

N040000003717

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(Business Entity Name)

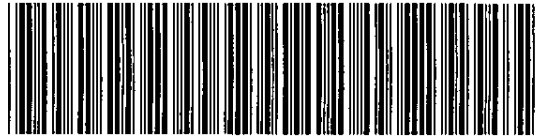
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*Amended &  
Restated*

12/17/08--01009--001 \*\*43.75

*Articles*

FILED

2009 JAN 13 AM 8:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR  
1/14/09*

*400789, 01048, 01165, 00547, 00671*

**KRASNY AND DETTMER**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

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\*FLORIDA SUPREME COURT CERTIFIED  
MEDIATOR-ARBITRATOR

<sup>Δ</sup>BOARD CERTIFIED IN TAXATION

†ALSO CERTIFIED PUBLIC ACCOUNTANT

<sup>o</sup>ADMITTED COLORADO BAR

December 12, 2008

Department of State  
Division of Corporations  
Corporate Filings - Amendments  
P. O. Box 6327  
Tallahassee, FL 32314

Re: San Marino Estates Homeowners Association, Inc.

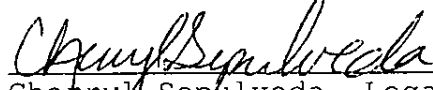
Dear Sir or Madam:

Enclosed please find the original and one copy of the Amended Articles of Incorporation for the above referenced entity, together with our check in the amount of \$43.75 for cost of same and a certified copy of same.

Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER

  
Cherry Sepulveda, Legal  
Assistant to Scott Krasny

CLS/  
Encl.



COPY

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 23, 2008

Cherryl Sepulveda-Krasny & Dettmer Law Office  
The Riverfront Building  
304 S. Harbor City Blvd, Ste 201  
Melbourne, FL 32901-1324

SUBJECT: SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N04000003717

We have received your document for SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The amended and restated articles must be signed by the chairman, any vice chairman of the board of directors, its president or another one of its officers. It can not be signed by an incorporator since there is no provision in Chapter 617 for an incorporator to amend the articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 608A00061462

RECEIVED  
2009 JAN 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC.

FILED

2009 JAN 13 AM 8:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0202 of the Florida Not-for-Profit Corporation Act, the undersigned, subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes and acknowledges the Articles of Incorporation set forth below and provides as follows:

ARTICLE I

Name

The name of this corporation shall be SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC. and its principal place of business shall be located at 152 N. Harbor City Blvd., Suite 200, Melbourne, FL 32935, with a mailing address of 152 N. Harbor City Blvd., Suite 200, Melbourne, FL 32935.

ARTICLE II

Term

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE III

Purpose and Powers

The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By Laws, or the Declaration of Covenants, Conditions and Restrictions for San Marino Estates. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the By Laws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Lot Owners and for the maintenance, administration and improvement of the Properties and the Common Properties within its jurisdiction.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit Number 4-009-92261-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association

for the costs of maintenance and operation of the surface water or stormwater management system.

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, and among other things, the improvement, maintenance and preservation of the Properties and the Common Properties to promote the health, safety and welfare of the Lot Owners.

#### ARTICLE IV

##### Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the By Laws. This corporation is organized upon a nonstock basis and shall not issue shares of stock.

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 152 North Harbor City Blvd., Suite 200, Melbourne, FL 32935, and the name of the initial registered agent of this corporation is Scott Krasny, Esquire, at 304 S. Harbor City Blvd., Suite 201, Melbourne, FL 32901.

#### ARTICLE VI

##### Initial Board of Directors

The initial Members and Board of Directors of the corporation shall consist of not less than two (2) nor more than ten (10) directors. The manner in which the Directors are to be elected or appointed and the number of directors of the corporation shall be specified, from time to time, by the By Laws, provided, however, that the number of directors shall never be less than two (2). The names and street addresses of the initial directors of this corporation are:

John Newton	152 N. Harbor City Blvd., Suite 200 Melbourne, FL 32935
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Mike Brubaker	152 N. Harbor City Blvd., Suite 200 Melbourne, FL 32935
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#### ARTICLE VII

##### Incorporator

The name and street address of the person signing these Articles of Incorporation is:

John Newton	152 N. Harbor City Blvd., Suite 200 Melbourne, FL 32935
-------------	------------------------------------------------------------

ARTICLE VIII  
By Laws

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors.

ARTICLE IX  
Amendment

These Articles of Incorporations may be amended only by the members in the manner provided by Florida Statutes and as same may be amended from time to time.

ARTICLE X  
Dissolution

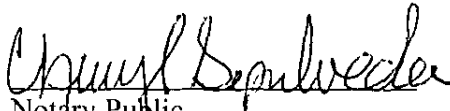
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

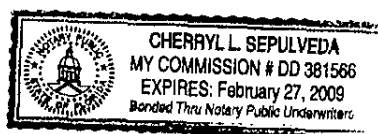
IN WITNESS WHEREOF, the undersigned subscriber has hereto set his hand and seal this 8<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
JOHN NEWTON, Chairman

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of January, 2009, by John Newton. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 617.0501 and 607.0503, Florida Statutes, the following is submitted:

SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC. desiring to organize as a domestic corporation or qualify under the laws of the state of Florida with its principal place of business at: 152 N. Harbor City Blvd., Suite 200, Melbourne, FL 32935, has named and designated: Scott Krasny, Esquire, of Krasny and Dettmer, with its registered office located at 304 S. Harbor City Blvd., Suite 201, Melbourne, FL 32901, as its Registered Agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named as a Registered Agent for SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
SCOTT KRASNY,  
Registered Agent

**CERTIFICATE OF CHAIRMAN**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **SAN MARINO ESTATES HOMEOWNERS ASSOCIATION, INC.**, a corporation not-for-profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at Melbourne, County of Brevard, State of Florida, has named John Newton, located at 152 N. Harbor City Blvd., Suite 200, Melbourne, FL 32935, as its Chairman. The Amended and Restated Articles were adopted by the Board of Directors. The Amendment is authorized to be made upon Board approval and does not require any member's approval or authorization.



\_\_\_\_\_  
John Newton, Chairman

Dated: January 8, 2009