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04 DEC 23 PM 2:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/3/04



Amended +
restated Art

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FT. CLINCH CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N04000004772

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

Please return all correspondence concerning this matter to the following:

ARTHUR I. JACOBS

(Name of Contact Person)

JACOBS AND ASSOCIATES, INC.

(Firm/ Company)

961687 GATEWAY BOULEVARD, SUITE 201-i

(Address)

FERNANDINA BEACH, FLORIDA 32034

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

ARTHUR I. JACOBS

(Name of Contact Person)

at (904) 261-3693

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FT. CLINCH CONDOMINIUM ASSOCIATION, INC.

FILED
04 DEC 23 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

I.
NAME

The name of this corporation shall be FT. CLINCH CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

II.
PURPOSES AND POWERS

The Association shall have the following powers:

A. To manage, operate and administer FT. CLINCH CONDOMINIUM ASSOCIATION INC. (referred to herein as the "Condominium"), and to undertake the performance of, and carry out the acts and duties incident to the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public records of Nassau County, Florida.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of the common law and statutory powers and duties set forth in Chapter 718, Florida Statutes, as amended (the "Condominium Act") and the Declaration of Condominium for the Condominium and all other powers and duties reasonably necessary to

operate the Condominium, as same may be amended from time to time.

III. **MEMBERS**

A. Each unit owner in the Condominium and the Subscribers to these Articles shall automatically be members of the Association. Membership of the Subscribers shall terminate upon the entire Board of Directors of the Association being selected by unit owners other than the Developer.

B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of record title to a unit as evidenced by the recording of a deed of conveyance amongst the Public Records of Nassau County, Florida, or as provided in the Declaration of Condominium, upon transfer of title upon death of a member and membership shall terminate upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote, there shall be only one vote for each Unit, as said term is defined in the Declaration of Condominium, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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.

IV. **EXISTENCE**

The Association shall have perpetual existence.

V. **SUBSCRIBERS**

The name and addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS:</u>
CLAUDE A. HARTLEY	2505-B W. 5 TH St. Fernandina Beach, FL 32034
RITA I. HARTLEY	2505-B W. 5 TH St. Fernandina Beach, FL 32034

VI.
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors initially composed of two persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Associations's By-Laws.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>NAME</u>	<u>ADDRESS</u>
CLAUDE A. HARTLEY	2505-B W. 5 TH St. Fernandina Beach, FL 32034
RITA I. HARTLEY	2505-B W. 5 th St. Fernandina Beach, FL 32034
NATALIE THELEMANN	2637 Capice Fernandina Beach, FL 32034

VII.
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
CLAUDE A. HARTLEY	President	2505-B W. 5 th St. Fernandina Beach, FL 32034
RITA I. HARTLEY	Vice-President/ Secretary	2505-B W. 5 th St. Fernandina Beach, FL 32034
NATALIE THELEMANN	Treasurer	2637 Capice Fernandina Beach, FL 32034

VIII.
BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as would prejudice the rights of the

Developer of the Condominium or mortgagees holding mortgages encumbering units in the Condominium, without their prior written consent.

IX.

AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of members having no less than 75% of the total votes in the Association.

C. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members of the Association, without approval in writing by all members and the joinder of all record owners of mortgages encumbering condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

X.

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association and be each member of the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director(s) or Officer(s) in connection with any preceding or any settlement thereof to which the Director(s) or Officer(s) may be a party, or in which the Director(s) or Officer(s) may become involved by reason of the Director(s) or Officer(s) being or having been a Director(s) or Officer(s) of the Association, whether or not a Director(s) or Officer(s) at the time such expenses are incurred, except in such cases wherein the Director(s) or Officer(s) is adjudged guilty of willful misconduct in the performance of such Director's or Officer's duty; provided that in the event of a settlement, the indemnification, approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director(s) or Officer(s) may be entitled.

XI.
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 2505-B W. 5th St., Fernandina Beach, Florida 32034, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office of the Association is at 2505-B W. 5th St., Fernandina Beach, Florida 32034, and the initial registered agent therein is CLAUDE A. HARTLEY.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this de day of December, 2004.

Signed, Sealed And Delivered

In the Presence of:

Aronne Y. Mireras
Print Name: Aronne Y. Mireras

Merena C. Jones
Print Name: MERENA C JONES

Claude A. Hartley
CLAUDE A. HARTLEY

Aronne Y. Mireras
Print Name: Aronne Y. Mireras

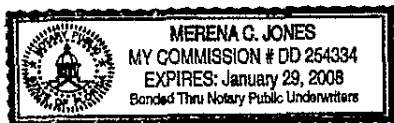
Merena C. Jones
Print Name: MERENA C JONES

Rita I. Hartley
RITA I. HARTLEY

STATE OF FLORIDA)
) SS:
COUNTY OF NASSAU)

The foregoing instrument was acknowledged before me this 6th day of December 2004, by CLAUDE A. HARTLEY and RITA I. HARTLEY, who are personally known to me or who produced Driver's Licenses as identification.

My Commission Expires:



Merena C. Jones
Notary Public, State of Florida

Print Name: MERENA C JONES

CERTIFICATE TO AMENDED AND RESTATED ARTICLES

Articles of Amendment
to
Articles of Incorporation
of

FT. CLINCH CONDOMINIUM ASSOCIATION, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N04000004772

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

SEE ATTACHED

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: 12/21/04

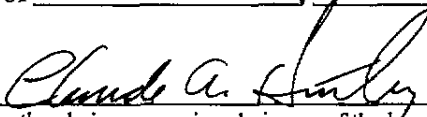
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 21ST day of DECEMBER, 2004

Signature



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

CLAUDE A. HARTLEY

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35