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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
STUART EXECUTIVE COURT ASSOCIATION, INC.**

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 December 3, 1981.

**ARTICLE I**

**Name and Definitions**

The name of the corporation shall be STUART EXECUTIVE COURT 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 II**

**Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Statutes, as amended from time to time (Known therein and hereafter as the Condominium Act), for the operation of STUART EXECUTIVE COURT ASSOCIATION, INC., a condominium, located in Martin County, Florida.

**ARTICLE III**

**Powers**

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

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

3.2 **Enumeration.** In addition to the powers provided under Section 3.1 above, and not in limitation thereof, the Association shall have all of the powers and duties set forth in the Condominium Act, as amended from time to time, except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

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a. To make and collect assessments against members to defray the costs, expenses and losses of the Association.

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 apartment owners.

f. To reconstruct and repair improvements after casualty and the further improvement of the property.

g. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 65% of the votes of the entire membership of the Association before such shall become effective.

h. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

i. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

j. To contract for the management of the Association 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 employ personnel to perform the services required for proper operation of the condominium.

3.3 Purchase of Units. The Association shall not have the power to purchase an apartment 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, as amended from time to time.

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 as amended from time to time.

#### ARTICLE IV

##### Members

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

4.2 Evidence. After approval of the transfer, or of the ownership, of a unit in the manner required by the Declaration of Condominium, change of membership in the Association shall be established by (a) recording in the public records of Martin County, Florida, a certificate of the Association stating the approval required by the Declaration, (b) recording in the public records of Martin County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a certified copy of the recorded instruments. The owner receiving title to the unit by those instruments will be a member of the Association and the membership of the prior owner is terminated.

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, as amended from time to time.

#### ARTICLE V

##### Directors

5.1 Number and Qualification. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of that determination shall consist of three (3) directors. Directors must be 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, as amended from time to time, shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject to only to approval by unit owners when that is specifically required.

5.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws, as amended from time to time. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws, as amended from time to time.

## ARTICLE VI

### 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 VII

### 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, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; 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 rights of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

## ARTICLE VIII

### Bylaws

The first Bylaws of the Association shall be 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 IX

### 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. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The Approvals must be either

a. by not less than a majority of the entire membership of the board of directors and by not less than a majority of the votes of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 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, as amended from time to time.

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

## ARTICLE X

### Term

The term of the Association shall be perpetual.

## ARTICLE XI

### Registered Office/Agent

The registered office and registered agent of the Association shall be designated by the Board of Directors.

These Amended and Restated Articles of Incorporation for Stuart Executive Court Association, Inc., were approved by not less than 65% of the entire membership of the Board of Directors and by not less than 65% of the votes of the entire membership of the Association at the Board Meeting held on November 19, 2015, and the Membership Meeting held on February 5, 2016.

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 17 day of March, 2016.

WITNESSES AS TO PRESIDENT:

STUART EXECUTIVE COURT  
ASSOCIATION, INC.

Mary Coronato  
Printed Name: MARYA CORONATO  
Madeline Jones  
Printed Name: Madeline JONES

By: Glenn Kellis  
Glenn Kellis, President

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 17, 2016, by Glenn Kellis, as President of Stuart Executive Court Association, Inc. [ ] who is personally known to me, or [X] who has produced identification [Type of Identification: FLDL 420 28757 1700].

Notarial Seal

Kathryn A. Klug  
Notary Public

WITNESSES AS TO SECRETARY:

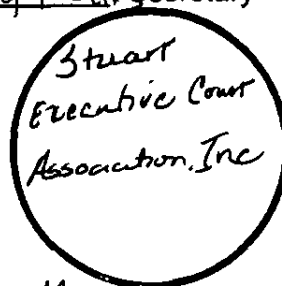
STUART EXECUTIVE COURT  
ASSOCIATION, INC.

KATHRYN A KLUG  
Commission # FF 031574  
Expires June 26, 2017  
Bonded thru Troy Fair Insurance 800-385-7019

Mary Coronato  
Printed Name: MARYA CORONATO  
Madeline Jones  
Printed Name: Madeline JONES

By: Erin Fogarty-Kellis  
Erin Fogarty-Kellis, Secretary

CORPORATE  
SEAL



STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 17, 2016, by Erin Fogarty Kellis, as Secretary of Stuart Executive Court Association, Inc. [ ] who is personally known to me, or [X] who has produced identification [Type of Identification: K-420 206 584470 - FLD].

Notarial Seal

Kathryn A. Klug  
Notary Public

