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THE ARUBA CONDOMINIUM ASSOCIATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THE ARUBA CONDOMINIUM ASSOCIATION, INC.**

a Florida corporation not-for-profit

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**THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE ARUBA CONDOMINIUM ASSOCIATION, INC.** are made effective as of May 21, 2015, by **THE ARUBA CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation, to amend and restate the Electronic Articles of Incorporation for The Aruba Condominium Association, Inc. filed with the Florida Department of State, Division of Corporations, on May 21, 2015, in their entirety as follows:

**ARTICLE I**

**NAME**

The name of the corporation shall be **THE ARUBA CONDOMINIUM ASSOCIATION, INC.** ("Association").

**ARTICLE II**

**PURPOSE**

The purpose of the Association is the administration, operation and management of a condominium known as The Aruba Condominium (the "Condominium") as the same may now or hereafter be constituted, which Condominium is established pursuant to the Declaration of Condominium for The Aruba Condominium (the "Declaration") in accordance with Chapter 718, Florida Statutes (the "Act"). The Association shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions and authorizations contained herein, in the Bylaws established pursuant to the requirements of these Articles and in the Declaration of Condominium which will be recorded in the public records of Volusia County, Florida, and further, may exercise all powers granted to a condominium association under the Act. In addition, the Association may acquire, own, operate, lease, sell, trade or otherwise deal with any property, real or personal, as may become part of the Condominium ("Condominium Property") and as may be necessary or convenient for the administration of the Condominium. All defined terms contained these Articles shall have the same meanings as such terms are defined by the Declaration.

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**ARTICLE III**

**POWERS AND DUTIES**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms will be defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the Bylaws including, without limitation, the right to levy and collect assessments for the purposes of (i) acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium, (ii) operating, maintaining and repairing the any surface water or stormwater management system, and (iii) accomplishing the purposes set forth in the Declaration generally.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws and all rules and regulations governing use of the Condominium which may hereafter be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

7. The Association shall operate, maintain and manage any surface water or stormwater management system in a manner consistent with all applicable permits issued by any applicable governmental authorities, including the St. Johns River Water Management District (the "District") and District Rules and shall assist in the enforcement of the restrictions and requirements contained therein.

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**ARTICLE IV**

**MEMBERSHIP**

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of a fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two (2) or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest 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(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws.

D. On all matters upon which the membership is entitled to vote as hereinafter provided, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit as provided for in the Bylaws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

E. Until such time as the parcel of real property within the Condominium Property and the improvements now and/or to be constructed thereon, are submitted to the Condominium form of ownership by recordation of a Declaration of Condominium therefor in the public records of Volusia County, Florida, the membership of the Association shall be comprised of the members of the first Board of Directors as set forth in these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

**ARTICLE V**

**EXISTENCE**

Existence of the Association shall commence on May 21, 2015. The Association shall have perpetual existence unless the Condominium is terminated pursuant to the provisions of its Declaration, in which event the Association shall be dissolved in accordance with law.

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**ARTICLE VI**

**PRINCIPAL OFFICE**

The principal office of the Association shall be located at 7807 Baymeadows Road East, Suite 205, Jacksonville, Florida 32256, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

**ARTICLE VII**

**OFFICERS**

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary/Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

The Board of Directors shall elect a President, Secretary/Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need to be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President	Graydon E. Miars
Vice President	Margaret D. Jenness
Treasurer/Secretary	Chris Rusnak

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

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## ARTICLE VIII

### DIRECTORS

The number of members of the Board of Directors shall be not less than three (3) members. The initial members of the Board of Directors shall be appointed by the Developer. Transfer of control of the Association from the Developer to the Unit Owners is governed by Section 718.301(1), Florida Statutes, which provides:

(1) If unit owners other than the developer own fifteen percent (15%) or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer are entitled to elect at least one-third (1/3rd) of the members of the Board of Directors of the Association. Unit owners other than the developer are entitled to elect at least a majority of the members of the Board of Directors of the Association, upon the first to occur of any of the following events:

(a) Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business;

(e) When the developer files a petition seeking protection in bankruptcy;

(f) When a receiver for the developer is appointed by a circuit court and is not discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after appointment of the receiver that transfer of control would be detrimental to the Association or its members; or

(g) Seven (7) years after the date of the recording of the certificate of a surveyor and mapper pursuant to Section 718.104(4)(e), Florida Statutes or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first; or, in the case of an association that may ultimately operate more than one condominium, seven (7) years after the date of the recording of the certificate of a surveyor and mapper pursuant to Section 718.104(4)(e), Florida Statutes or the recording of an instrument that transfers title to

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a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to Section 718.403, Florida Statutes, seven (7) years after the date of the recording of the certificate of a surveyor and mapper pursuant to Section 718.104(4)(e), Florida Statutes, or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

The developer is entitled to elect at least one member of the Board of Directors of the Association as long as the developer holds for sale in the ordinary course of business at least five percent (5%), in condominiums with fewer than five-hundred (500) units, and two percent (2%), in condominiums with more than five-hundred (500) units, of the units in a condominium operated by the Association. After the developer relinquishes control of the Association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.

Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned Units in the same manner as any other Unit Owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors. Meetings for the election of members of the Board of Directors shall be held annually, in a manner to be provided in the Bylaws.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are elected and have qualified, are as follows:

Graydon E. Miars  
7807 Baymeadows Road East, Suite 205  
Jacksonville, Florida 32256

Chris Rusnak  
7807 Baymeadows Road East, Suite 205  
Jacksonville, Florida 32256

Margaret D. Jenness  
7807 Baymeadows Road East, Suite 205  
Jacksonville, Florida 32256

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**ARTICLE IX**

**INCORPORATOR**

The Incorporator under these Articles of Incorporation and his respective address, is set forth below:

Graydon E. Miars  
7807 Baymeadows Road East, Suite 205  
Jacksonville, Florida 32256

**ARTICLE X**

**BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the Board of Directors of the Association at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

**ARTICLE XI**

**INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

**ARTICLE XII**

**AMENDMENT TO ARTICLES**

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these

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Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be adopted by a Resolution of the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the members. Such resolution shall be transmitted to the President of the Association or the acting chief-executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the Resolution containing the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than a majority of the Units in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Volusia County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

### ARTICLE XIII

#### DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved in accordance with the provisions of the Declaration and in accordance with law. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the District prior to such termination, dissolution or liquidation.

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IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this  
21<sup>st</sup> day of MAY, 2015.




\_\_\_\_\_  
Graydon E. Miars  
Incorporator

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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THE ARUBA CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 7807 BAYMEADOWS ROAD EAST, SUITE 205, JACKSONVILLE, FLORIDA 32256, HAS NAMED FELDMAN & MAHONEY, P.A., WHOSE ADDRESS IS 19321-C U.S. HIGHWAY 19 NORTH, SUITE 600, CLEARWATER, FLORIDA 33764, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

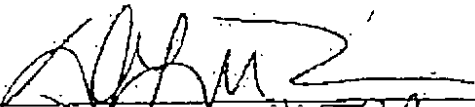
THE ARUBA CONDOMINIUM ASSOCIATION, INC.

By:   
Graydon E. Miars  
Incorporator

Dated: MAY 21, 2015

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, FELDMAN & MAHONEY, P.A., WHOSE ADDRESS IS 19321-C U.S. HIGHWAY 19 NORTH, SUITE 600, CLEARWATER, FLORIDA 33764, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF SUCH DUTIES.

FELDMAN & MAHONEY, P.A.

By:   
Name: Robert J. Feldman  
Title: President

Dated: MAY 21, 2015

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**CERTIFICATE**  
**(Section 617.1007(3), Florida Statutes)**

The undersigned President of The Aruba Condominium Association, Inc., a Florida corporation not-for-profit (the "Corporation"), makes this Certificate pursuant to the requirements of Section 617.1007(3), Florida Statutes, and certifies as follows:

1. The Amended and Restated Articles of Incorporation of the Corporation submitted with this Certificate (the "Restated Articles") do not contain an amendment to the Corporation's existing Articles of Incorporation requiring member approval.
2. The Corporation's Board of Directors has duly adopted the Restated Articles effective as of May 21, 2015.



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Graydon E. Miars, as President of  
The Aruba Condominium Association, Inc.