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Amended &
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY
1201 Hays Street
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ACCOUNT NO. : I20000000195

REFERENCE : 567309 8899A

AUTHORIZATION :

[Signature]

COST LIMIT : \$32.50

ORDER DATE : March 27, 2015

ORDER TIME : 9:04 AM

ORDER NO. : 567309-010

CUSTOMER NO: 8899A

DOMESTIC AMENDMENT FILING

NAME: HUTCHINSON BY THE SEA
HOMEOWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HUTCHINSON BY THE SEA HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N10000003506

Amended and Restated Articles of Incorporation
The enclosed ~~Articles of Incorporation~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lorraine F. Jones

(Name of Contact Person)

Larry A. Rothenberg, Esquire

(Firm/ Company)

815 Coral Ridge Drive

(Address)

Coral Springs, FL 33071

(City/ State and Zip Code)

Kim@fields-realty.com

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

For further information concerning this matter, please call:

Lorraine F. Jones

(Name of Contact Person)

at (954) 255-3631

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input 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 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

File 2nd

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

HUTCHINSON BY THE SEA HOMEOWNERS ASSOCIATION, INC.

FILED
2015 APR -1 AM 11:07
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, HUTCHINSON BY THE SEA HOMEOWNERS ASSOCIATION, INC., a Florida Not For Profit Corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation.

1. The name of the Corporation is Hutchinson By The Sea Homeowners Association, Inc.
2. The Corporation's Articles of Incorporation were filed with the Florida Department of State on April 7, 2010. The Document Number for the Corporation is N10000003506.
3. The terms and provisions of these Amended and Restated Articles of Incorporation ("Restated Articles") were affirmatively approved by the board of directors and members entitled to vote on March 26, 2015.

The text of the Amended and Restated Articles of Incorporation is hereby restated to read as set forth herein in full:

PREAMBLE

HUTCHINSON BY THE SEA, LLC, a Florida limited liability company ("Declarant"), owns certain property in St Lucie County, Florida (the "Property") and intends to execute and record an Amended and Restated Declaration of Covenants, Conditions and Restrictions for Hutchinson by the Sea, in the Public Records of St. Lucie County, Florida, as hereafter amended and/or supplemented from time to time (the "Restated Declaration") which will affect the Property. This Corporation has been formed as the association to administer the Restated Declaration and to perform the duties and exercise the powers pursuant to the Restated Declaration, as and when the Restated Declaration is recorded in the Public Records of St. Lucie County, Florida with these Amended and Restated Articles of Incorporation attached as an Exhibit. All of the definitions contained in the Restated Declaration shall apply to these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be **HUTCHINSON BY THE SEA HOMEOWNERS ASSOCIATION, INC.** For convenience, the Corporation shall be referred to in this instrument as the "Association," these Amended and Restated Articles of Incorporation as the "Restated Articles," and the Amended and Restated Bylaws of the Association as the "Restated Bylaws."

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association shall be at 7412 Stonegate Boulevard, Parkland, FL 33076, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act").

ARTICLE III
PURPOSE

The purpose of the Association shall be to serve as an homeowners association under Section 720.301, *et seq.*, Florida Statutes, and more particularly authorized by the Restated Declaration recorded (or to be recorded) in the Public Records of St. Lucie County, Florida. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain the Common Areas thereof for the benefit of the Members of the Association.

ARTICLE IV
DEFINITIONS

Capitalized terms not defined in these Restated Articles have the meanings given to them in the Restated Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE V
POWERS

The Association shall have the following powers:

5.1 **General.** The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Restated Articles and the Restated Declaration, including those set forth Section 617.0302, Florida Statutes.

5.2 **Enumeration.** In addition to the powers set forth in Section 5.1 above, the Association shall have all of the powers reasonably necessary to implement the purposes of the Association as set forth in the Restated Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, and to provide for the general health and welfare of its Membership; including, without limitation, to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members. The powers of the Association shall include, but not be limited to:

5.2.1 To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain improve, repair and/or replace real and personal property.

5.2.2 To make and collect assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

5.2.3 To enforce the provisions of the Restated Declaration, these Restated Articles, and the Restated Bylaws.

5.2.4 To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Units and other property under the jurisdiction of the Association.

5.2.5 To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

5.2.6 To borrow money for the purposes of carrying out the powers and duties of the Association.

5.2.7 To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Restated Declaration.

5.2.8 To obtain insurance as provided by the Restated Declaration.

5.2.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

5.2.10 To sue and be sued.

5.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Restated Declaration, these Restated Articles and the Restated Bylaws.

5.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Restated Declaration, Restated Bylaws and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Restated Declaration and Restated Bylaws.

ARTICLE VI

CORPORATE EXISTENCE AND DISSOLUTION

The existence of the Association shall commence with the filing of these Restated Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. If the Association is dissolved, the Surface Water Management System, property containing the Surface Water Management System and water management portions of Common Areas shall be conveyed to an agency of local government determined to be acceptable

by the South Florida Water Management District ("SFWMD"). If the local government declines to accept the conveyance, then the Surface Water Management System, property containing the Surface Water Management System and water management portions of Common Areas shall be dedicated to a similar non-profit corporation.

ARTICLE VII **MEMBERS**

7.1. Membership. The Declarant and every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the Restated Declaration of record shall be a Member of the Association, as more particularly provided in Section 1 and Section 2 of Article VIII of the Restated Declaration.

7.2. Assignment. The Membership in the Association shall be appurtenant to and run with ownership of each Lot in the Community. Upon acquisition of a Lot within the Community, the Lot owner shall automatically become a Member of the Association, and upon the sale of a Lot in the Community, whether by conveyance, devise, judicial decree, foreclosure or otherwise, and upon the recordation amongst the public records in the county in which the Property is located of the deed or other instrument establishing the acquisition and designating the Lot affected thereby the new the Membership appurtenant to said Lot shall automatically pass to the subsequent grantee of title to the Lot; provided, however, that the Association shall not have the responsibility or obligation of recognizing any change in membership until it has been delivered a true copy of the applicable deed or other instrument. A Membership in the Association may not otherwise be transferred, assigned or hypothecated.

7.3. Voting Rights. The Association shall have two (2) classes of voting Membership, Class A Members and the Class B Member, which is the Declarant, so long as Declarant is entitled to appoint the Directors of the Association, as more particularly described in the Restated Declaration.

7.4. Meetings. The Restated Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

7.5. General Matters. When reference regarding voting is made herein, or in the Restated Declaration, Restated Bylaws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE VIII **DIRECTORS**

8.1. Management by Directors. The property, business and affairs of the Association shall be administered by a Board, which shall consist of not less than three (3) persons; but as many persons as may be determined from time to time as provided in the Restated Bylaws and which shall always be an odd number. Directors are not required to be Members of the Association.

8.2. Initial Board. The names and addresses of the current Members of the Board of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, are as follows:

<u>Name</u>	<u>Address</u>
Kim B. Fields	7412 Stonegate Boulevard Parkland, FL 33076
Steven Fields	7412 Stonegate Boulevard Parkland, FL 33076
Mark D. Rothenberg	6810 North State Road 7 Coconut Creek, FL 33073

8.2. Election. Except as otherwise provided herein, and except for the initial Members of the Board, directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Restated Declaration and the Restated Bylaws.

8.3 Removal. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Restated Bylaws, however any director appointed by the Declarant may only be removed by the Declarant and any vacancy on the Board shall be appointed by the Declarant if, at the time of such vacancy is to be filled, the Declarant is entitled to appoint the Directors.

ARTICLE IX **OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Restated Bylaws. The officers shall be elected by the Board of the Association at its annual meeting and shall serve at the pleasure of the Board. The Restated Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the initial officers who shall serve until their successors are duly elected and have taken office, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Kim B. Fields	President	7412 Stonegate Boulevard Parkland, FL 33076
Mark Rothenberg	Vice President	6810 North State Road 7 Coconut Creek, FL 33073
Steven Fields	Secretary/Treasurer	7412 Stonegate Boulevard Parkland, FL 33076

ARTICLE X INDEMNIFICATION

10.1. Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2. Indemnification for Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

10.3. Exclusivity, Exclusions. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.4. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him which is enumerated in the policy and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI AMENDMENTS

11.1. Power to Amend. Prior to the Turnover Date, the Declarant's appointed Board alone shall have the power in its sole and absolute discretion to amend these Restated Articles. On and after the Turnover Date, amendments to these Restated Articles of Incorporation shall require the affirmative vote of Members casting at least 67% of the total votes of the Members.

11.2 Declarant Amendment. Notwithstanding the foregoing, until the date that Declarant no longer owns any Lot in the Community, any amendment to these Restated Articles of Incorporation shall require the consent of the Declarant. No amendment may remove, revoke or modify any right or privilege of the Declarant without the written consent of the Declarant or the assignee of such right or privilege.

11.3 Qualification. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the Members and the joinder of all Institutional Lenders holding mortgages upon the Lots. No amendment shall be made that is in conflict with the Restated Declaration. Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint directors pursuant to Article VIII of the Restated Declaration.

11.4 Discrimination. No amendment to these Restated Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Property without the written approval of all of the Owners so discriminated against or affected.

11.5 Recording of Amendment. Upon the approval of an amendment to these Restated Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Property is located.

ARTICLE XII **DISSOLUTION**

12.1 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 an 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 to 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 recorded Restated Declaration unless made in accordance with the provisions of such Restated Declaration.

ARTICLE XIII **REGISTERED OFFICE:**

ADDRESS AND NAME OF REGISTERED AGENT

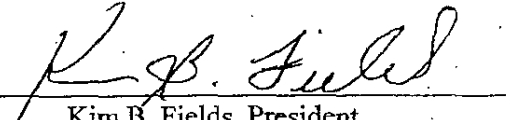
The registered office of this corporation shall be at 7412 Stonegate Boulevard, Parkland, FL 33076, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent at that address shall be Fields-Realty, LLC.

Signature on following page

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 26 day of March, 2015.

HUTCHINSON BY THE SEA
HOMEOWNERS ASSOCIATION, INC.,
a Florida not for profit corporation

By:


Kim B. Fields, President