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FROM: Lindsey N. Wood, FRP
Litigation Paralegal to J. Henry Cartwright, Esq.

RE: Jensen Beach Auto Vault Condominium Association, Inc.

DATE: November 6, 2019

NO. OF PAGES: 8, including cover sheet

COMMENTS: As we discussed, attached is the **Amended and Restated Articles of Incorporation** of Jensen Beach Auto Vault Condominium Association, Inc.

REQUEST FOR REFUND: Please issue a \$35.00 refund. Please make the check payable to Fox McCluskey Bush Robison, PLLC and return it to us at the address above. Thank you for your time.

If you need anything further, please feel free to contact me.

Sincerely,

Lindsey N. Wood, FRP

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JENSEN BEACH AUTO VAULT CONDOMINIUM ASSOCIATION, INC.**

These Amended and Restated Articles are being submitted pursuant to 617.007 Florida Statutes and were adopted effective August 29, 2019, by the Board of Directors who are the sole members of the corporation and the number of votes cast were sufficient for approval. We, the undersigned, do, by these Amended and Restated Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

JENSEN BEACH AUTO VAULT CONDOMINIUM ASSOCIATION, INC.

whose mailing address is 3461 SE Willoughby Blvd, Stuart, FL 34994.

II.

The purposes and objects of the Association shall be to administer the operation and management of JENSEN BEACH AUTO VAULT CONDOMINIUM (the "Condominium") to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Martin County, Florida (the "Development Area"), described in the Declaration noted below and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium (the "Declaration"), which will be recorded in the Public Records of Martin County, Florida, if, as and when the portions of the Development Area, and the improvements constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the lands in the Condominium, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws 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:

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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 are 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 By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including the units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

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

4. Contract for the management of the Condominium and, in connection therewith, to delegate powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may from time to time 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.

IV.

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

A. The record Owners (as defined in the Declaration) of all units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a unit in any of 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 or more units at any time while such person or entity shall retain fee title to or a fee ownership interest in any unit.

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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 By-Laws.

D. On all matters on which the membership shall be entitled to vote, the votes for each unit may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted by the Association. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided in the By-Laws to be adopted.

E. Until such time as the first parcel of real property within the Development Area, 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 Martin County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, 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.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/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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VIII.

The number of members on the first Board of Directors, who shall serve until the first annual meeting of the Association following the recordation of the Declaration of Condominium shall be three (3). The number of members of succeeding Boards of Directors shall also be three (3), or as otherwise provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of all Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

When (but not before) Unit Owners other than Lakeview Commerce Park LLC, a Florida limited liability company, (the "Developer"), authorized to transact business in the state of Florida, own at least fifteen (15%) of the units that ultimately will be operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, one-third (1/3) of the members of the Board of Directors. Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, a majority of the members of the Board of Directors upon the earlier to occur of the following:

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

(b) Three months after 90 percent 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; or

(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, whichever occurs first. The Developer shall have the right to elect all members of the Board of Directors of the Association which Unit Owners other than the Developer are not entitled to elect as long as the Developer holds for sale in the ordinary course of business any unit(s) in the Condominium; and the Developer shall be entitled to elect not less than one (1) 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%) of the units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors of the Association in the same manner as any other Unit Owner of the Association. Not more than sixty (60) days after Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association, at the

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Developer's expense, all property of the Unit Owners and of the Association held or controlled by the Developer.

Within sixty (60) days after the Unit Owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than thirty (30) days nor more than forty (40) days' notice of a meeting at which such Directors are to be elected, which elections will otherwise be held in accordance with the provisions of the By-Laws.

IX.

The Board of Directors shall elect and may by majority vote separate or remove from office the 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 be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of 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.

X.

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 By-Laws, shall hold office until the first annual meeting of the Association after recordation of the first Declaration of Condominium in the Development Area, and thereafter until their successors are selected and have qualified, are as follows:

Walter McBride c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994;

Lee Eisenberg c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994; and

Jeremiah Baron c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994.

XI.

The name and address of the subscriber to these Articles of Incorporation is:

Jeremiah Baron c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994

XII.

The Officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and

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have qualified, shall be the following:

President	Walter McBride c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994
Vice President	Lee Eisenberg c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994
Secretary	Jeremiah Baron c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994
Treasurer	Jeremiah Baron c/o Fox McCluskey Bush Robison, PLLC, 3461 SE Willoughby Boulevard, Stuart, Florida 34994

XIII.

The original By-Laws of the Association shall be adopted by the approval of a majority of the subscribers to these Articles of Incorporation at a meeting at which each of the subscribers are present, and, thereafter, the By-Laws may be amended, altered or rescinded only as set forth therein at a duly called and held meeting or as otherwise permitted by law according to the Bylaws, Chapter 718 or Chapter 617.

XIV.

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 of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only 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.

XV.

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. Notwithstanding the foregoing provisions of this Article XV, 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.

XVI.

J. Henry Cartwright, Esquire, a member of good standing of The Florida Bar, is hereby designated as the Registered Agent of the Association, and 3461 SE Willoughby Boulevard is hereby designated as the registered office of the Association.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 6th day of NOVEMBER, 2019.

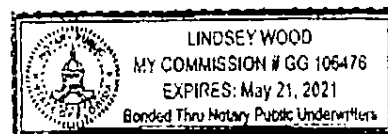
JENSEN BEACH AUTO VAULT
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
Walter McBride
as Authorized Representative

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of NOVEMBER, 2019, by WALTER MCBRIDE as authorized representative of Jensen Beach Auto Vault Condominium Association, Inc., who is ☒ personally known to me or ☐ who produced _____ as identification.

[Signature]
NOTARY PUBLIC
My Commission Expires:



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