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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**turtle run property owners' association, inc.**

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J. Shivers APR 13 2005

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#### ARTICLE IV TERM

The Association shall have perpetual existence.

#### ARTICLE V DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to any appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization; to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in according with the provisions of such Declaration or any recorded deed.

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 and conservation easement(s) 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.

#### ARTICLE VI MEMBERS

Membership in the Association shall be established by the acquisition of the fee simple title to real property lying within the confines of Turtle Run Subdivision. Membership in the Association shall be automatically terminated upon a member being divested of the fee simple title to said real property.

#### ARTICLE VII BOARD OF DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of not more than five (5) nor less than three (3) persons who shall each be a member of the Association. Notwithstanding the foregoing, until such time as Vero Beach Investments, LLC ("Declarant") is no longer a Member of the Association, Declarant may elect Directors who are not a member of the Association.

7.2 The Directors of the Association shall be elected by the members at the annual meeting of the members pursuant to Bylaws adopted by the Board of Directors.

7.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successor(s) are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Paul J. Lagassey	PO Box 643207, Vero Beach, FL 32964
Sandy S. Segall	1851 NW 125 <sup>th</sup> Avenue, Pembroke Pines, Florida 33028
Pirooz Borojerdi	1851 NW 125 <sup>th</sup> Avenue, Pembroke Pines, Florida 33028
Norman Wartman	1851 NW 125 <sup>th</sup> Avenue, Pembroke Pines, Florida 33028

#### ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually and shall serve at the pleasure of the Board of Directors. The names and addresses of the officer's, who will serve until their successor(s) are designated, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Paul J. Lagassey	PO Box 643207, Vero Beach, FL 32964	President
Sandy S. Segall	1851 NW 125 <sup>th</sup> Avenue, Pembroke Pines, Florida 33028	Vice President
Pirooz Borojerdi	1851 NW 125 <sup>th</sup> Avenue, Pembroke Pines, Florida 33028	Secretary
Norman Wartman	1851 NW 125 <sup>th</sup> Avenue, Pembroke Pines, Florida 33028	Treasurer



ARTICLE IX  
BYLAWS

The Bylaws of this Association may be adopted, amended altered or rescinded by the Board of Directors,

ARTICLE X  
AMENDMENTS

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

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered as required by the Bylaws of the Association.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by five members of the Association.

- a. Such amendment must be approved 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 vote of the membership of the Association established by the By Laws.

10.3 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the public records of Indian River County, Florida.

ARTICLE XI  
SUBSCRIBER


The names and addresses of the subscriber of these Articles of Incorporation are as follows:

Name	Address
Paul J. Lagassey	611 Date Palm Road, P.O. Box 643207, Vero Beach, FL 32964

ARTICLE XII  
REGISTERED AGENT

The street address of the initial registered office of the Association is 611 Date Palm Road, Vero Beach, Florida 32963; the mailing address is PO Box 643207, Vero Beach, Florida 32964; and the name of the initial registered agent of the Association at that address is Paul J. Lagassey.

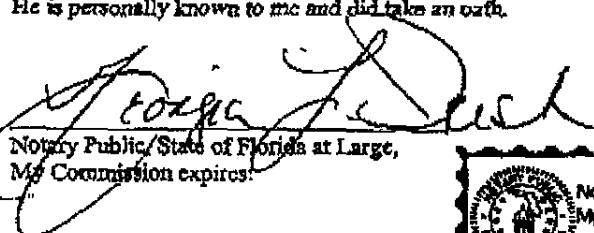
IN WITNESS WHEREOF the subscriber has affixed his signature, this 11<sup>th</sup> day of April, 2006

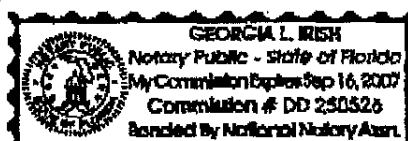
  
Paul J. Lagassey

STATE OF FLORIDA     )  
                                      )  
COUNTY OF INDIAN RIVER     )

ss. Vero Beach

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of April, 2006, by Paul J. Lagassey, as the Subscriber to the Articles of Incorporation of Turtle Run Property Owners' Association, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me and did take an oath.

  
Notary Public, State of Florida at Large,  
My Commission expires:

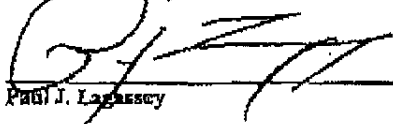




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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of TURTLE RUN PROPERTY OWNERS ASSOCIATION, INC.

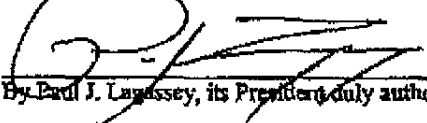
  
Paul J. Lagassey

**CERTIFICATION**

The undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation of Turtle Run Property Owners' Association, Inc., was approved by the Members and adopted by the Board of Directors of the corporation on the 11<sup>th</sup> day of April, 2006.

IN WITNESS WHEREOF, Turtle Run Property Owners' Association, Inc., has caused these Articles of Incorporation to be signed in its name, by Paul J. Lagassey, its duly authorized officer, this 11<sup>th</sup> day of April, 2006

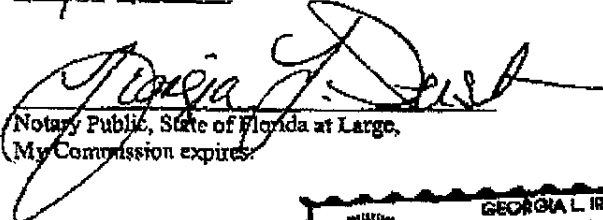
Turtle Run Property Owners' Association, Inc., a Florida corporation not for profit corporation.

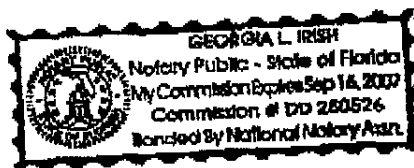
  
By Paul J. Lagassey, its President duly authorized

STATE OF FLORIDA                     )  
  ) ss. Vero Beach  
COUNTY OF INDIAN RIVER        )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Paul J. Lagassey, personally known to me and known to me to be the President, of Turtle Run Property Owners' Association, Inc., and he acknowledged before me that he executed the foregoing Articles of Incorporation in the name of and on behalf of the corporation, that as such he is duly authorized by the corporation to do so; that the foregoing Articles of Incorporation is the act and deed of the corporation.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the State and County aforesaid, this 11<sup>th</sup> day of April, 2006.

  
Notary Public, State of Florida at Large,  
My Commission expires:



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