

Jan. 17. 2012 10:40AM

No. 4040 P. 1 of 1

N11000008543

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.

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January 17, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.

7300 COMMERCIAL CIRCLE

FORT PIERCE, FL 34951

SUBJECT: SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.

REF: N11000008543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Regulatory Specialist II

FAX Aud. #: H12000012785  
Letter Number: 812A00001034

RECEIVED  
12 JAN 17 AM 8:02  
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.**

**NOW TO BE KNOWN AS**

**SUNSHINE MIRROR COMPLEX ASSOCIATION, INC.**

**FILED  
12 JAN 17 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 617.1007, the undersigned Incorporators/Subscribers of the Articles of Incorporation of **SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.**, hereby amend and restate entirely the **ARTICLES OF INCORPORATION** in order that this corporation now serve as a Condominium Association, rather than a Property Owners' Association for a condominium to be known as **SUNSHINE MIRROR COMPLEX** (the "Condominium"), located in St. Lucie County, Florida, within the Condominium Property as defined in the Declaration of Condominium for Sunshine Mirror Complex, recorded or to be recorded in the Public Records of St. Lucie County, Florida, as it may be amended from time to time. To that end, the Incorporators/Subscribers hereby adopt the following Amended and Restated Articles of Incorporation certifying that no approval of Member is necessary for the filing of these Amended and Restated Articles of Incorporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be **SUNSHINE MIRROR COMPLEX 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 "Articles," and the By-Laws of the Association as the "By-Laws".

**ARTICLE II  
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office and mailing address of the Association shall be 7300 Commercial Circle, Fort Pierce, Florida 34951, or at such other place as may be subsequently designated by the Board of Directors.

**ARTICLE III  
PURPOSE**

The purpose for which the Association is formed is to serve as the Association for the Condominium, and to provide a corporate entity pursuant to the Florida Condominium Act

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(Chapter 718, Florida Statutes), as it exists on the date hereof (the "Act"), for the operation of the Condominium by a condominium association as defined in Section 718.103(2), Florida Statutes.

#### **ARTICLE IV DEFINITIONS**

The term "Declaration" or "Condominium Declaration" shall mean that certain Declaration of Condominium for Sunshine Mirror Complex, recorded or to be recorded in the Public Records of St. Lucie County, Florida, as it may be amended from time to time, which encumbers the property more particularly described in the Declaration. All other terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

#### **ARTICLE V POWERS**

The powers of the Association shall include and be governed by the following:

Section 1. General. The Association shall have all of the common-law and statutory powers and duties of a corporation not for profit under the Laws of Florida (including the Act), except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or the Act.

Section 2. Association Property. All funds and the title to all properties owned or 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 Declaration, these Articles and the By-Laws.

Section 3. Assessments. The Association may make and collect assessments against members, and may use the proceeds of assessments in the exercise of its powers and duties.

Section 4. Distribution of Income; Dissolution. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, Directors (as defined below) or officers, and upon dissolution, all assets of the Association shall be transferred only to another nonprofit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

#### **ARTICLE VI MEMBERSHIP**

Section 1. Members. The members of the Association shall consist of the record title owners of Condominium Units in the Condominium from time to time, as more particularly set forth in the Declaration.

Section 2. Assignment. 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 the Unit for which that share is held.

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Section 3. Voting. On all matters upon which the membership shall be entitled to vote, there shall be votes for each Unit. Voting will be on a weighted basis for each unit equal to their apportioned ownership of the common elements of the Condominium. Votes shall be exercised or cast in the manner provided by the Declaration, the By-Laws and the Act. Any person or entity owning both Units shall be entitled to cast the aggregate weighted votes attributable to each Unit owned.

Section 4. Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### **ARTICLE VII** **TERM OF EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE VIII** **INCORPORATORS/SUBSCRIBERS**

The names and addresses of the Incorporators/Subscribers of this Association are:

<u>NAME</u>	<u>ADDRESS</u>
DALE T. REED	7300 Commercial Circle Fort Pierce, FL 34951
ROBERT A. SCHNELLER	7300 Commercial Circle Fort Pierce, FL 34951
RYAN D. REED	7300 Commercial Circle Fort Pierce, FL 34951

#### **ARTICLE IX** **OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be appointed by the Board of Directors of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws 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 officers who shall serve until their successors are appointed by the Board of Directors are as follows:

Chairman:

DALE T. REED	7300 Commercial Circle Fort Pierce, FL 34951	(((H12000012785 3)))
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Vice Chairman:

**ROBERT A. SCHNELLER**      7300 Commercial Circle  
Fort Pierce, FL 34951

Secretary/Treasurer:

**RYAN D. REED**      7300 Commercial Circle  
Fort Pierce, FL 34951

**ARTICLE X**  
**DIRECTORS**

Section 1. Number and Qualification. The property, business and affairs of the Association shall be managed by the Board of Directors (as that term is defined in the Declaration) consisting of three (3) directors ("Director" or "Directors"). Directors need not be members of the Association. The Board of Directors shall constitute the "Board of Administration" as such term is used in the Act.

Section 2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, managers, contractors or employees, subject only to approval by members of the Association when such approval is specifically required.

Section 3. Election; Removal. Directors of the Board shall be elected in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 4. Initial Directors. The names and addresses of the members of the initial Board of Directors (the "Board") who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>DALE T. REED</b>	7300 Commercial Circle Fort Pierce, FL 34951
<b>ROBERT A. SCHNELLER</b>	7300 Commercial Circle Fort Pierce, FL 34951
<b>RYAN D. REED</b>	7300 Commercial Circle Fort Pierce, FL 34951

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Section 5. Standards. A Director shall discharge his or her duties as a Director, including any duties as a member of a committee, in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the foregoing standards.

#### **ARTICLE XI** **BY-LAWS**

The By-Laws of the Association shall be adopted by the Board of Directors and may be thereafter altered, amended or rescinded only by affirmative vote of a majority of the votes entitled to be cast by members of the Association.

#### **ARTICLE XII** **AMENDMENTS**

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

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes and the Act. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) and in the Act (the latter to control over the former to the extent provided for in the Act).

Section 3. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of St. Lucie County, Florida with an identification on the first page thereof of the book and page of said public records where the Declarations are recorded.

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**ARTICLE XIII**  
**INITIAL REGISTERED OFFICE;**  
**ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this Association shall be at 7300 Commercial Circle, Fort Pierce, Florida 34951, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be DALE T. REED.

**ARTICLE XIV**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, committee member, employee or agent of the Association, but only if and to the extent he or she acted in good faith and, with respect to any criminal action or proceeding, he or she reasonably believed his or her conduct was lawful. This obligation includes, without limitation, payment of all judgments, fines, penalties, interest, settlement payments and expenses (including without limitation the reasonable fees and disbursements of attorneys, paralegals, experts and consultants in preparation for and during all pretrial, trial, retrial, appellate and post-judgment proceedings) actually and reasonably incurred by him or her in connection with any such action, suit or proceeding.

Section 2. 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, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Association.

Section 4. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be made in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he or she is not entitled to be indemnified by the Association.

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Section 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's Directors or officers may be entitled under the Declarations, the Association's By-Laws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director or officer of the Association in any of his or her capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 7. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

#### **ARTICLE XV** **INCONSISTENCY**

If there are conflicts between the provisions of Florida law, the Declaration, the Articles or the By-Laws, the provisions of Florida law, the Condominium Declaration, the Articles and the By-Laws (in that order) shall prevail.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators/subscribers of this Association, have executed these Amended and Restated Articles of Incorporation on the dates hereinafter set forth with their executions.

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Signed, sealed and delivered in the presence of:

Dorotha Bessie  
WITNESS

the Bessie  
WITNESS

Dale T. Reed  
DALE T. REED, Incorporator/Subscriber

DATE: 10 day of January, 2012

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared DALE T. REED, to me known to be the person named as Incorporator/Subscriber in the foregoing Articles of Amendment of the Articles of Incorporation, and he acknowledged before me, under oath, that he did subscribe to said Articles.

WITNESS MY hand and official seal in the State and County aforesaid this 10 day of January, 2012.

Melissa A. Jaksch  
Melissa A. Jaksch, NOTARY PUBLIC  
My Commission No.: DD955049  
My Commission Expires: Jan. 24, 2014

(NOTARY STAMP)



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Signed, sealed and delivered in the presence of:

Merrill H. Fox  
Merrill H. Fox WITNESS

Tina M. Jacobsen  
Tina M. Jacobsen WITNESS

Ryan D. Reed  
RYAN D. REED, Incorporator/Subscriber

DATE: 10 day of January, 2012

STATE OF PA  
COUNTY OF Chester

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared RYAN D. REED, to me known to be the person named as Incorporator/Subscriber in the foregoing Articles of Amendment of the Articles of Incorporation, and he acknowledged before me, under oath, that he did subscribe to said Articles.

WITNESS MY hand and official seal in the State and County aforesaid this 10 day of January, 2012.

Tina M. Jacobsen  
NOTARY PUBLIC  
My Commission No.:  
My Commission Expires: 6/6/13

(NOTARY STAMP)

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Tina M. Jacobsen, Notary Public  
West Whiteland Twp., Chester County  
My Commission Expires June 6, 2013  
Member, Pennsylvania Association of Notaries

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Signed, sealed and delivered in the presence of:

Rose E. Loss  
ROSE E. LOSS WITNESS

Jean Steelman  
JEAN STEELMAN WITNESS

Robert A. Schneller  
ROBERT A. SCHNELLER, Incorporator/  
Subscriber

DATE: 10 day of JAN, 2012

STATE OF Florida  
COUNTY OF Pine Hills

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared ROBERT A. SCHNELLER, to me known to be the person named as Incorporator/Subscriber in the foregoing Articles of Amendment of the Articles of Incorporation, and he acknowledged before me, under oath, that he did subscribe to said Articles.

WITNESS MY hand and official seal in the State and County aforesaid this 10 day of JAN, 2012.

Sandra L. Mazzei  
Sandra L. Mazzei, NOTARY PUBLIC  
My Commission No.:  
My Commission Expires:

(NOTARY STAMP)



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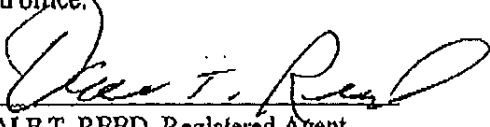
**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

SUNSHINE MIRROR COMPLEX ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 7300 Commercial Circle, Fort Pierce, Florida 34951, has named DALE T. REED, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

  
DALE T. REED, Registered Agent

Dated this 10 day of January, 2012