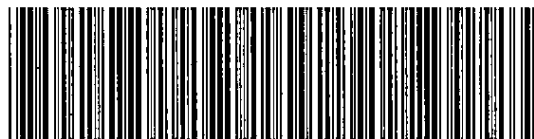


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(Requestor's Name)



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MIDDLE DISTRICT OF FLORIDA  
STUART, FL

Restated Act

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**RESTATED  
ARTICLES OF INCORPORATION  
OF  
MARINER SANDS CLUB VILLAS ASSOCIATION, INC.**

The purpose of these Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation recorded in the public records of Martin County, Florida at Official Records Book 536, Page 1121. One of these purposes was to form a corporation not for profit under the Statutes of the State of Florida and to certify as follows:

ARTICLE 1

NAME

The name of the corporation shall be MARINER SANDS CLUB VILLAS ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE 2

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, as amended from time to time for the operation of MARINER SANDS CLUB VILLAS, A Condominium, located upon lands lying and being in Martin County, Florida, and more particularly described by Section 3 of the Declaration of Condominium for MARINER SANDS CLUB VILLAS, a Condominium.

2.2 The Association will make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

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

3.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles

3.2 The Association will have all of the powers and duties set forth in the Condominium Act, as amended from time to time, and those set forth in these Articles, the By-Laws and the Declarations of Condominium for the Condominiums operated by the Association if not inconsistent with the Condominium Act; and it will have all of the powers and duties reasonably necessary to operate said condominiums pursuant to the Declaration of Condominium, as may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the separate condominium.
- b. To use the proceeds of assessments 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 properties.
- e. To purchase insurance for the condominium properties and insurance for the protection of the Association and its members as condominium unit owners.
- f. To reconstruct improvements after casualty and to further improve the condominium properties.
- g. To make and amend reasonable regulations respecting the use of the condominium properties.
- h. To approve or disapprove the transfer and ownership of condominium units as may be provided by the Declaration of Condominium and the Bylaws of the Association.
- i. To endorse 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 condominium properties.
- j. To contract with any person or entity for the operation, maintenance and repair of the condominium property. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, as amended from time to time.
- k. To contract for the management or operation of such portions of the common elements of the condominiums as are susceptible to separate management and operation, and to grant leases of those portions for this purpose.
- l. To enter into leases, as Lessee.
- m. To employ personnel to perform the services required for the proper management operation of the condominiums.

3.3 All funds, except: such portions thereof as are expended for the common expenses of the condominium, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the Declaration of Condominium, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

3.4 The powers of the Association will be subject to and will be exercised and in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Association.

#### ARTICLE 4

#### MEMBERS

4.1 The members of the Association will consist of all of the record owners of the condominium units in the condominiums, said condominium units being apartments of various types; and after termination of any condominium will consist of those who were members of the terminated condominium at the time of such termination, their successors and assigns.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing a record title to a condominium unit and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 his condominium unit.

4.4 The owner of each condominium unit shall be entitled to at least one vote as a member, of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

#### ARTICLE 5

#### DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws of the Association, but not less than three directors; and in the absence of such determination shall consist of three directors. Directors must ~~need not~~ be members of the Association.

5.2 All the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, 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 Directors of the Association will be elected at the annual meeting of the members in accordance with the Condominium Act, as amended from time to time. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws of the Association.

## ARTICLE 6

### OFFICERS

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

## ARTICLE 7

### INDEMNIFICATION

Every director and every officer of the Association will 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, whether or not he is a director or officer at the time such expenses 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 the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE 8

### BYLAWS

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

## ARTICLE 9

### AMENDMENTS

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

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

9.2 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 such approval is delivered to the Association at or prior to the

meeting. Such approval must be by not less than a majority of the entire membership of the Board of Directors and by not less than a majority of those members present at a meeting of the members.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declarations of Condominium.

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

#### ARTICLE 10

##### TERM

The term of the Association shall be perpetual.

#### ARTICLE 11

##### REGISTERED AGENT

The Association's registered office and registered agent will be determined by the Board of Directors.

The Restated Articles of Incorporation for Mariner Sands Club Villas Association, Inc. were approved by the membership by vote sufficient for approval at the members' meeting held on April 9, 2018 and approved by the Board of Directors by a vote sufficient for approval at a directors' meeting.

The undersigned, Mariner Sands Club Villas Association, Inc., consents to the terms and conditions contained in the foregoing Restated Articles of Incorporation and assumes the duties and obligations imposed upon the undersigned thereunder.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 24 day of April 2018.

WITNESSES AS TO PRESIDENT:

Kim Hauck  
Printed Name: Kim Hauck

MARINER SANDS CLUB VILLAS  
ASSOCIATION, INC.

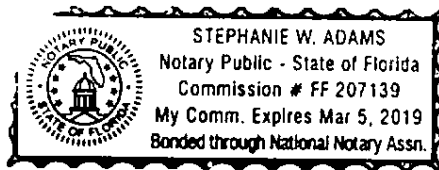
By: Susan Wisor  
SUSAN S WISOR, President

Lea Pollak  
Printed Name: Lea Pollak

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on April 24, 2018, by Susan S. Wisn, as President of Mariner Sands Club Villas Association, Inc. [ ] who is personally known to me, or [  ] who has produced identification [Type of Identification: \_\_\_\_\_ ].

Notarial Seal



Stephanie W. Adams  
Notary Public

WITNESSES AS TO SECRETARY:

MARINER SANDS CLUB VILLAS  
ASSOCIATION, INC.

Kim Hauck  
Printed Name: Kim Hauck

By: Bonnie L. Morrow  
Bonnie L. Morrow, Secretary

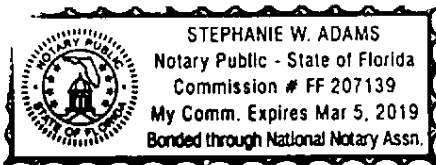
Lea Pollak  
Printed Name: Lea Pollak

CORPORATE  
SEAL

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on April 24, 2018, by Bonnie L. Morrow Secretary of Mariner Sands Club Villas Association, Inc. [ ] who is personally known to me, or [  ] who has produced identification [Type of Identification: \_\_\_\_\_ ].

Notarial Seal



Stephanie W. Adams  
Notary Public