

N131871

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

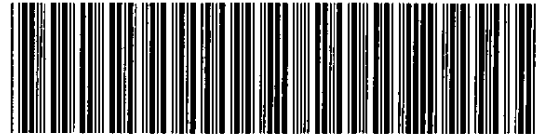
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400129913094

06/02/08--01010--004 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN -2 AM 11:49

Amended
Restated
(1a) 6/4/08

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW
ROYAL PALM FINANCIAL CENTER
SUITE 212
759 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 2401
STUART, FLORIDA 34995
(772) 287-1745
FAX (772) 287-8045

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

May 29, 2008

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

RE: Island Dunes Oceanside II 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/kmr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JUN -2 AM 11:49

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ISLAND DUNES OCEANSIDE II
CONDOMINIUM ASSOCIATION, INC.**

(A Florida Corporation Not For Profit)

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of the original Articles of Incorporation filed on April 21, 1989 with the Secretary of State and recorded in the public records of St. Lucie County, Florida at Official Records Book 656, Page 1580, et. seq. to form a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617.

I.

NAME OF CORPORATION

The name of this Corporation shall be "ISLAND DUNES OCEANSIDE II CONDOMINIUM ASSOCIATION, INC." (hereinafter referred to as the "Condominium Association" or "Association").

II.

PURPOSE

The purpose of the Condominium Association shall be to be the "Association" as said term is defined in the Florida Condominium Act, Florida Statutes, Chapter 718 (the "Condominium Act"), for ISLAND DUNES OCEANSIDE CONDOMINIUM II (the "Condominium"), which Condominium is situate in St. Lucie County, Florida, and which Condominium was created of a certain "Declaration of Condominium of ISLAND DUNES OCEANSIDE CONDOMINIUM II (the "Declaration of Condominium"), and as such the Condominium Association shall operate the Condominium and perform all of the functions assigned to the Condominium Association by the Condominium Act and the Declaration of Condominium.

III.

POWERS

The Condominium Association shall have all of the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purposes of the Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Condominium Association in carrying out its duties and responsibilities.

IV.
MEMBERSHIP

The qualification of members of the Condominium Association (the "Members"), the manner of their admission to membership, the manner of the termination of such membership and voting by Members shall be as follows:

1. All owners of condominium units in the Condominium ("Units") shall be Members and no other persons or entities shall be entitled to membership in the Condominium Association.

2. Membership in the Condominium Association shall be established automatically and without further action upon the acquisition of ownership of fee title to or fee interest in a Unit, whether by conveyance, devise, or judicial decree, whereupon the membership in the Condominium Association of the prior owner of such Unit shall terminate automatically and without further action.

3. The share of a Member in the funds and assets of the Condominium Association and membership in the Condominium Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.

4. Voting by the Members in the affairs of the Condominium Association shall be in accordance with the provisions of the Declaration of Condominium and of the Bylaws of the Condominium Association (the "By-Laws") pertaining thereto.

V.
TERM

The term for which the Association is to exist shall be perpetual.

VI.
OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the Bylaws.

VII.
DIRECTORS

4. The affairs of the Association shall be directed by a Board of Directors. The number of Directors on the Board of Directors shall be five (5). A Director must need be a Member of the Condominium Association. Directors shall be elected by the Members of the Condominium Association as provided in the Bylaws.

VIII.
INDEMNIFICATION

Every Director and every officer of the Condominium Association (and the Directors and/or officers as a group) shall be indemnified by the Condominium Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Condominium Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Condominium Association, and in instances where a Director or officer admits or is adjudged guilty of gross misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled, whether by statute or common law.

IX.
BY-LAWS

The By-Laws of the Condominium Association may be altered, amended or rescinded by the affirmative vote of not less than a majority of the total votes of all Members cast at a regular or special meeting of the Membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. The right to modify, amend or rescind may be restricted in the manner provided for in the Bylaws.

X.
REGISTERED OFFICE AND AGENT

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

XI.
AMENDMENTS

1. Subject to the provisions hereof, these Articles of Incorporation may be amended at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the total votes of all Members.

2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration of Condominium.

These Amended and Restated Articles of Incorporation for Island Dunes Oceanside II Condominium Association, Inc. has been approved by at least two-thirds (2/3) of all members which vote was sufficient for approval.

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 7th day of Feb. 2008.

WITNESSES AS TO PRESIDENT:

ISLAND DUNES OCEANSIDE II
CONDOMINIUM ASSOCIATION, INC.

Thomas C. Shumaker

Printed Name: THOMAS A. SHUMAKER

Tammy Smidtsel

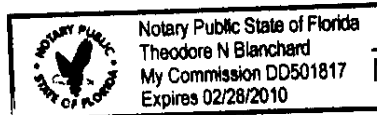
Printed Name: Tammy Smidtsel

By: Violet Drexler
VIOLET DREXLER, President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Feb 7, 2008, by Violet Drexler, as President of Island Dunes Oceanside II Condominium Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

Notarial Seal



Theodore N Blanchard
Notary Public

WITNESSES AS TO SECRETARY:

ISLAND DUNES OCEANSIDE II
CONDOMINIUM ASSOCIATION, INC.

Thomas C. Shumaker

Printed Name: THOMAS A. SHUMAKER

Tammy Smidtsel

Printed Name: Tammy Smidtsel

By: Asa C. Hemphrey
Asa C. Hemphrey, Secretary



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Feb. 7, 2008
by Asa C. Hemperky, as Secretary of Island Dunes Oceanside II Condominium
Association, Inc. [] who is personally known to me, or [] who has produced
identification [Type of Identification: _____].

Notarial Seal

Theodore N Blanchard
Notary Public

