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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CARMEL PROPERTY OWNERS ASSOCIATION, INC**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CARMEL PROPERTY OWNERS ASSOCIATION, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of these Articles of Incorporation filed with the Secretary of State on April 29, 1987, which purpose was to form a corporation not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I  
NAME**

The name of the corporation shall be CARMEL PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association".

**ARTICLE II  
DEFINITIONS**

Each term used herein which is defined in the Declaration of Covenants and Restrictions for CARMEL recorded or to be recorded among the Public Records of Martin County, Florida, as the same has been or may subsequently be amended (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III  
PURPOSES AND POWERS**

The objects and purposes of the Association are to own, maintain and administer the recreation areas and other Common Areas within that certain residential community known as CARMEL situated in Martin County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

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.

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

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1. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of Members of the Association (such property being referred to herein as the "Association Property");

2. To make, establish and enforce rules and regulations regarding the use of property operated and managed by it;

3. To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association and in the Declaration;

4. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

5. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

6. To maintain, repair, replace and operate the Association Property and maintain the exteriors of the residential Units in accordance with the provisions of the Declaration;

7. To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration and the provisions of any dedication or conveyance of the Association Property to the Association with respect to the use and maintenance thereof;

8. To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Corporation.

C. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. No Director shall receive compensation for any service he may render to the Association in his capacity as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties.

D. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

E. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

#### **ARTICLE IV** **MEMBERS AND VOTING RIGHTS**

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A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject by covenants of record to assessment by the Association, including contract sellers, 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 any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Unit or Lot which is subject to assessment by the Association.

B. Voting Rights. The Association shall have one class of voting membership consisting of all those owners as defined in paragraph A. Members shall be entitled to one vote for each Unit in which they hold the interests required for Membership by Paragraph A. If a Unit is owned by one person, his right to vote shall be established by the record title to his Unit. When more than one person holds such interest or interests in any Unit, the vote for such Unit shall be exercised only by that one Member as shall be designated in a certificate, executed by or on behalf of all record owners of such interest, filed with the Secretary of the Association. Such certificate shall be valid until revoked or superseded by a subsequent certificate or until there is a change in the ownership of the Unit concerned. If such a certificate is not on file, the votes of such owners shall not be considered in determining the requirement for a quorum nor for any other purposes. All certificates must be received in the Office of the Association no later than ten (10) days prior to the Meeting. In no event shall more than one vote be cast with respect to any Unit.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Unit shall remain unpaid for more than ninety (90) days after the due date for the payment thereof.

C. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of Members; and may make provisions for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, of Members entitled to cast thirty percent (30%) of the votes shall constitute a quorum for the transaction of business.

## **ARTICLE V** **CORPORATE EXISTENCE**

The corporation shall have perpetual existence.

## **ARTICLE VI** **DIRECTORS**

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than nine (9) persons.

B. Election of Members of Board of Directors. Directors shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may

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provide for the method of voting in the election and for removal from office of Directors. All Directors shall be Members of the Association.

C. Duration of Office. Persons elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected to have taken office.

D. Vacancies. If a Director elected by the general Membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

## **ARTICLE VII**

### **OFFICERS**

A. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

B. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and 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. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

## **ARTICLE VIII**

### **BY-LAWS**

The Board of Directors shall adopt By-Laws 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 IX**

### **AMENDMENTS**

Amendments to these Articles of Incorporation shall require the approval of a majority of the Board of Directors; provided that any amendment to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of the Members of the Association who have the right to vote two-thirds (2/3) of all the votes of the entire

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Membership; and provided further, that (a) no amendment shall make any change in the qualifications for Membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

**ARTICLE X**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or officer of the Association, whether or not 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 duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled under statute or common law.

**ARTICLE XI**  
**TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XII**  
Reserved.

**ARTICLE XIII**  
**REGISTERED OFFICE, AGENT AND ADDRESS**

The Association's registered agent and registered office shall be as designated from time to time by the Board of Directors.

(Remainder of page intentionally left blank. Signature page follows.)

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IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President and its Secretary and its corporate seal affixed hereto this 20 day of AUGUST, 2019.

WITNESSES AS TO PRESIDENT:

Print Name: CAROL GARY S THOMPSON

Print Name: THOMAS C. GALLI

CARMEL PROPERTY OWNERS  
ASSOCIATION, INC.

By: Thomas Galli  
Thomas Galli, President

WITNESSES AS TO SECRETARY:

Print Name: CAROL GARY S THOMPSON

Print Name: THOMAS C. GALLI

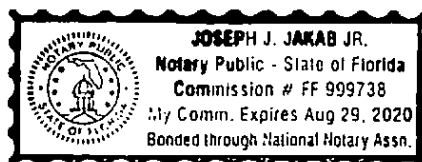
CARMEL PROPERTY OWNERS  
ASSOCIATION, INC.

By: Michelle Schaffer  
Michelle Schaffer, Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 20 day of AUGUST, 2019, by Thomas Galli, as President of Carmel Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation, who: ☒ is personally known to me; or, [ ] produced \_\_\_\_\_ as identification.

[SEAL]

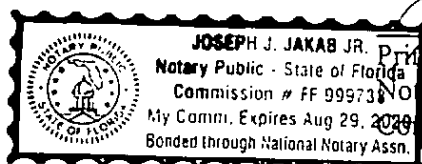


Print Name: JOSEPH J. JAKAB JR  
Notary Public, State of Florida  
Commission Expires: 8/29/20

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 20 day of AUGUST, 2019, by Michelle Schaffer, as Secretary of Carmel Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation, who: ☒ is personally known to me; or, [ ] produced \_\_\_\_\_ as identification.

[SEAL]



Print Name: JOSEPH J. JAKAB JR  
Notary Public, State of Florida  
Commission Expires: 8/29/20