

N 13676

(Requestor's Name)

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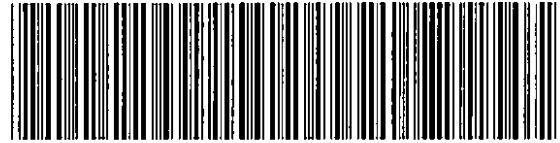
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PICK-UP WAIT MAIL

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2022 JUN 14 PM 4:04

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2022 JUN 14 PM 2:29

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Special Instructions to Filing Officer:

Lindsey Grubbs, Esq. has been spoken with regarding the adoption of the Amended and restated Articles. She stated that the declarant is the only one that can approve these Articles and that

this is the last document to be filed before the members or Board of Directors will be doing all of the adopting for the corp.

DC
06-21-22

Amended & Restated Art.
06-21-22
DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 15, 2022

CT CORP

SUBJECT: FISHER ISLAND COMMUNITY ASSOCIATION, INC.
Ref. Number: N13676

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 722A00013439

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 06/14/2022

Acc#120160000072

Eric DW

Name:	Fisher Island Community Association, Inc.
Document #:	
Order #:	14384578

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FISHER ISLAND COMMUNITY ASSOCIATION, INC.

WHEREAS, Declarant, Fisher Island Holdings, LLC, is successor-in-interest to Island Developers, LTD., a Florida limited partnership ("IDL"), which was the prior owner of the real property and improvements thereon (collectively, the "Property");

WHEREAS, Fisher Island Community Association, Inc. was incorporated under the laws of Florida on March 4, 1986;

WHEREAS, the original Articles of Incorporation were dated February 24, 1986 (the "Original Articles");

WHEREAS, the Articles of Incorporation were amended on June 14, 2007 and filed with the Secretary of State on June 28, 2007;

WHEREAS, the Articles of Incorporation were amended on February 14, 2008 and filed with the Secretary of State on February 18, 2008;

WHEREAS, the Articles of Incorporation were amended on April 14, 2011 and filed with the Secretary of State on April 28, 2011;

WHEREAS, the Articles of Incorporation were amended on March 27, 2012 and filed with the Secretary of State on April 13, 2012;

WHEREAS, the Articles of Incorporation were amended on May 20, 2015 and the amendment was filed with the Secretary of State on August 16, 2016;

WHEREAS, the Articles of Incorporation were amended on April 5, 2019 and the amendment was filed with the Secretary of State on April 5, 2019;

WHEREAS, the Articles of Incorporation were amended on April 5, 2019 and the amendment was filed with the Secretary of State on May 10, 2019;

WHEREAS, pursuant to Article VIII of the Original Articles, as previously amended, prior to the Turnover Date, to the maximum extent lawful, the Declarant may unilaterally amend the Articles of Incorporation;

WHEREAS, Declarant now desires to completely amend and restate the Original Articles, together with all of the amendments to the Original Articles, thereto and restatement thereof which are specifically referenced in the foregoing recitals, and the terms and conditions of the Articles of Incorporation shall be entirely amended, restated, superseded and replaced by the terms and conditions contained herein, which shall take effect upon recording; and

WHEREAS, the Association is governed by Chapter 617, Florida Statutes and not Chapter 720, Florida Statutes.

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ARTICLE I
NAME

The name of the corporation shall be FISHER ISLAND COMMUNITY ASSOCIATION, INC., which is hereinafter referred to as "the Association".

ARTICLE II
PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Second Amended and Restated Master Covenants for Fisher Island, recorded in the Public Records of Miami-Dade County, Florida, as hereafter amended and/or supplemented from time to time (the "Master Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in Fisher Island and to maintain the Common Areas thereof for the benefit of the Owners who become Members of the Association.

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 individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit (under Chapter 617 Florida Statutes) which are not in conflict with the terms of the Articles and the Master Covenants including, without limitation, the power to borrow money (from the Declarant or others) for Association purposes and the power to contract for the provision of cable television services, and patrol and similar services.

The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Master Covenants and to provide for the general welfare of its membership.

Definitions set forth in the Master Covenants are incorporated herein by this reference.

ARTICLE III
MEMBERS

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Master Covenants shall be a Member of the Association, 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. All votes permitted or required to be cast by Members shall be cast only by their respective Voting Members. The Voting Members shall be as set forth in Article III of the Master Covenants.

Section 2. Meetings of Voting Members. The By-Laws of the Association shall provide for an annual meeting of Voting Members, and make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if a majority of the Voting Members shall be present at the meeting.

Section 3. General Matters. When reference is made herein, or in the Master Covenants, By-Laws, Rules and Regulations, Management Contracts or otherwise, to a majority or specific percentage of Members or Voting Members, such reference shall be deemed to be reference to the majority or specific percentage of the votes of the respective Voting Members of a duly constituted meeting thereof and not of the Members or Voting Members themselves.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by its Board of Directors. Each member of the Board of Directors shall be elected or designated as provided in the By-Laws of the Association, as amended from time to time. Each member of the Board of Directors shall be entitled to cast one (1) vote in all matters coming before the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall not be a director of the Association. All other officers may or may not be a director of the Association. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII BY-LAWS

The Board of Directors has previously adopted By-Laws, as amended from time to time, consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved, at a regular or special meeting of the Board of Directors, by a vote of 66 2/3% of the votes of the Board of Directors present and voting in person or by proxy. Notwithstanding the foregoing, prior to the Turnover Date, to the maximum extent lawful, the Declarant may unilaterally amend these Articles of Incorporation and/or shall have the right to approve any proposed amendments hereto not initiated by the Declarant.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Article of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Master Covenants, the Master Covenants shall control.

ARTICLE IX INCORPORATION

This corporation has previously been incorporated.

ARTICLE X INDEMNIFICATION

Section 1. 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 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 in a manner he reasonably 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 not 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.

Section 2. 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 Section 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.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article.

Section 4. 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 by-law, agreement, vote of Members or otherwise, both as to action taken in such person's official capacity while holding 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.

Section 5. 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, against any liability asserted against him 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.

Section 6. The provisions of this Article X shall not be amended.

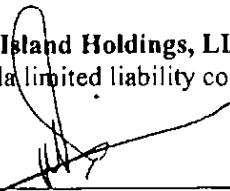
ARTICLE XI
REGISTERED AGENT

Until changed, Peyton Bolin, PL shall be the registered agent of the Association and the registered office shall be at 3343 West Commercial Boulevard, Suite 100, Ft. Lauderdale, Florida 33309.

(Remainder of Page Intentionally Left Blank)

Declarant has made these Amended and Restated Articles of Incorporation effective as of this 10th day of June 2022.

Fisher Island Holdings, LLC
a Florida limited liability company

By: 
Name: Mark Reid
Title: Secretary and Treasurer