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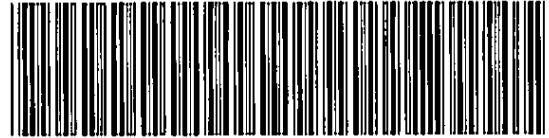
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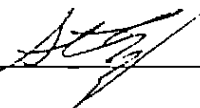
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

OCEAN RESORTS CO-OP, INC.

Please Debit FCA000000003 For: 43.75

Thank you Seth Neeley



Signature

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COVER LETTER

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

SUBJECT: OCEAN RESORTS CO-OP, INC. (Document Number N25000004861)
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy	☐ \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Jordan Cesana
Name (Printed or typed)
One Turks Head Place Suite 1200
Address
Providence, RI 02903
City, State & Zip
401-453-1200
Daytime Telephone number
oceanresortsmanager@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCEAN RESORTS CO-OP, INC.

FILED
2025 MAY -8 AM 11:01
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting under the Florida Statutes, in accordance with the Florida Not for Profit Corporation Act in accordance with Chapter 617, as a cooperative corporation, hereby adopts the following Articles of Incorporation for such corporation.

1. NAME

The name of the corporation shall be OCEAN RESORTS CO-OP, INC., a Cooperative Residential Park with Recreational Vehicle Units, which shall hereinafter be referred to as the "Association".

2. PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of OCEAN RESORTS, a Cooperative Residential Park with Recreational Vehicle Units, pursuant to the provisions of Chapter 719, Florida Statutes.

The Association does not contemplate pecuniary gain or profit for its shareholders.

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Statutes.

3.2 The Association shall have all of the powers and duties set forth in Chapter 719, Florida Statutes, except as limited by these Articles of Incorporation and the By-Laws of the Association, and all of the powers and duties reasonably necessary to operate a cooperative residential park with recreational vehicle units, created pursuant to the provisions of Chapter 719, Florida Statutes, as amended from time to time.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the unit owners in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association and the Proprietary Lease.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Proprietary Lease and the By-Laws.

3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and, assessments from the "Unit" Owners, as allowed by the Proprietary Lease and the By-Laws.

4. CAPITAL STOCK

4.1 The Association is authorized to issue and have outstanding at any time 400 shares of common stock with a par value of \$1.00 per share.

4.2 The shareholders of the Association, hereinafter referred to as "Unit Owners", shall consist of all of the owners of units in OCEAN RESORTS, a cooperative residential park with recreational vehicle sites.

4.3 In conjunction with the issuance of each share of capital stock, there shall be issued a Proprietary Lease for each unit.

4.4 Stock Certificates of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the corresponding unit.

4.5 On all matters upon which a unit owner shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided by the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned.

5. EXISTENCE

The Association shall have perpetual existence.

6. OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary, Treasurer and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices. Officers of the Association shall be those set forth herein or elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT

James Buysse
5325 Inlet Way
Fort Pierce, FL 34949

VICE PRESIDENT

James Connors
5234 Loggerhead Place
Fort Pierce, FL 34949

SECRETARY

Sheila Delson
5359 Montego Circle
Fort Pierce, FL 34949

TREASURER

Daniel Luce
5277 Loggerhead Place
Fort Pierce, FL 34949

7. DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors who shall be unit owners of the Association. The Board of Directors shall consist of such numbers of Directors as shall be stated in the By-Laws; provided, however, that the Board shall always consist of an odd number of Directors.

7.2 Directors of the Association shall be elected at the annual meeting of the unit owners in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

7.3 The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

JB Kavanaugh
5361 Keel Way
Fort Pierce, FL 34949

Gary Reyer
824 Angelfish Drive
Fort Pierce, FL 34949

John Vollmer
5271 Keel Way
Fort Pierce, FL 34949

8. INDEMNIFICATION

The Association shall indemnify any person who was or is a party to any proceeding (other than an action by the Association) by reason of the fact that he is or was a Director, officer or agent (each, an "Indemnitee") of the Association against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order or settlement shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association.

8.1 The Association shall indemnify any person who was or is a party to any proceeding by the Association because the person is or was a Director, officer or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this Section with respect

to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction shall determine that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

8.3 To the extent that a *Director, officer, committee member, employee, or agent* of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in Section 8.1. or 8.2, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

8.4 Any indemnification under Section 8.1 or 8.2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case after a determination that indemnification of the Director, officer or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 8.1 or 8.2. Such determination shall be made: (A) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding; or (B) by independent legal counsel selected (i) by the Board of Directors as described in subsection 8.4.1, or (ii) if a quorum of the Directors cannot be obtained for Subsection 8.4.1, then by a majority of the shareholders of the Association who were not parties to such proceeding.

8.5 Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Association prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of such Director, officer or committee member, to repay such amount if he is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

8.6 The indemnification and advance of expenses provided pursuant to this Article 8 are not exclusive, and the Association may make any other or further indemnification or advance expenses of any of its directors, officers, or agents, under any bylaw, agreement, vote of *Members or disinterested Directors, or otherwise*. However, indemnification or advance of expenses shall not be made to or on behalf of any Director, officer, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the Director, officer or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) a transaction from which the Director, officer or agent derived an improper personal benefit; or (iii) willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by the Association to procure a judgment in its favor or in a proceeding by the shareholders of the Association.

8.7 Indemnification and advance of expenses as provided in this Article 8 shall continue for a Person who has ceased to be a Director, officer or agent and shall inure to the benefit of the heirs, executors, and administrators of such a Person, unless otherwise provided when authorized or ratified.

8.8 For purposes of this Article 8, the term "expenses" shall be deemed to include reasonable attorneys' fees, paraprofessional fees, and legal costs and expenses, including those for any appeals; the term "Liability" shall be deemed to include any obligation to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, mediation, arbitration or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer.

8.9 Anything to the contrary herein notwithstanding, no amendment to the provision of this Article 8 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

9. BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

10. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association. A unit owner may propose such an amendment by instrument in writing directed to any member of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the unit owners to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be by one of the following methods:

(a) By not less than seventy-five (75%) percent of the entire membership of the Board of Directors and by the holders of not less than fifty-one (51%) percent of the outstanding stock of the association; or

(b) By the holders of not less than seventy-five (75%) percent of the shares of the Association.

10.3 Provided, however, no amendment shall make any changes in the qualifications for stock ownership, nor the voting rights of unit owners, nor any change in Section 3.3, without the approval in writing by all unit owners.

11. PRINCIPAL OFFICE

The principal and mailing address of the Association shall be at 5101 North Highway A1A, Fort Pierce, FL 34949, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be designated by the Board of Directors.

12. REGISTERED AGENT

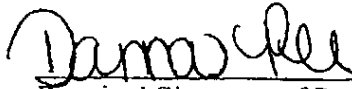
The street address in Florida of the initial registered agent of the Association is 5101 North Highway A1A, Fort Pierce, FL 34949, and the name of the initial registered is Donna Perez, 5101 North Highway A1A, Fort Pierce, FL 34949.

13. INCORPORATOR

The name and address of the Incorporator is:

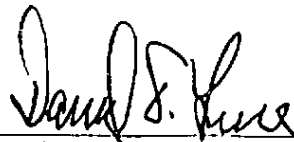
Name: Daniel Luce
Address: 5277 Loggerhead Place
Fort Pierce, FL 34949

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Required Signature of Registered Agent

04/30/2025
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.


Required Signature of Incorporator

04/30/2025
Date

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