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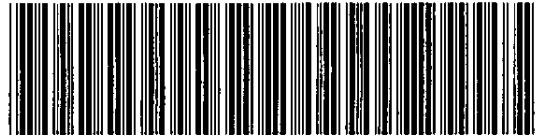
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TALLAHASSEE, FLORIDA

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March 19, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

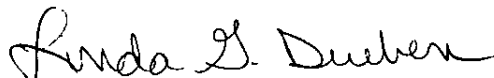
Re: Certificate of Amendment to the Second Amended and Restated Articles of  
Incorporation of North Passage Homeowners Association, Inc.

To: Whom It May Concern:

North Passage Homeowners Association, Inc.  
Document #: N24665  
FEI #: 650066363

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy in the provided postage paid envelope. If you should have any questions, feel free to give me a call at the number provided above.

Sincerely,



Linda G. Dueben, Real Estate Assistant to  
Jane L. Cornett, Esq.

/lgd

**CERTIFICATE OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTH PASSAGE HOMEOWNERS ASSOCIATION, INC.**

**FILED**  
**2008 MAR 21 PM 12:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

(A Florida Corporation Not for Profit)

The Articles of Incorporation establishing North Passage Homeowners Association, Inc., were filed with the Florida Secretary of State on February 4, 1988. The attached documents were duly adopted as the Second Amended and Restated Articles of Incorporation of North Passage Homeowners Association, Inc., at the board of director's meeting held on December 3, 2007 and reconvened on January 28, 2008. The Second Amended and Restated Articles of Incorporation were adopted by a vote of the membership sufficient for approval.

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The name of the corporation is NORTH PASSAGE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II**

The street address of the Association office is 8710 SE Riverfront Terrace, Tequesta, FL 33469.

**ARTICLE III**

All definitions in the Second Amended and Restated Declaration of Restrictions, to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Martin County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE IV  
PURPOSE OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the operation, maintenance and preservation of the Common Area and the maintenance of the grounds, landscaping and the like of the units, within the certain real property (and any additions thereto) described in the "Declaration of restrictions" to which these Articles of Incorporation are attached as Exhibit "B", as recorded in the Public Records (hereafter

referred to as the "Declaration") and to promote the health, safety and welfare of the members of the Association and provide recreational facilities for the members.

## **ARTICLE V POWERS OF THE ASSOCIATION**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including but not limited to the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-laws of the Association; to pay all expenses of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) Borrow money with the assent of a majority vote of the Board of Director and with the assent of a majority of the members of the Association, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Board of Directors, the assent of a majority of the members of the Association, except as otherwise provided in ARTICLE II of the Declaration.

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of at least 168 of the members to such dedication, sale or transfer in writing or by a vote at a duly called meeting of the Association, and unless prior written consent is obtained from Martin County Board of County Commissioners;

(f) To promulgate or enforce rules, regulation, by-laws, covenants, restriction or agreement to effectuate all of the purposes for which the Association is organized;

(g) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have to exercise;

(h) To contract for management of the Association

(i) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association

## **ARTICLE VI MEMBERSHIP AND QUORUM**

Every owner of a Unit and a spouse shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit. Membership is more fully defined in Article II of the Second Amended and Restated Declaration of Restrictions for North Passage.

## **ARTICLE VII VOTING RIGHTS**

All Members shall be all Owners, and shall be entitled to one (1) vote for each unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of nine (9) persons who must be Members of the Association.

Pursuant to the Declaration, the property under the jurisdiction of the Association is divided into three (3) Phases known as Phase I (Single Family Units), Phase II (Townhouse Units) and Phase III (Zero Lot Line Units). One-third (1/3) of the Directors shall be separately elected by the Owners of each of these three (3) phases. Accordingly, the Owners of Phase I shall elect one-third (1/3) of the Directors, the Owners of Phase II shall elect one-third (1/3) of the Directors and the Owners of Phase III shall elect one-third (1/3) of the Directors. The nomination and election process shall take place in accordance with the terms and provisions of the By-Laws. At each Annual Meeting a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term, any Director may be re-elected.

## **ARTICLE IX DURATION**

The Corporation shall exist perpetually.

## **ARTICLE X AMENDMENTS**

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

1.     **Proposal.**     Amendments to these Articles may be proposed either upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members, or by petition signed by twenty-five percent (25%) of the members of the Association and delivered to the Secretary.

2.     **Call for Meeting.**     Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as herein provided such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice of the meeting shall be given as provided in the By-laws, (Article III, Section 2 and 3).

3.     **Vote Necessary:**     At a regular or special meeting of the members, by a vote or the majority of the entire voting interests of the Association, or in lieu of a meeting, by the written consent of a majority of all members, as evidenced by a Certificate of Amendment executed by an officer of the Association and recorded in the Public Records of Martin County.

4.     **Filing.**     The Articles of Amendment contained said approved amendment or amendments shall be executed by for the corporation by its President or Vice President and by its Secretary or Assistant Secretary.

## **ARTICLE XI OFFICERS**

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS OF THE BOARD AND DIRECTORS AND**  
**MEMBERS OF ALL DULY AUTHORIZED COMMITTEES**

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and Officer of the Board and Members of all Committees, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director, Officer or Member of the Board or any duly authorized Committee of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of a violation of a criminal law, obtaining an improper personal benefit, or willful misconduct or conscious disregard of the best interests of the Association, or such other acts or omissions under Section 607.1645 Florida Statutes. Notwithstanding the foregoing in the event of the settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement in accordance with the provisions of Chapter 607 Florida Statutes. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director, Officer of the Board or Member of all duly authorized Committees may be entitled, by law or otherwise.

**ARTICLE XIII**  
**TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because of Officer of Directors is present at, or participates in, meeting of the Board or Committee thereof which authorized the contract or transaction. No interested Director or Officer may vote to authorize the contract or transaction. No Director or Officer of the Association shall incur liability by reasons of the fact that said Director or Officer may be interested n any such contract or transaction.

Interested Directors may not 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 XIV  
DISSOLUTION

In the Event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Nineteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the properties.

The undersigned, being the President and Secretary of North Passage Homeowners Association, Inc. do hereby acknowledge that this Second Amended and Restated Articles of Incorporation was duly adopted by the membership of North Passage Homeowners Association, Inc. on the 28<sup>th</sup> day of January, 2008.

Signed, sealed and delivered  
WITNESSES:

North Passage Homeowners Association, Inc.

Connie M Calhoun  
Witness #1 Signature

By: Henry Carulli  
Henry Carulli, President

Connie M Calhoun  
Witness #1 Printed Name

Frank P. Reggio  
Witness #2 Signature

Frank P. REGGIO  
Witness #2 Printed Name

Connie M Calhoun  
Witness #1 Signature

By: Jon Ahlschwede  
Jon Ahlschwede, Secretary

Connie M Calhoun  
Witness #1 Printed Name

Frank P. Reggio  
Witness #2 Signature

Frank P. REGGIO  
Witness #2 Printed Name

CORPORATE SEAL

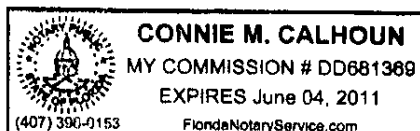


STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on this 12<sup>th</sup> of March, 2008 by Henry Carulli, as President of North Passage Homeowners Association, Inc. ☒ who is personally known to me, or ☐ who produced identification [Type of Identification: \_\_\_\_\_].

Connie M Calhoun  
Notary Public  
Printed Name:

Notarial Seal





STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on this 12<sup>th</sup> of March, 2008 by Jon Ahlschwede, as Secretary of North Passage Homeowners Association, Inc. [ ☒ who is personally known to me, or [ ] who produced identification [Type of Identification: \_\_\_\_\_].

*Connie M Calhoun*  
Notary Public  
Printed Name: *Connie M Calhoun*

Notarial Seal

