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December 20, 2006

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

RE: The Village of Stuart Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for The Village of Stuart 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 call.

Sincerely,



Elizabeth P. Bonan, Esq.

EPB/kmr

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAGE OF STUART 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, Division of Corporations on August 9, 1982 and amended on January 13, 1988 and May 14, 1997. The same Articles of Incorporation were recorded in the public records of Martin County at Official Records Book 558, Page 1647, et. seq. and amended at OR Book 755, Page 2096, et. seq. and OR Book 1217, Page 2584, et. seq.

ARTICLE 1: NAME AND DEFINITIONS

The name of the corporation shall be THE VILLAGE OF STUART ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the By-laws of the Association as By-laws.

ARTICLE 2: PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Statutes, for the operation of THE VILLAGE OF STUART, a Condominium, to be located in Martin County, Florida. The corporation shall provide for the maintenance, preservation, administration, and management of the Condominium.

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.

3.2. ENUMERATION. The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties necessary to operate the Condominium pursuant to the 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 as unit owners to defray the costs, expenses and losses of the Condominium.
- b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c. Subject to the limitations set forth in paragraph 3.3, to buy or lease both real and personal property for Condominium use of the respective Condominiums, and to sell or otherwise dispose of property so acquired.
- d. To maintain, repair, replace and operate the Condominium properties, and property acquired or leased by the Association for use by unit owners. The association is granted reasonable rights of entry upon said properties for purposes of repair and maintenance and shall be permitted to grant permits, licenses and easements as reasonably necessary to accomplish this purpose.
- e. To purchase insurance upon the Condominium properties and insurance for the protection of the Association and its members as unit owners.
- f. To reconstruct and repair improvements after casualty and to further improve the Condominium properties.
- g. To make and amend reasonable regulations respecting the use and appearance of the property in the Condominium; provided, however, that all those regulations and their amendments shall be approved by the Board of Directors of the Association and recorded in the public records before they shall become effective.
- h. To approve or disapprove the sale or transfer of ownership and possession of units 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 Condominium properties.
- 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 of the Condominium susceptible to separate management or operation.
- l. To employ personnel to perform the services required for proper operation of the Condominium.
- m. To operate and manage the Condominium subject to, and in accordance with the sense, meaning, direction, purpose and intent of the Declaration of Condominium as the same may be from time to time amended and to otherwise perform, fulfill and exercise the powers and privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and By-laws.

3.3. PURCHASE OF UNITS. The Association shall not have the power to purchase units 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 By-laws.

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 By-laws.

ARTICLE 4: MEMBERS

4.1. MEMBERSHIP. The members of the Association shall consist of all of the record owners of units in THE VILLAGE OF STUART, a 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. 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 true copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be 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 and appurtenance to the unit for which that share is held.

4.4. VOTING. A member of the Association shall be entitled to 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 By-laws of the Association. If an apartment unit is owned by more than one person, or is owned by a corporation, partnership, joint venture, or other entity, the designation of a voting representative shall be made as provided in the By-laws and such voting representative for purposes of this Article shall be considered to be the "member".

ARTICLE 5: DIRECTORS

5.1. NUMBER AND QUALIFICATIONS. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-laws, but not less than three (3) directors, and in the absence of that determination shall consist of three (3) directors. Directors shall be members of the Association.

5.2. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Condominium Act, the Declaration of Condominium, these Articles and By-laws 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. ELECTION: REMOVAL. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

ARTICLE 6: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. 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 inclusive of all other rights to which that person may be entitled.

ARTICLE 8: BY-LAWS

The first By-laws 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 By-laws.

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. 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 60% of the entire membership of the Board of Directors and by not less than 51% of the votes of the entire membership of the Association; or

b. By not less than 60% of the votes of the entire membership of the Association.

9.3 LIMITATION. Provided, however, that no amendment shall make any changes in the qualification 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 Martin County, Florida.

ARTICLE 10: TERM

The term of the Association shall be perpetual.

ARTICLE 11: REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and Registered Office of the Association shall be as designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation for The Village of Stuart Association, Inc. were approved by the Members, with a vote sufficient for approval on December 2, 2006.

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 14th day of December 2006

WITNESSES:

THE VILLAGE OF STUART
ASSOCIATION, INC.

Howard F. Wade
Printed Name: Howard F. Wade
Patricia McLoughlin (Sec'y)
Printed Name: Patricia McLoughlin

By: Jacqueline Martin
Its: President

Howard F. Wade
Printed Name: Howard F. Wade
Patricia McLoughlin (Sec'y)
Printed Name: Patricia McLoughlin

By: Jacqueline Martin
Its: Vice President


CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on 12/14, 2006, by Jacqueline Martin, as President of The Village of Stuart Association, Inc.

[☒] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

NOTARY PUBLIC-STATE OF FLORIDA
Notarial Seal Diane A. Elgrim
Commission # DD498399
Expires: JAN. 31, 2010
Bonded Thru Atlantic Bonding Co., Inc.

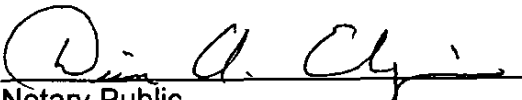

Notary Public

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on December 14, 2006
by Patricia McLaughlin as Secretary of The Village of Stuart Association, Inc. [☒]
who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

NOTARY PUBLIC-STATE OF FLORIDA
Diane A. Elgrim
Commission # DD498399
Expires: JAN. 31, 2010
Bonded Thru Atlantic Bonding Co., Inc.


Notary Public