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March 17, 2014

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Department of State
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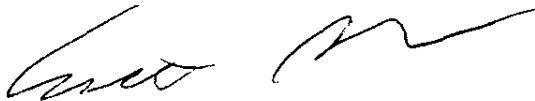
Re: Stuart Plaza Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.

EPB/tjc
Enclosures

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14 MAR 20 AM 11:47

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STUART PLAZA CONDOMINIUM ASSOCIATION, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on May 26, 1987 and recorded in the public records of Martin County, Florida at Official Records Book 721, Page 1053, et. seq.

This corporation was established for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the Statute of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation (the "Corporation") shall be STUART PLAZA CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is to be the "Association" for the purpose of operating, managing and administering STUART PLAZA CONDOMINIUM (hereinafter the "Condominium"), for the use and benefit of the owners of the Condominium Units and to acquire, construct, manage, administer, maintain and care for Corporation property. Said Condominium will be constructed in Martin County, Florida.

**ARTICLE III
POWERS**

The Corporation shall have the following powers:

1. To operate, manage, and administer a condominium consisting of one or more buildings and other facilities for the use and benefit of the individual owners of the Condominium Units as the agent of said Unit Owners.
2. To carry out all of the powers and duties vested in it pursuant to the Declaration of Condominium, the Bylaws, these Articles, and the Rules and Regulations, respectively, of the Condominium.

3. To enter into management contracts with responsible companies for the operation, management, and administration of the Condominium Property, to the extent allowed by law.

4. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 718, Florida Statutes, and Chapters 607 and 617, Florida Statutes, as applicable, if not inconsistent with Chapter 718, and to do any and all of the things necessary to carry out its operations as a natural person might or could do.

5. No part of the net earnings of this Corporation may inure to the benefit of any private individual within the meaning of §528 of the Internal Revenue Code of the United States.

6. All funds and title to all interests in property acquired by this Corporation, and the proceeds thereof, shall be held in trust by the Corporation for the owners of the Condominium Units in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto.

7. All of the powers of this Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto which govern the use of the land to be operated, managed and administered by this Corporation.

8. The Corporation has a reasonable right of entry into and upon any Unit to make emergency repairs and to do other work reasonably necessary for the proper maintenance and operation of the Condominium. The Corporation shall reimburse the Owners of said Unit for damages caused by the Corporation under this provision, unless the Unit Owner's actions necessitated the Corporation's entry hereunder.

9. The Corporation has the right, without the approval or joinder of any or all Unit Owners, to grant, modify or move exclusive and non-exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-unit owners, over, under, across, and/or through the Common Elements, in its own name, as deemed necessary by the Board of Directors, provided that said action(s) shall not materially and permanently interfere with the uses for which the Units, the Common or Limited Common Elements or any portion thereof is intended.

ARTICLE IV MEMBERSHIP AND VOTING

The qualifications and rights of members, the manner of their admission and voting by members shall be as follows:

1. This Corporation shall be organized without capital stock and the Corporation shall not thereafter have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors or officers; provided, however, that the Corporation may pay reasonable compensation for services rendered as elsewhere herein provided, and may make proper distribution of its assets if the Condominium is ever terminated.

2. All owners of Condominium Units in the Condominium shall be members of the Corporation and no other persons or legal entities shall be entitled to membership, subject, however, to the provisions of the Declaration of Condominium of the Condominium.

3. Membership in the Corporation shall be established as follows:

Persons shall become members of this Corporation by the recording in the Public Records of Martin County, Florida, of a deed or other instrument establishing a change of record title to a Condominium Unit whereby such person becomes the owner of the fee simple title to said Condominium Unit. Upon the delivery to the secretary of the Corporation of a copy of such recorded instrument, the new owner designated by said instrument shall become a member of the Corporation and the membership of the prior owner shall terminate. Anything to the contrary herein notwithstanding, a person cannot become a member of the Corporation unless all provisions of the Declaration of Condominium have been complied with by said member.

4. The interest of any member in any part of the real property or in the funds and assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to and together with the Condominium Unit in the Condominium.

5. Voting by the members of this Corporation, in the affairs of this Corporation, shall be as set forth in the Declaration of Condominium establishing said Condominium and in the Bylaws of the Corporation.

ARTICLE V CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI DIRECTORS

1. The business of this Corporation shall be conducted by a Board of Directors of not less than three (3) nor more than nine (9), the exact number of directors to be fixed by the Bylaws of the Corporation.

2. The election of Directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Corporation.

3. Directors need not be members of this Corporation.

4. No compensation shall be paid to Directors for their services as Directors. Compensation may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Corporation other than in the capacity of a Director, if and to the extent approved, in advance, by the Board of Directors. The Directors to receive such compensation shall not be permitted to vote thereon. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents and attorneys for services rendered to the Corporation.

ARTICLE VII OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice President, Secretary, Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers as may be authorized by the Board of Directors. A person may hold more than one office simultaneously except that the offices of President and Secretary may not be so held. The President and Vice President shall be elected from among the members of the Board of Directors. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs.

ARTICLE VIII BYLAWS

The Bylaws may be amended, altered or rescinded at a duly constituted membership meeting for such purpose; provided, however, that no amendment shall take effect unless approved by an affirmative vote of at least a majority of the Voting Representatives (as defined in the Declaration of Condominium for the Condominium) of all Units in the Condominium. In addition, said amendment shall conform to the requirements of the Declaration of Condominium of the Condominium.

ARTICLE IX ASSESSMENTS AND REFUNDS

All assessments paid by the owners of the Condominium Units for the maintenance, administration, and operation of the Condominium shall be utilized by the Corporation only to pay for the cost of said maintenance, administration, and operation, and for reserves relating thereto, and as otherwise provided in the Declaration of Condominium and Exhibits thereto. The Corporation shall have no interest in any funds received by it through assessments from the Unit Owners of Condominium Units or

otherwise except to the extent necessary to carry out the powers vested in it as agent for said members.

The Corporation shall make no distribution of income to its members, directors or officers, except as salaries for services rendered and reimbursement of expenses as provided for herein and in the Bylaws of the Corporation. The Corporation shall be conducted as a nonprofit corporation.

Any Common Surplus shall be held for the use and benefit of the Corporation's members in proportion to the percentage of their ownership in the Common Surplus of the Corporation as provided in the Declaration of Condominium.

Upon termination of the Condominium and dissolution or final liquidation of this Corporation, the distribution to the members of this Corporation of the Common Surplus in proportion to the percentages of their ownership in the Common Surplus shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE X INDEMNIFICATION

1. The Corporation shall indemnify any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against such Director or Officer, based on an act, or acts, alleged to have been committed by such Director or Officer of the Corporation, in his capacity as such or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, association, joint venture, trust or other enterprise which he served at the request of the Corporation. In any such action, the Director or Officer shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Director or Officer did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Director or Officer acted with gross negligence or willful misconduct.

2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and Officers as well.

3. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the Corporation 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 Corporation would have the power to indemnify him against such liability under the provisions of this Article.

4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XI AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Upon any amendment or amendments to these Articles being proposed by at least twenty-five percent (25%) of the members, or at least three (3) of the directors, such proposed amendment or amendments shall be transmitted to the President of the Corporation, or other officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment or amendments. It shall be the duty of the Secretary to give to each member written or printed notice of such meeting in the same form and in the same manner as provided in the Bylaws. Notice shall also be posted at a conspicuous location on the Condominium Property.

2. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote of at least a majority of the Voting Representatives of all Units in the Condominium, and must be recorded with the Clerk of the Circuit Court in and for Martin County, Florida. Such amendment or amendments shall also be filed with the Office of the Secretary of State of Florida for approval, along with the appropriate filing fee.

ARTICLE XII DEFINITIONS

Unless otherwise specifically provided, all definitions set forth in the Declaration of Condominium for the Condominium shall apply to these Articles of Incorporation.

ARTICLE XIII REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation, and the name of the registered agent of this Corporation shall be as determined by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation for Stuart Plaza Condominium Association, Inc. were approved by two-thirds (2/3rds) of the Voting Representatives of all Units in the Condominium, which vote was sufficient for approval, at a meeting held on February 18, 2014.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 4th day of March 2014.

WITNESSES AS TO PRESIDENT:

Kathryn Lytle
Printed Name: Kathryn Lytle
KEN FURCROW
Printed Name: Ken

**STUART PLAZA CONDOMINIUM
ASSOCIATION, INC.**

By: Tedd Dillard, President

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 4, 2014, by Tedd Dillard, as President of Stuart Plaza Condominium Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____].

Notarial Seal



Kristin Giles
Notary Public

WITNESSES AS TO SECRETARY:

Kathryn Lytle
Printed Name: Kathryn Lytle
Ken
Printed Name: KEN FURCROW

**STUART PLAZA CONDOMINIUM
ASSOCIATION, INC.**

By: Peter Gorman, Secretary

**CORPORATE
SEAL**



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 4, 2014,
by Peter Gorman, as Secretary of Stuart Plaza Condominium Association,
Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of
Identification: _____].

Notarial Seal

Kristin Giles
Notary Public

