

CORNETT, GOOGE, ROSS & EARLE, P.A.

JANE L. CORNETT
HOWARD E. GOOGE
DEBORAH L. ROSS
DAVID B. EARLE
ELIZABETH P. BONAN
JULIE K. OLDEHOFF

CHARLES W. SINGER
OF COUNSEL

760482

401 EAST OSCEOLA ST.
FIRST FLOOR
RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FLORIDA 34995

(561) 286-2990
FAX (561) 286-2996

April 2, 2001

Thelma Lewis
Corporate Specialist Supervisor
Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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RE: CAMELOT GARDENS CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.
Ref. Number: 760482
Your Letter Number: 201A00018886

Dear Ms. Lewis:

Thank you for your letter dated March 29, 2001. As requested, the original name of the corporation has been inserted in all appropriate places. Therefore, I enclose the original Amended and Restated Articles of Incorporation for Camelot Gardens Condominium Homeowners Association, Inc. for filing, 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 give me a call.

Sincerely,

Elizabeth P. Bonan, Esq.
EPB/dmr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS APR 5 2001

CORNETT, GOOGE, ROSS & EARLE, P.A.

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March 27, 2001

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

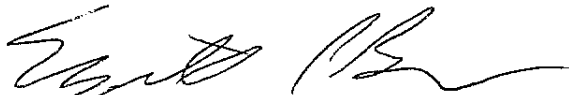
RE: CAMELOT GARDENS CONDOMINIUM ASSOCIATION, INC. (Name Change)

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Camelot Gardens Condominium Association, Inc., 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 give me a call.

Sincerely,



Elizabeth P. Bonan, Esq.
EPB/dmr
Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 2001

ELIZABETH P. BONAN, ESQ.
CORNETT, GOUGE, ROSS & EARLE, P.A.
P. O. BOX 66
STUART, FL 34995

SUBJECT: CAMELOT GARDENS CONDOMINIUM HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: 760482

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 201A00018886

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAMELOT GARDENS CONDOMINIUM
HOMEOWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Division of Corporations on October 19, 1981 and amended on December 22, 1981 and April 2, 1990.

**ARTICLE I
Name and Definitions**

The name of the corporation is:

CAMELOT GARDENS CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

For convenience, the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

**ARTICLE 2
Purpose**

The purpose for which the Association was organized was to provide an entity pursuant to Florida Statute §718.111 for the operation of CAMELOT GARDENS CONDOMINIUM located upon the following lands in St. Lucie County, Florida:

Lots 5 and 6, Block 3, located in Section 6, Township 37 South,
Range 41 East, as shown on the plat or map of St. Lucie Gardens
recorded in Plat Book 1, at Page 35 of the Public Records of St.
Lucie County, Florida, less the North 30 feet thereof.

**ARTICLE 3
Powers**

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

3.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate such condominiums pursuant to its Declaration and as it may be amended from time to time, including but not limited to the following;

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium and to assess reasonable late charges against unit owners delinquent in the payment of assessments and maintenance payments.
- b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.
- d. To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.
- e. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.
- g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium.
- h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the Bylaws.
- i. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- j. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
- k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.

l. To employ personnel to perform the services required for proper operation of the condominium (and to purchase or lease a unit in the condominium from its owner in order to provide living quarters for a manager of the condominium).

m. To own, operate and maintain Association properties, the expenses of which shall be equitably apportioned to those parcels entitled to use the facilities.

3.3 Purchase of units. (Except as provided for living accommodations of management personnel,) the Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 Condominium property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE 4

Members

4.1 Membership. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. The change of membership in the Association shall be established by the recording in the Public Records of St. Lucie County, Florida, of a deed or other instrument transferring ownership of the unit.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to at least one vote for each unit owned by him. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5 **Directors**

5.1 Number and qualification. The affairs of the Association shall be managed by a board consisting of seven (7) persons who are members of the Association.

5.2 Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3 Director removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner ;provided by the Bylaws.

ARTICLE 6 **Officers**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE 7 **Indemnification**

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE 8
Bylaws

The Bylaws of the Association were adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE 9
Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2. Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. The amendment must be approved by not less than seventy (70%) percent of the members present, in person or by proxy, at a duly convened meeting.

9.3. Limitations. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in Sections 3.3 to 3.6 of Article 3, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the public records of St. Lucie County, Florida.

ARTICLE 10
TERM

The term of the Association shall be perpetual.

ARTICLE 11
Registered Agent and Office

Registered Agent. The street address of the Association's registered office and the name of its Registered Agent at such address is as follows:

NAME

ADDRESS

Deborah L. Ross, Esq.

401 E. Osceola Street
Stuart, Florida 34995

This Amended and Restated Articles of Incorporation of CAMELOT GARDENS CONDOMINIUM HOMEOWNERS ASSOCIATION, INC. has been approved by not less than 75% of the entire membership of the Board of Directors and by not less than 70% of the votes of the entire membership of the Association, which votes were sufficient for approval, at a Special Members' Meeting held on March 19, 2001.

IN WITNESS WHEREOF, CAMELOT GARDENS CONDOMINIUM/ASSOCIATION, INC. has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 26th day of March, 2001.

WITNESSES:

CAMELOT GARDENS CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

Sandra Finch
Witness #1 Signature

By C. Joseph Brown
C. Joseph Brown, Its President

Sandra Finch
Witness #1 Printed Name

Rhonda Glass
Witness #2 Signature

Rhonda Glass
Witness #2 Printed Name

Stephanie Kestrel
Witness #1 Signature

By Lucy Hinell
Lucy Hinell, Its Secretary

Stephanie Kestrel
Witness #1 Printed Name

Jill David
Witness #2 Signature

Jill David
Witness #2 Printed Name

CORPORATE SEAL

Handwritten mark or stamp, possibly a date or initials, located in the bottom right corner.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on 3/26/01, 2001 by
C. Joseph Brown, as President of Camelot Gardens Condominium Association, Inc., who is
[] personally known to me, or who produced FLDL as identification.

Notarial Seal



Amy Hogan
MY COMMISSION # CC827141 EXPIRES
July 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Amy Hogan
NOTARY PUBLIC
Printed Name: Amy Hogan
Commission Expires: July 8, 2001

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on 3/26/01, 2001 by
Lucy Hinell, as Secretary of Camelot Gardens Condominium Association, Inc., who is []
personally known to me, or who produced FLDL as identification.

Notarial Seal



Amy Hogan
MY COMMISSION # CC827141 EXPIRES
July 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Amy Hogan
NOTARY PUBLIC
Printed Name: Amy Hogan
Commission Expires: July 8, 2001