

771213

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(Address)

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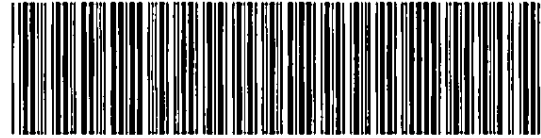
(Business Entity Name)

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2018 OCT -2 PM 2:07

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OCT 05 2018  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Pelican Pointe Umbrella Association, Inc.

**DOCUMENT NUMBER:** 771213

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles W. McKinnon  
(Name of Contact Person)

McKinnon & Hamilton, PLLC  
(Firm/ Company)

3055 Cardinal Drive, Suite 302  
(Address)

Vero Beach, Florida 32963  
(City/ State and Zip Code)

sjcwmlaw@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles W. McKinnon at (772) 231-3770  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
PELICAN POINTE UMBRELLA ASSOCIATION, INC.**

FILED  
2018 OCT -2 PM 2:07  
CLERK OF CIRCUIT COURT  
INDIAN RIVER COUNTY, FLORIDA

THE UNDERSIGNED, being the President of PELICAN POINTE UMBRELLA ASSOCIATION, INC., a Florida non-profit corporation, hereby certify that after the affirmative vote of not less than sixty-six and two-thirds percent (66 2/3%) of the Board of Directors at a duly called meeting of the Board of Directors, at an Owners Meeting duly held on the 5<sup>th</sup> day of April, 2018, in accordance with the requirements of Florida law, the Articles of Incorporation for Pelican Pointe Umbrella Association, Inc., which was recorded in Official Records Book 711, beginning at Page 2822, of the Public Records of Indian River County, Florida, and the Bylaws of Pelican Pointe Umbrella Association, Inc., not less than sixty-six and two-thirds percent (66 2/3%) of the members of the Association, voted in favor of the Amended and Restated Articles of Incorporation as hereinafter set out.

IN WITNESS WHEREOF, the undersigned President of the Association has executed this Certificate of Amendment, this 13 day of September, 2018.

PELICAN POINTE UMBRELLA  
ASSOCIATION, INC.

By: Robert Carr  
President

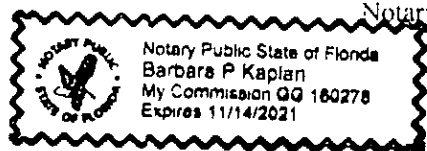
(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Robert Carr, the President of Pelican Pointe Umbrella Association, Inc., who ☐ has produced \_\_\_\_\_ as identification or who ☒ is personally known to me to be the person described in the foregoing instrument and who has acknowledged before me that he executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 12 day of September, 2018.

Barbara Kaplan  
Print Name: BARBARA KAPLAN  
Notary Public, State of Florida at Large (Affix Seal)



FILED  
2018 OCT -2 PM 2:07  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
PELICAN POINTE UMBRELLA ASSOCIATION, INC.**

These are the amended and restated Articles of Incorporation for Pelican Pointe Umbrella Association, Inc. originally filed with the Florida Department of State on November 14, 1983, under Charter Number 771213. Matters of only historical interest have been omitted.

**ARTICLE I**

**NAME**

The name of the corporation shall be Pelican Pointe Umbrella Association, Inc. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE II**

**ADDRESS**

The principal place of business of the Association is 5885 Marina Drive, Sebastian, Florida, 32958.

**ARTICLE III**

**PURPOSE**

- 3.1 The purpose for which the Association is organized is to provide an entity for the operation of the community of Pelican Pointe.
- 3.2 The Association shall make no distribution of income to its members, directors or officers. This provision shall not apply to the distribution of insurance proceeds, nor the distribution of proceeds affiliated with termination or condemnation, as provided by law.

**ARTICLE IV**

**POWERS**

- 4.1 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.

- 4.2 The Association will have all of the powers and duties set forth in Chapter 720 of the Florida Statutes, the Homeowners Association Act, as may be amended from time to time, except as limited by these Articles, the Common Facilities Covenants and the Declaration of Restrictions for Pelican Pointe; and it will have all of the powers and duties reasonably necessary, including not limited to, the following:
- 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 in the exercise of its powers and duties.
  - c. To maintain, repair, replace and operate common property.
  - d. To purchase insurance for the common properties; and insurance for the protection of the Association and its members.
  - e. To reconstruct improvements after casualty and to further improve the common properties.
  - f. To make and amend reasonable regulations respecting the use of property subject to the Common Facilities Covenants and the Declaration of Restrictions for Pelican Pointe.
  - g. To enforce by legal means the provisions of the Homeowners Association Act, the Common Facilities Covenants and Declaration of Restrictions for Pelican Pointe, these Articles, the Bylaws of the Association and the Regulations for the use of the property subject to the Common Facilities Covenants and Declaration of Restrictions for Pelican Pointe.
  - h. To employ personnel to perform the services required for the proper management and operation of the Association.
  - i. To make contracts and incur liabilities, borrow money at rates of interest as the Association may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- 4.3. All funds, except such portions thereof as are expended for the common expenses of the Association, and the titles of all properties will be held in trust for the members of Association in accordance with their respective interests under the Declaration of Restrictions and Common Facilities Covenants for Pelican Pointe, and in accordance with the Provisions of these Articles of Incorporation and the Bylaws of Pelican Pointe Association, Inc.

- 4.4 The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Restrictions, Common Facilities Covenants, and Bylaws of Pelican Pointe Umbrella Association.

## **ARTICLE V**

### **MEMBERS**

- 5.1 The members of the Association will consist of all of the record owners of property within Pelican Pointe, Indian River County, Florida.
- 5.2 After receiving approval of the Association, change of membership will be established by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing a record title to a unit and by 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.
- 5.3 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 their unit.
- 5.4 A unit is defined as a condominium residence, a detached single family residence or a residential lot. Any residence built on more than one lot will be considered as one unit.

## **ARTICLE VI**

### **DIRECTORS**

- 6.1 The affairs of the Association will be managed by a board consisting of the members of directors determined by the Bylaws of the Association, but not less than three (3) directors.
- 6.2 Directors of the Association will be elected at the annual meeting of the members.

## **ARTICLE VII**

### **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 the first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

## **ARTICLE VIII**

### **INDEMNIFICATION**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director, Officer, employee or agent of the Association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that they did not act in good faith or in a manner they reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that they reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe that their conduct was unlawful.

To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding, upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that they are not entitled to be indemnified by the Association. The indemnification provided by this Article shall not be deemed exclusive of any other rights to members, or otherwise, and shall continue as to the person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of that person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify

them against such liability.

Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE IX**

### **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 ten percent (10%) of the members of the Association and except as elsewhere provided:

- a. Such approvals must be by not less than a majority of the entire membership of the Board of Directors; and
- b. By not less than two-thirds (2/3) of the voting interest of the Association present, in person or by proxy, and voting at a duly noticed Members Meeting at which a quorum is present.

9.3 Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members. No amendment will be made that is in conflict with the Declaration of Restrictions or Common Facilities Covenants for Pelican Pointe unless similar amendment is made to the Declaration of Restrictions or the Common Facilities Covenants of Pelican Pointe.

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 of Indian River county, Florida.

## **ARTICLE X**

### **TERM**

The Association shall have perpetual existence.



The date of each amendment(s) adoption: April 5, 2018, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 27, 2018

Signature: See attached Certificate of Amended and Restated Articles of Incorporation

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

\_\_\_\_\_  
(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)