property Association, Inc. for election to the Board of Directors of the Association.

5.2 The Association will obtain funds with which to operate by assessment of the Owners in accordance with provisions of the Declaration of Covenants and Restrictions for INDIAN PINES, as supplemented by the provisions of these Articles and the By-Laws of the Association relating thereto.

6. BOARD OF DIRECTORS.

6.1 The affairs of the Association shall be managed by a Board of Directors. Each Director must be an owner of a unit within a member Condominium Association. The Directors shall be elected by the Members as follows:

(a) Each Condominium Association of a condominium regime in INDIAN PINES shall elect one Director, provided such Association is a Member of this Association, as provided in the Declaration;

(b) Each Director elected shall have as many votes as the number of units represented by the Director for voting at any meeting of the Board of Directors or in regard to any action to be taken by the Board of Directors.

6.2 The term of office of the Directors shall be one (1) year and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members or Member, which elected them.

6.3 Only the Members of the class of membership represented by the Director or Directors for that class, as set forth above, shall vote for such Director or Directors.

7. OFFICERS

The officers of the Association shall be a President, Vice President and Secretary/Treasurer, and such other officers as the Board may from time to time by resolution create. Any two or more offices may be held by the same person except the offices of President and Secretary/Treasurer. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

8. CORPORATE EXISTENCE. The Association shall have perpetual existence.

9. AMENDMENT TO ARTICLES OF INCORPORATION.

9.1 These Articles may be altered, amended or repealed upon approval of at least seventy-five percent (75%) of the members in attendance, in person or by proxy, and voting at a duly convened meeting of the members.

9.2 Limitation on Amendment. No Amendment of these Articles of Incorporation or the By-Laws shall be passed which shall change the provisions of these Articles of Incorporation or the By-Laws relating to the lake(s) constructed and on the property which will be part of INDIAN PINES without the written approval of the South Florida Water Management District or its successor. The lakes are constructed for the primary purpose of surface water management and may be used by the Association, by its members and by all others who may become Unit Owners in the future, in compliance with rules and regulations that may from time to time be made by the Association or any governmental agency having jurisdiction over the same. The Association agrees to operate and maintain said lakes in accordance with applicable law and governmental regulation of the same.

10. INDEMNIFICATION OF OFFICERS AND DIRECTORS

10.1 Indemnity. To the greatest extent allowed by law from time to time, the Association shall indemnify any Officer, Director or committee member who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he has reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors and committee members as permitted by Florida law.

10.2 To the extent that a Director, Officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article 10, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and

appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article 10 shall be in addition to and not a limitation upon the provisions of the Articles of Incorporation, and shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer or committee member and shall insure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, employee or agent 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

10.7 The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

## 11. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

11.1 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, 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 his or their votes are counted for such purpose. No Director, or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.



11.2 Interested 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.

12. DISSOLUTION OF THE ASSOCIATION.

12.1 Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and relative priority:

(a) Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept and provide maintenance for.

(b) Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with its number of Units.

12.2 Special Provision Re: Lakes and Surface Water Management System. The Property Association shall not be dissolved nor shall it dispose of any portions of the Common Elements which are included as part of the lakes and surface water management system, by sale or otherwise, except to an organization conceived and organized to own and maintain the same, without first receiving written approval of the South Florida Water Management District or its successor.

13. REGISTERED OFFICE AND REGISTERED AGENT. The registered office and registered agent for the Association shall be as determined from time to time by the Board of Directors.

These Amended and Restated Articles of Incorporation for Indian Pines Property Association, Inc. were approved by resolution of the Board of Directors at a meeting held on February 13, 2012 which vote was sufficient for approval. *The amendment did not require member approval.*

*(406)*

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 20 day of February 2012

WITNESSES AS TO PRESIDENT:

INDIAN PINES PROPERTY ASSOCIATION, INC.

Jerald B. Zalk  
Printed Name: Jerald B. Zalk  
Marilyn English  
Printed Name: Marilyn English

By: Donna G. Datz  
DONNA G. DATZ President  
Vice President

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Feb 20, 2012, by Donna G. Datz, as President of Indian Pines Property Association, Inc. [ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



Jerald B. Zalk  
Notary Public

WITNESSES AS TO SECRETARY:

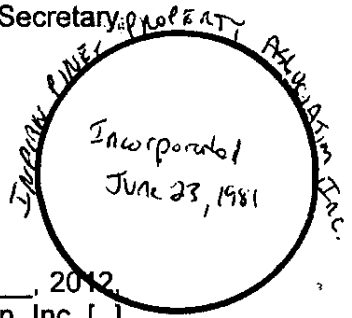
INDIAN PINES PROPERTY ASSOCIATION, INC.

Jerald B. Zalk  
Printed Name: Jerald B. Zalk  
Marilyn English  
Printed Name: Marilyn English

By: Sara Greek  
Sara Greek, Secretary

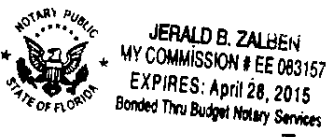
STATE OF FLORIDA  
COUNTY OF Martin

CORPORATE SEAL



The foregoing instrument was acknowledged before me on Feb 20, 2012, by Sara Greek, as Secretary of Indian Pines Property Association, Inc. [ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



Jerald B. Zalk  
Notary Public