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Division of Corporations

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SECRETARY OF STATE
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
VENETIAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.
(A Florida Corporation Not for Profit)**

**ARTICLE I
NAME**

The name of this corporation shall be Savannah Estates Property Owners' Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL ADDRESS**

The mailing and principal office address of the Association shall be 701 S. Olive Avenue, Suite 104, West Palm Beach, FL 33401, Attn: Association President. The Association is NOT a condominium association under Chapter 718, Florida Statutes.

**ARTICLE III
DEFINITIONS**

All terms that are used but not otherwise defined in these Articles of Incorporation shall have the meanings ascribed to such terms in the AMENDED AND RESTATED DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS FOR SAVANNAH ESTATES, and any amendments or supplements thereto, to be recorded in the Public Records of Martin County, Florida (hereinafter referred to as the "Declaration").

**ARTICLE IV
PURPOSES**

The purposes for which this Association is organized are to operate and manage the affairs and property of the Association, to perform all acts provided in the Declaration and applicable Florida laws, and administer the interests of the Association and the Owners. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or any individual person, firm or corporation.

**ARTICLE V
POWERS**

A. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

1. To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.

2. To enforce, by legal action or otherwise, the provisions of the Declaration, By-Laws, Rules and Regulations, covenants, restrictions and agreements governing or binding the Association and Savannah Estates.

3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

4. To pay all operating costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

5. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Savannah Estates to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

8. To participate in mergers and consolidations with the other non-profit corporations as it determines and as provided in the Declaration.

9. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Savannah Estates, the Common Areas, Lots, and Units as provided in the Declaration, and to effectuate all of the purposes for which the Association is organized.

10. To have and to exercise any and all powers, rights and privileges which are not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

11. To employ personnel and retain independent contractors to contract for management of the Association, Savannah Estates, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

12. To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, and Savannah Estates, as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services. The foregoing shall not be deemed to impose any obligation on the Association to provide such services.

13. To establish committees and delegate certain of its functions to those committees.

14. The obligation to operate and maintain the Surface Water Management System within Savannah Estates (including, without limitation, all lakes, retention areas, culverts and

related appurtenances, if any) in a manner consistent with the applicable SFWMD Permit requirements and applicable SFWMD rules, and to assist in the enforcement of the Declaration which relate to the Surface Water Management System. The Association shall be responsible for assessing and collecting assessments for the operation, maintenance, and if necessary, repairs of the Surface Water Management System within Savannah Estates.

ARTICLE VI MEMBERS

The Members of the Association shall consist of Declarant (for as long as it owns a Lot or Unit in Savannah Estates) and the record property Owners of all of the Lots and Units, in Savannah Estates, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Membership shall be established effective immediately upon becoming an Owner; provided, however, that such new Member's rights shall not become effective until the new Member presents the Association with a recorded copy of the deed of conveyance or other muniment of title conveying the title to the Unit so conveyed, and such membership shall pass with title to the Lot or Unit in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Lot or Unit. Each and every Member shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles of Incorporation, the Declaration and the Bylaws of the Association, as amended from time to time.

ARTICLE VII CLASSES OF MEMBERS, VOTING AND ASSESSMENTS

A. The Association shall have two (2) classes of membership (Class A and Class B) as follows:

1. Class A Members shall be all those Owners as defined in Article VI hereof with the exception of KC LOCKS ROAD LLC, a Florida limited liability company ("Declarant"). Prior to Turnover (as hereinafter defined), Class A Members shall have no voting rights, unless otherwise set forth in the Declaration or the Board of Directors requests the vote of the Members on any action. After Turnover, Class A Members shall be entitled to one (1) vote for each Lot or Unit owned in which they hold the interests required for membership by Article VI hereof. Two Lots may be combined to form one Unit in accordance with the terms of the Declaration, in which event the Owner shall have a total of only one (1) vote for such Lot or Unit. When more than one person holds such interest or interests in any Lot or Unit, all of such persons shall be Members, and the vote for such Unit shall be exercised as they among themselves determine, but, in no event shall more than one vote be cast with respect to any such Lot or Unit. "Turnover" shall mean three (3) months after the date Ninety Percent (90%) of all Lots within Savannah Estates have been sold and conveyed by Declarant (or its affiliates or assigns), or sooner at the sole election of Declarant, at which time the Class A Members shall be obligated to elect the Board of Directors (other than any Director entitled to be appointed by Declarant) and assume control of the Association.

2. Declarant shall be the only Class B Member. Declarant, as the Class B Member, shall be entitled to one (1) vote for each Lot or Unit which Declarant owns in Savannah Estates. The Class B Membership shall cease and terminate when Declarant ceases to own any Lot or Unit in Savannah Estates. Prior to Turnover, Declarant shall have the right to control the Association as provided in the Declaration. After Turnover, Declarant shall have the right to vote on

any matter submitted to a vote of the Class A Members by the Board of Directors and on any other matter specifically set forth in these Articles of Incorporation, the Declaration or the Bylaws.

B. The Bylaws of the Association shall provide for an annual meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting. Unless a greater or lesser vote is specifically required according to these Articles of Incorporation or the Declaration, the affirmative vote of at least a majority of the votes entitled to be cast of the Members present or represented at any meeting of the Members duly called at which a quorum has been attained, shall be binding upon the Members. Prior to Turnover, a quorum shall be established by Declarant's presence, in person or by proxy at any meeting. After Turnover, a quorum for the transaction of business at any meeting of Members shall exist if thirty percent (30%) of the total number of votes entitled to be cast by the Members shall be present or represented at the meeting. Fractional voting is prohibited. There shall be no cumulative voting.

C. After Turnover, the Members shall be entitled to vote on the following matters: (i) any amendment to these Articles of Incorporation, in accordance with Article XI of these Articles of Incorporation; (ii) the election of directors, in accordance with Article VIII of these Articles of Incorporation; (iii) the dissolution and liquidation of the Association, in accordance with Article XIII of these Articles of Incorporation; (iv) the amendment of the Declaration, where such amendment requires the consent of the Members pursuant to the terms of the Declaration; (v) the decision to commence or prosecute a judicial or administrative proceeding by the Association pursuant to the terms of the Declaration; and (vi) any other matter the Board of Directors elects to submit to a vote of the Members.

D. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration.

ARTICLE VIII BOARD OF DIRECTORS

A. The affairs of the Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) members. The number of directors may be increased or decreased from time to time as the Board of Directors may determine; however, the number of directors shall not be less than three (3). Prior to Turnover, Directors need not be Members of the Association and need not be residents of Savannah Estates; thereafter, Directors shall be Members of the Association (except for any Director who is appointed by Declarant).

B. Prior to Turnover, all Directors shall be appointed by Declarant. Prior to Turnover, Declarant shall have the right to remove any Director, with or without cause. All Directors may also be removed from office, with or without cause, whether before or after Turnover, by the vote or agreement in writing by a majority of all votes of the Members of the Association at a special meeting of the Members called for that purpose. The procedures for a removal by the Members shall be in accordance with Section 617.0808 of the Florida Statutes. Any Director appointed by Declarant shall serve at the pleasure of Declarant. Prior to Turnover, all vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors.

C. After Turnover, Directors shall be elected by the Members of the Association at the annual meeting of the membership as provided in the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election of Directors. Election shall be by majority vote of the votes entitled to be cast by the Members at any meeting where a quorum is present or

represented. Notwithstanding anything to the contrary herein, at any time that Declarant owns at least five percent (5%) of the Lots in Savannah Estates, Declarant shall have the right to appoint one Director. Directors elected by the Members shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office. After Turnover, all vacancies shall be filled by a majority vote of the remaining Directors; provided, however, that if the Director appointed by Declarant is removed or resigns from office, Declarant shall have the right to fill the vacancy created by the removal or resignation of such Director if Declarant has the right to appoint one Director at such time.

ARTICLE IX CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE X LIMITATIONS

A. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of the Declarant.

C. These Articles shall not be amended in a manner that conflicts with the Bylaws.

ARTICLE XI AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. Prior to Turnover, these Articles of Incorporation may be amended by a majority vote of the Board of Directors. No amendment of these Articles of Incorporation prior to Turnover shall require the execution of any Owner or the owner of any liens on any affected Lots or Units.

B. After Turnover, these Articles of Incorporation shall be amended in the following manner:

1. The Board of Directors, by majority vote, shall adopt a resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.

2. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

3. Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least two-thirds (2/3) of the votes entitled to be cast by the Members present or represented at such meeting at which a quorum has been attained.

C. An amendment to these Articles of Incorporation may be made without a Members' meeting, without prior notice and without a vote of the Members if the action is taken by a written action of the Members entitled to vote having not less than the minimum number of votes necessary to authorize such action at a meeting at which all Members entitled to vote on such action were present.

D. Notwithstanding anything contained herein to the contrary, so long as Declarant owns at least one (1) Lot in Savannah Estates, no amendment to these Articles of Incorporation affecting the rights or privileges of Declarant or its successors or assigns shall be effective without the prior written consent of Declarant (or its successors or assigns, as the case may be).

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation not for profit as set forth in the applicable provisions of the Florida Not For Profit Corporation Act, as the same may be amended from time to time, the Association shall indemnify its Officers and Directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Association upon authorization of the Board of Directors and Members) or other matters referred to in or covered by such provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to actions in their official capacities and as to actions in any other capacity while an Officer, Director, employee or other agent. Expenses (including attorneys' fees) incurred by an Officer or Director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Members or Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified. This Article shall apply only to persons for whom the Association is authorized to provide indemnification under applicable law.

ARTICLE XIII TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one; (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of

the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

ARTICLE XIV DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:

1. Real property contributed to the Association without the receipt of other than nominal consideration by Declarant (or its successors in interest) shall be returned to Declarant (whether or not a Member at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);

2. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the Association to be appropriate for dedication and which the authority is willing to accept; and

3. The remaining assets shall be distributed among the Members, as tenants in common, each Member's share of the assets to be determined in accordance with his or her voting rights.

B. Prior to Turnover, the dissolution may be authorized by the Board of Directors, by a majority vote of the Directors then in office. After Turnover, the Board of Directors must adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the Members entitled to vote thereon (unless the Board of Directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation). Written notice stating the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Association must be given to each Member entitled to vote at such meeting in accordance with the terms of these Articles of Incorporation. A resolution to dissolve the Association shall be adopted by receiving at least two-thirds (2/3) of the votes that Members present or represented at such meeting are entitled to cast.


ARTICLE XV DECLARATION

In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE XVI DESIGNATION OF REGISTERED AGENT

Corporation Service Company is hereby designated as the Association's Registered Agent for service of process within the State of Florida, and its street address is 1201 Hays Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Association under the laws of the State of Florida, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 18th day of December, 2012:


Doug Bruck, Director

CONSENT OF REGISTERED AGENT

Corporation Service Company, whose street address is 1201 Hays Street, Tallahassee, Florida 32301, hereby consents to its designation as Registered Agent in the foregoing Amended and Restated Articles of Incorporation, and states that it is familiar with, and accepts, the obligations of that position as provided for in Section 617.0501, Florida Statutes.

CORPORATION SERVICE COMPANY

By: /s/ Carina A. Dunlap
Carina A. Dunlap, Asst. Vice President

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Amended and Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation that do not require member approval.
2. The amendments were approved by the board of directors of the Corporation.
3. The date of approval of the aforesaid amendments was on the 18th day of December, 2012.

Executed on this 18th day of December, 2012.

VENETIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

By: 
Doug Brunk, Director