

N28497

(Requestor's Name)

(Address)

(Address)

(City)

PICK-UP

Please storage
furnit +
Buss of
do current
pages

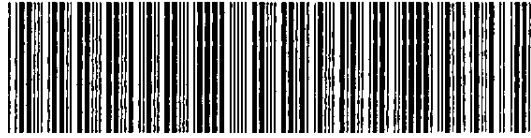
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700207300847

05/11/11--01007--008 **35.00

Amended and
Restated Act

FILED
11 MAY 11 PM 3:58
SECTION OF STATE
TALLAHASSEE, FLORIDA

DP 5-10-11

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW
ROYAL PALM FINANCIAL CENTER
SUITE 101
789 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

DEBORAH L. ROSS
DAVID B. EARLE†
ELIZABETH P. BONAN
JACOB E. ENSOR
JOHN P. CARRIGAN
†CERTIFIED CIVIL MEDIATOR

OF COUNSEL
THOMAS K. GALLAGHER
W. MARTIN BONAN, LLC

May 9, 2011

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

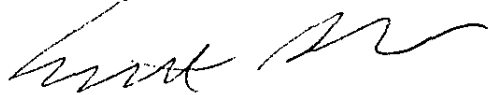
RE: Sea Pines of Hobe Sound Homeowners' Association, Inc.

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/kmr
enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEA PINES OF HOBE SOUND HOMEOWNERS' ASSOCIATION, INC.
A NOT FOR PROFIT FLORIDA CORPORATION

FILED
11 MAY 11 PM 3:58
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The purpose of these Amended and Restated Articles of Incorporation is to continue the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on September 23, 1988, and recorded in the Records of Martin County, State of Florida on February 27, 1998.

ARTICLE 1
NAME

The name of the corporation shall be SEA PINES OF HOBE SOUND HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association," having a principal office at 10879 SE Sea Pines Circle, Hobe Sound, Florida, 33455.

ARTICLE 2
DEFINITIONS

Each term used herein which is defined in the Amended and Restated Declaration of Covenants and Restrictions for Sea Pines recorded or to be recorded among the Public Records of Martin County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE 3
PURPOSES AND POWERS

- 3.1 Purposes. The purpose for which the Association is organized is to engage as a not for profit organization and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm, or corporation. This Association is also organized to protect the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Amended and Restated Declaration of Covenants and Restrictions for Sea Pines as amended from time to time (the "Declaration") as is or may be recorded in the office of the Clerk of the Circuit Court in and for Martin County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

**ARTICLE 6
OFFICERS**

Officers shall be elected by the Board of Directors at the annual meeting of the Directors, as provided in the Amended and Restated Bylaws of Sea Pines, Article 4.1. The officers shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may elect or appoint.

**ARTICLE 7
BYLAWS**

The Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Amended and Restated By-Laws.

**ARTICLE 8
AMENDMENTS**

Amendments to these Amended and Restated Articles of Incorporation shall require the consent of two-thirds (2/3) of the Members of the Association. The aforementioned consent shall be expressed by written consent or by a vote (in person or by proxy) at a duly convened meeting of the members. Provided, however, that (a) no amendment shall make any change in the qualification for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and that (b) these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Amended and Restated Declaration. A copy of each amendment to these Amended and Restated Articles shall be recorded among the Public Records of Martin County, Florida.

ARTICLE 9

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 legal 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 duties; 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.



Notarial Seal

Mary E. Ball
Notary Public
Printed Name: MARY E. BALL
Commission Expires: 12-11-13

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on October 21, by Dorothy Grauso, as Secretary of Sea Pines of Hobe Sound Homeowners' Association, Inc. [] who is personally known to me, or [X] who has produced identification [Type of Identification].

Notarial Seal



Mary E. Ball
Notary Public
Printed Name: MARY E. BALL
Commission Expires: 12-11-13