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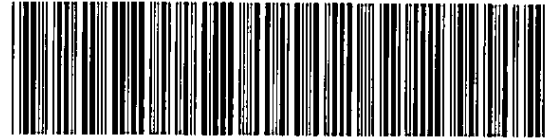
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VISTA ST. LUCIE ASSOCIATION, INC.  
(A Condominium Association)

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the original Articles of Incorporation as filed with the Secretary of State on February 26, 1982 and amended on March 15, 1989.

ARTICLE 1.

Name and Address

The name of the corporation will be VISTA ST. LUCIE ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association. Its address is 30A Lake Vista Trail, Port St. Lucie, Florida 34952.

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, for the operation of a condominium to be established upon land in St. Lucie County, Florida. The name by which this condominium will be identified is VISTA ST. LUCIE, hereinafter called the 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, except as limited by these Articles and the Declaration of Condominium for the Condominium; and it will have all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration of Condominium, as it 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 Condominium.

- B. To use the proceeds of assessments in the exercise of its powers and duties.
- C. To maintain, repair, replace and operate the condominium properties.
- D. To purchase insurance for the condominium properties; and insurance for the protection of the Association and its members as Unit owners.
- E. To reconstruct improvements after casualty and to further improve the condominium properties.
- F. To make and amend reasonable rules and regulations respecting the use of the condominium properties.
- G. To approve or disapprove the transfer, mortgage and ownership of Units, as may be provided by the Declaration of Condominium of the Condominium and the Bylaws of the Association.
- H. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and the Rules and Regulations for the use of the condominium properties.
- I. To contract with any person, firm, or entity for the operation, maintenance, or repair of the condominium properties. However, any such contracts shall not be in conflict with the powers and duties of the Association or the rights of Unit owners as provided in the Condominium Act, in these Articles of Incorporation, in the Bylaws of the Association, in the Declaration of Condominium for the Condominium, or any other enabling documents.
- J. To lease such portions of the common elements of the Condominium as are susceptible to separate management and operation.
- K. To employ personnel to perform the services required for the proper management, operation and maintenance of the Condominium and of any recreational facilities leased to it.

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 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 Units in the Condominium.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of St. Lucie County, Florida, of a deed or other instrument

establishing a record title to a Unit and by the Delivery to the Association or 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 Unit.

4.4 The owner of each Unit will be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights will be determined by the Bylaws of the Association.

#### ARTICLE 5.

5.1 The affairs of the Association will be managed by a board consisting of seven (7) directors, who will be elected in the manner described in the Bylaws of the Association. Directors must be members of the Association.

5.2 Directors of the Association will be elected at the annual meeting of the members, in the manner described in the Bylaws of the Association. 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. Such officers will be elected by the Board of Directors at its first meeting following such Annual Meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

#### ARTICLE 7.

##### Indemnification

Section 1. General. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and member of a Committee of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) (and including administrative proceeding) to which he/she may be a party because of his/her being or having been a Director, officer or member of a Committee of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or

2. A violation of criminal law, unless the Director, officer or Committee member had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his action was lawful; or

3. A transaction from which the Director, officer or Committee member derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director, officer or Committee member may be entitled.

Section 2. Provisos in connection with the ACT.

1. It is specifically recognized and agreed that the protections of Section 1 above shall fully apply in connection with the decisions/recommendations of the Directors, officers and/or Committee members to disapprove transfers by reason of age, in which any action arises or is threatened under the ACT.

2. Exception. This Article 7 shall not apply to protect Directors, officers or Committee members where they know or had reason to know that the COMMUNITY was not exempted from the ACT by EXEMPTION THREE.”

ARTICLE 8.

Bylaws

The first Bylaws of the Association will be 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 Vote Required to Amend Articles of Incorporation. Except as otherwise provided by Florida Law, these Articles of Incorporation may be amended by concurrence of a majority of the entire membership of the Board of Directors and a majority of the voting interests of the entire membership of the Association.”

9.3. Provided, however, that no amendment will 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 Units; and no amendment will be made that is in conflict with the Condominium Act or the Declaration of Condominium.

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

ARTICLE 10.

Term

The term of the Association will be perpetual.

These Amended and Restated Articles of Incorporation for Vista St. Lucie Association, Inc. were approved by a majority of the Board of Directors and by a majority of all members. Said approvals occurring at the Board Meeting held on October 26 2017 and the Members' Meeting held on May 29, 2018, which vote was sufficient for approval.

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 5th day of June, 2018.

WITNESSES AS TO PRESIDENT:

VISTA ST. LUCIE ASSOCIATION, INC.

Thomas F. McIntire  
Printed Name: Thomas F. McIntire

By: Donna E. Chandler  
DONNA E. CHANDLER, President

Edward Culligan  
Printed Name: Edward Culligan

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on June 5, 2018, by Donna Chandler as President of Vista St. Lucie Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal 

Paula J. Kiley  
Notary Public

WITNESSES AS TO SECRETARY:

VISTA ST. LUCIE ASSOCIATION, INC.

Thomas F. McIntire  
Printed Name: Thomas F. McIntire

By: Virginia Fossaceca  
VIRGINIA FOSSACECA Secretary

Edward Culligan  
Printed Name: Edward Culligan

CORPORATE  
SEAL

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on June 5, 2018, by  
VIRGINIA FOSSACECA, as Secretary of Vista St. Lucie Association, Inc. [] who is personally known  
to me, or [  ] who has produced identification [Type of Identification:  
\_\_\_\_\_].

Notarial Seal



Paula J. Kiley  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# GG165143  
Expires 12/4/2021

P. Kiley  
Notary Public