

N14911

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

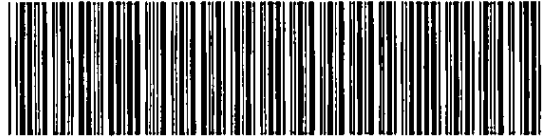
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 MAY 15 PM 3:30
FILED
(14911)

CC
Amended
Restated

MAY 15 2019

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Indian Trails Club, Inc.

DOCUMENT NUMBER: N14911

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

Please return all correspondence concerning this matter to the following:

Charles W. McKinnon
(Name of Contact Person)

McKinnon & Hamilton, PLLC
(Firm/ Company)

3055 Cardinal Drive, Suite 302
(Address)

Vero Beach, Florida 32963
(City/ State and Zip Code)

sjcwmlaw@bellsouth.net

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



I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

For further information concerning this matter, please call:

(Charles W. McKinnon)

at (772) 231-3770
(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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 16, 2019

CHARLES W. MCKINNON
MCKINNON & HAMILTON, PLLC
3055 CARDINAL DRIVE - STE. 302
VERO BEACH, FL 32963

SUBJECT: INDIAN TRAILS CLUB, INC.
Ref. Number: N14911

We have received your document for INDIAN TRAILS CLUB, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The Registered Agent acceptance and signature must be incorporated into the document in the space provided on page 6 of the document.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 319A00007714



FLORIDA DEPARTMENT OF STATE
Division of Corporations

APR 09 REC'D
APR 10 REC'D

April 6, 2019

CHARLES W. MCKINNON
MCKINNON & HAMILTONM PLLC
3055 CARDINAL DRIVE - STE. 302
VERO BEACH, FL 32963

SUBJECT: INDIAN TRAILS CLUB, INC.
Ref. Number: N14911

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If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 819A00006883

RECEIVED

2019 APR 15 PM 4:38

SECRET
TALLAHASSEE, FL

This Instrument Prepared by and Return to:
Charles W. McKinnon, Esq.
McKinnon & Hamilton, PLLC
3055 Cardinal Drive, Suite 302
Vero Beach, FL: 32963
Courthouse Box #79

2019 MAR 15 PM 3:31

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF INDIAN TRAILS CLUB, INC.**

The undersigned, being the President and Secretary of **INDIAN TRAILS CLUB, INC.**, a Florida non-profit corporation, hereby certify that at a duly called meeting of the members of the Association, held on the 25th day of February, 2019, in accordance with the requirements of Florida law, the Articles of Incorporation for Indian Trails Club, Inc., which was recorded in Official Records Book 739, beginning at Page 1926, of the Public Records of Indian River County, Florida, and the Bylaws of Indian Trails Club, Inc., not less than 2/3 of the members of the Association, voted in favor of the Amended and Restated Articles of Incorporation as hereinafter set out.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed this Certificate of Amendment, this 21 day of March, 2019.

INDIAN TRAILS CLUB, INC.

By: [Signature]
President

(SEAL)

ATTEST:

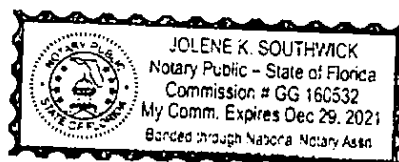
By: [Signature]
Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Bob Semich and Kerry Sutton, the President and Secretary of Indian Trails Club, Inc., a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 21 day of March, 2019.

(Affix Seal)



[Signature]
Name: Jolene K. Southwick
Notary Public, State of Florida

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF INDIAN TRAILS CLUB, INC.**

(a corporation not for profit)

2019 JUL 15 PM 3:30

ARTICLE I

Name

The name of this corporation is INDIAN TRAILS CLUB, INC. (the "Association").

ARTICLE II

Purposes

The general nature, objects and purposes of the Association are:

A) To promote the health, safety and social welfare of the owners of property within that area described in Exhibit A hereto, which area will hereinafter be referred to as "Indian Trails".

B) To hold title to the Common Areas of Indian Trails.

C) To maintain and/or repair landscaping, structures and other improvements located within in the Common Areas, parks, sidewalks, access paths, streets of Indian Trails. The obligation to maintain and repair such areas has been delegated and accepted.

D) To control, subject to the provisions of the Declaration of Covenants and Restrictions for Indian Trails (the "Declaration") the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in Indian Trails as well as the alteration, improvement, addition or change thereto.

E) To purchase, acquire, replace, improve, maintain and repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in its sole discretion determines necessary, appropriate.

F) To operate without profit for the sole and exclusive benefit of its members.

G) To administer and manage portions of Indian Trails in accordance with the provisions of the Declaration of Covenants and Restrictions of Indian Trails and its By- Laws and Rules and Regulations, and to enforce the provisions of such documents.

ARTICLE III

General Powers

The general powers that the Association shall have are as follows:

A) To accept and hold funds and title to the Common Areas solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

B) To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized and in particular to enforce the provisions of the Declaration of Covenants and Restrictions for Indian Trails, By-Laws and Rules and Regulations, each as may be amended from time to time.

C) To promulgate and enforce architectural restrictions over Common Areas and Lots.

D) To delegate power or powers where such is deemed in the interest of the Association.

E) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration, the By-Laws of the Association and these Articles of Incorporation, to the extent permitted by the laws of the State of Florida.

F) To contract for or coordinate private security, fire protection, insurance and other services, provided that the Association is under no obligation to provide security or fire protection for the Lots or for the Owners and the family members, guests and invitees.

G) To make and collect Assessments and Special Assessments to be levied against the Lots to defray expenses, costs of effectuating the objects and purposes of the Association and losses of the properties owned by it, to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements for the collection of such assessments.

H) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

I) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

J) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies

borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association, wherever situated. The foregoing includes but is not limited to an assignment of the Association's rights to collect assessments and special assessments from its Members.

K) To transfer to an independent property manager such of its duties, powers and obligations as may be necessary or desirable.

L) In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida, as amended from time to time, except as prohibited herein.

ARTICLE IV

Members

Section 1. Members.

All record owners of Lots in Indian Trails and their spouses are Members of the Association by reason of such ownership, and no further action is required for ownership. The term "record owner" shall mean the persons designated as the Owner of the Lot in an instrument recorded in the Public Records of Indian River County, Florida. There will be only one class of membership in Indian Trails and it shall include only record owners of Lots in Indian Trails.

Section 2. One Vote Per Member.

Subject to the restrictions and limitations set forth in the Declaration and By- Laws, including the Association's right to suspend an Owner's voting rights, each Member shall have one vote for each Lot which the Member owns.

ARTICLE V

Board of Directors

The affairs of the Association shall be governed by a Board of Directors consisting of the number of members provided in the By-Laws. Only Members and their spouse (even if the spouse is not record owner) are eligible to serve on the Board of Directors.

ARTICLE VI

Officers

The affairs of the Association shall be administered by such officers as are provide for in the By-Laws.

ARTICLE VII
Corporate Existence

The Association shall have perpetual existence.

ARTICLE VIII
Amendment to Articles of Incorporation

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection. All amendments shall require a two-thirds (2/3) affirmative vote of Members.

ARTICLE IX
Conflict

In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE X
Indemnification

Section 1. Indemnity. To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer or committee member of the Association against any liability incurred in connection with such proceeding.

(B) The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer or committee member of the Association against any liability incurred in connection with such proceeding.

(C) The foregoing indemnity shall also include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection with the defense or settlement of such proceeding, including appeal thereof.

Section 2. Limitations. The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

Section 3. Included. The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

Section 4. Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, by or on behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law.

Section 5. Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by law.

Section 6. Application for Indemnity. Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

ARTICLE XI

Definitions

All terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in said Declaration.

ARTICLE XII

Subscribers

The names and addresses of the subscribers are as follows:

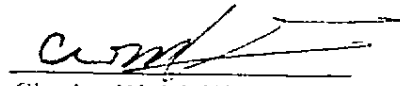
<u>NAME</u>	<u>ADDRESS</u>
James B. Cain	955 Dahlia Lane Vero Beach, Florida 32963
Suzanne B. Cain	955 Dahlia Lane Vero Beach, Florida 32963
Edgar L. Schlitt	321 21 st Street Vero Beach, Florida 32963
Marguerite M. Schlitt	321 21 st Street Vero Beach, Florida 32963

ARTICLE XIII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be Charles W. McKinnon, Esq., 3055 Cardinal Drive, Vero Beach, Florida 32963.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Charles W. McKinnon

Exhibit "A"

Legal Description

Lots 1 through 72 inclusive, Indian Trails Subdivision, according to the Plat thereof filed in the office of the Clerk of the Circuit Court of Indian River County, in Plat Book 12, Page 3, 3A and 3B, public records of Indian River County; and Lots 89 through 118 inclusive, Tracts 1, 2, 3, 4, 5, 6, 7 and the West 15 feet of Lot 63, Indian Trails Unit Two, according to the Plat thereof filed in the office of the Clerk of the Circuit Court of Indian River County, in Plat Book 13, Page 12 and 12A, public records of Indian River County.

The date of each amendment(s) adoption: February 25, 2019 if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 8, 2019

Signature: See attached Certificate of Amended and Restated Articles of Incorporation

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court-appointed fiduciary by that fiduciary)

/s/ Samir S
(Typed or printed name of person signing)

Bob Semich
(Title of person signing)