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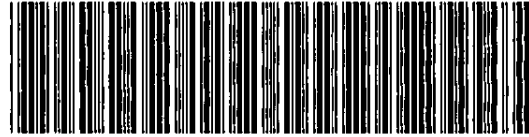
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TALLAHASSEE, FLORIDA

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SEP 13 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Terraces at Heritage Isle Commons Association, Inc.

DOCUMENT NUMBER: N06000001634

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

Please return all correspondence concerning this matter to the following:

Sean Murrell

(Name of Contact Person)

Murrell Law, LLC

(Firm/ Company)

4651 Salisbury Road, Suite 503

(Address)

Jacksonville, Florida 32256

(City/ State and Zip Code)

smurrell@murrell-law.com

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

For further information concerning this matter, please call:

Sean Murrell

(Name of Contact Person)

at (904) 624-1474

(Area Code & Daytime Telephone Number)

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

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Certified Copy
(Additional copy is
enclosed) | <input checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TERRACES AT HERITAGE ISLE CONDOMINIUM ASSOCIATION, INC.

FILED
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STATE OF FLORIDA

WHEREAS, the original Articles of Incorporation of Terraces at Heritage Isle Commons Association, Inc. were filed with the Florida Department of State on February 9, 2006, and

WHEREAS, pursuant to a Plan of Merger adopted July 26, 2012, Terraces at Heritage Isle Commons Association, Inc. (hereinafter the “surviving corporation”) merged with Terrace I at Heritage Isle Condominium Association, Inc., Terrace II at Heritage Isle Condominium Association, Inc., Terrace III at Heritage Isle Condominium Association, Inc., and Terrace IV at Heritage Isle Condominium Association, Inc. (hereinafter collectively the “merging corporations”) to form a multicondominium association named “Terraces at Heritage Isle Condominium Association, Inc.”; and

WHEREAS, these amended and restated articles of incorporation contain amendments to all the articles; and

WHEREAS, the directors of the surviving corporation unanimously proposed the adoption of these amended and restated articles of incorporation as part of the Plan of Merger at a duly noticed and convened meeting of the board of directors of the surviving corporation held on June 7, 2012 in Brevard County, Florida, and the directors of each of the merging corporations unanimously proposed the adoption of these amended and restated articles of incorporation as part of the Plan of Merger at duly noticed and convened meetings of each of the boards of directors of the merging corporations all held on June 7, 2012 in Brevard County, Florida; and

WHEREAS, the directors of the surviving corporation unanimously approved the Plan of Merger including this amended and restated articles of incorporation for the surviving corporation at a duly noticed and convened meeting of the board of directors held on July 26, 2012 in Brevard County, Florida, and not less than two-thirds of the voting interests of each of the merging corporations approved the Plan of Merger including these amended and restated articles of incorporation for the surviving corporation at duly noticed and convened meetings of the members of the merging corporations all held on July 26, 2012 in Brevard County, Florida.

NOW THEREFORE, the following are adopted as the amended and restated articles of incorporation of Terraces at Heritage Isle Condominium Association, Inc.

ARTICLE I

NAME: The name of the corporation is, herein called the "Association", is TERRACES AT HERITAGE ISLE CONDOMINIUM ASSOCIATION, INC., and its address is 5505 N. Atlantic Avenue, Suite 207, Cocoa Beach, Florida 32931.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of Terrace I at Heritage Isle, a Condominium, Terrace II at Heritage Isle, a Condominium, Terrace III at Heritage Isle, a Condominium, Terrace IV at Heritage Isle, a Condominium (hereinafter collectively the "Condominiums"), located in Brevard County, Florida. The Association is a multicondominium association. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Association and the Condominiums, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property, and amenities upon lands owned by the Association and upon lands which the Association is responsible to maintain for the use of the unit owners.
- (C) To purchase insurance upon the condominium property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty, and further improve the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of condominium property, common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, to the extent provided for in the Declarations of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declarations of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominiums.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

(A) The members of the Association are all owners of record legal title to one or more units in the Condominiums, as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declarations of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded as provided therein.

ARTICLE VII

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Directors, or by written petition to the Board signed by the owners of at least one-fourth (1/4) of the units in the Condominiums.
- (B) Procedure. If any amendment to these Articles is so proposed, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the total voting interests at any annual or special meeting called for the purpose, or if it is approved in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.
- (D) Effective Date. An amendment which is duly adopted shall become effective upon filing with the Secretary of State, and subsequently recording a certified copy in the Public Records of Brevard County, Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of eight (8) Directors elected by the entire membership of the Association to staggered terms of two (2) years.
- (B) If there are sufficient willing and qualified candidates, two (2) seats shall be held by unit owners from each of the four condominiums. However, if there are not sufficient willing and qualified candidates from each condominium, any seat that would otherwise be allocated to a specific condominium shall be considered at-large for that election.

(C) Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors filled, in the manner provided in the Bylaws.

(D) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE IX

DIRECTORS: The interim Directors of the Association, who shall hold office until the next annual meeting following the merger and creation of this multicondominium association, shall be:

James S. Brown
6858 Toland Drive #303
Melbourne, FL 32940

Walton W. Thomas
6858 Toland Drive #203
Melbourne, FL 32940

Larry Rutledge
6828 Toland Drive #101
Melbourne, FL 32940

James Sevastos
6828 Toland Drive #107
Melbourne, FL 32940

John Nichtern
6848 Toland Drive #401
Melbourne, FL 32940

Robert Edmonds
6848 Toland Drive #208
Melbourne, FL 32940

Judith E. Garrett
6838 Toland Drive #202
Melbourne, FL 32940

Susan Sommerfeld
6838 Toland Drive #105
Melbourne, FL 32940

ARTICLE X

REGISTERED OFFICE AND AGENT: The current registered office of the Association is 5505 N. Atlantic Avenue, Suite 207, Cocoa Beach, Florida 32931, and its current registered agent at said address is Keys Property Management Enterprise, Inc.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or

imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be made a party because of his being, or having been, a Director or Officer of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.
- (C) A transaction from which the Director or officer derived or sought to derive an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.
- (E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.