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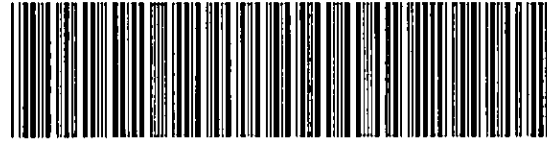
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BRIAN T. MEANLEY, ESQ.  
[bmeanley@ssclawfirm.com](mailto:bmeanley@ssclawfirm.com)

September 7, 2021

Florida Department of State  
Division of Corporations – Amendments Section  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Island Country Estates Homeowners Association, Inc. (the "Association")  
Document No.: N32301

To Whom It May Concern:

Enclosed with this letter please find an original Amended and Restated Articles of Incorporation of Island Country Estates Homeowners Association, Inc. (the "Amended and Restated Articles"), a copy of same, and a self-addressed return envelope containing postage. As indicated on Page 1 of the enclosed Amended and Restated Articles, they were approved by a vote of the Association's Board of Directors taken at a meeting held August 16, 2021, and also by a vote of the Association's membership taken at a meeting held August 29, 2021. They are effective immediately, and they amend and restate the Association's Articles of Incorporation in their entirety.

The enclosed Amended and Restated Articles are submitted for the Department's review and processing. Please also find enclosed a check made payable to "Florida Department of State" in the amount of \$43.75 reflecting filing fees plus fees associated with obtaining Department certification of the enclosed copy.

Please have the Department update its records to reflect the Amended and Restated Articles, certify the copy we have submitted, and return the certified copy to us. Do not hesitate to contact me with any questions or concerns about this submission. We are anxious to receive the Department's certification of the Amended and Restated Articles so that we may file them in the county public records.

To reach me without delay, please dial 561-994-4499 or send an email to [bmeanley@ssclawfirm.com](mailto:bmeanley@ssclawfirm.com).

Very truly yours,

SACHS SAX CAPLAN

BRIAN T. MEANLEY

Enclosures

NOTE: SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. SEE ENTIRE ORIGINAL ARTICLES OF INCORPORATION FOR PRESENT TEXT.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**ISLAND COUNTRY ESTATES HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator hereby adopts the following Amended and Restated Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, the "Florida Not-For-Profit Corporation Act" and Chapter 720, Florida Statutes, the Florida "Homeowners' Association Act, as each such statute is amended from time to time. These Amended and Restated Articles of Incorporation of Island Country Estates Association, Inc. was approved at a meeting of the Association's Board of Directors ("Board of Directors" or "Board") held on August 16th, 2021. At a Members' Meeting held on August 29, 2021, Members holding a majority of the membership's voting interests present at the membership meeting approved these Amended and Restated Articles of Incorporation of Island Country Association, Inc., amending, replacing, and superseding the previous Articles of Incorporation, and any and all prior amendments and restatements to them, in their entirety.

**ARTICLE I**  
**CORPORATE NAME**

The name of the Corporation shall be ISLAND COUNTRY ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II**  
**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III**  
**DEFINITIONS**

The terms used in this Articles shall have the same definitions and meanings as those set forth in the DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF ISLAND COUNTRY ESTATES, to be recorded in the Public Records of Martin County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE IV**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed with the Department of State of Florida.

**ARTICLE V**  
**PURPOSES AND POWERS**

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the

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Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers which may be exercised by the Board of Directors of the Association, are:

- (a) To own, operate, maintain, preserve or replace the Common Area, provide architectural control over the Property and promote the health, safety and welfare of the Owners of Lots, located on that certain parcel of real property situate in Martin County, Florida, known as ISLAND COUNTRY ESTATES, and described in Exhibit "A" to the originally recorded Declaration of Covenants, Restrictions and Easements of Island Country Estates ("Original Declaration") recorded November 27, 1989 in Official Records Book 836 at Page 2120 of the Public Records of Martin County.; and
- (b) To operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District; and
- (c) To acquire by gift, purchase or otherwise own, build, improve, operate, repair, maintain and replace, lease, transfer, or otherwise dispose of real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association; and
- (d) To 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 approved by a majority of all of the votes eligible to be cast by the Members at a regular or special meeting of the Members of the Association; provided further that the written consent of Martin County, Florida, shall be required prior to a sale or transfer of all or any part of the Common Area except to an entity or organization formed to own and maintain the Common Area in accordance with the terms of the Declaration; and
- (e) To establish, levy, collect and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association and to use the proceeds thereof in the exercise of its powers and duties; and
- (f) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and
- (g) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and
- (h) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and
- (i) To grant easements on or through the Common Area; and

- (j) To 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, as the same may be amended from time to time; and
- (k) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and
- (l) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners such as, but not limited to, garbage pickup and other utilities or services; and
- (m) To purchase insurance upon the Property or any part thereof and insurance for the protection of the Association, its Officers, Directors and Owners; and
- (n) To employ personnel to perform the services required for the proper operation of the Association; and
- (o) To sue and be sued.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto and hereto. The Association shall have all of the powers set forth within Chapters 617 and 720 of the Florida Statutes, each as amended from time to time.

#### ARTICLE VI BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be at least three (3) and no more than five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors must be Members of the Association.

B. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents or employees, subject only to approval by Members when such approval is specifically required.

C. ELECTION; REMOVAL. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VII  
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one 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 the Officer or Director is present at, or participates in, meetings of the board or committee thereof which authorized the contract or transaction, or solely because said officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in 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 VIII  
OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal of Officers, for filling vacancies and for the duties of the Officers.

ARTICLE IX  
MEMBERSHIP

Every person or entity who is an Owner of public record of any Lot located on the Property shall be a Member of the Association. Any person or entity who holds an interest in any such Lot merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Lot and cannot be conveyed other than by conveyance of fee simple title to the Lot. When any Lot is owned by more than one person or entity, all such persons or entities shall be Members of the Association, but in no event shall more than one vote be cast with respect to any one Lot.

ARTICLE X  
AMENDMENT

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

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

B. PROPOSAL AND ADOPTION. A resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors at a regular or special meeting of the Board of Directors or by not less than one-third (1/3) of all of the votes eligible to be cast by the Members of the Association at a regular or special meeting of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. A proposed amendment must be approved by not less than three quarters (3/4) of the voting interests present in person or by proxy at a meeting of the members at which a quorum has been attained.

C. LIMITATION. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article V or Article XIII of the Articles entitled "Purposes and Powers" and "Indemnification", respectively, without the approval in writing of all the votes eligible to be cast by the Members and the joinder of all record owners of mortgages upon Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws. No amendment to this Paragraph "C." of Article X shall be effective.

D. RECORDING. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Martin County, Florida.

#### ARTICLE XI BYLAWS

The Bylaws of the Association may be altered, amended or rescinded, from time to time, in the manner provided in the Bylaws and the Declaration.

#### ARTICLE XII INCORPORATOR

The name and address of the incorporator of the Association is:

JAMES T. HELM

P.O. Box 3967  
Tequesta, Florida 33469

#### ARTICLE XIII INDEMNIFICATION

A. INDEMNITY. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, Employee, Officer or Agent of the Association, against all costs and expenses (including attorneys' fees and appellate attorneys' fees), reasonably incurred by or imposed upon him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. EXPENSES. To the extent that a Director, Officer, Employee or Agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph "A." above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of any undertaking by or on behalf of the affected Director, Officer, Employee or Agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XIII.

D. MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, Employee or Agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 Association would have the power to indemnify him against such liability under the provisions of this Article

#### ARTICLE XIV DISSOLUTION

With the prior written consent of Martin County, Florida, the Association may be dissolved by a vote of seventy five percent (75%) of all of the votes eligible to be cast by the Members at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting; provided that prior to a dissolution of the Association, the Surface Water Management System shall be conveyed or dedicated to an appropriate agency of local government or a non-profit corporation similar to the Association.

#### ARTICLE XV INITIAL REGISTERED OFFICE AND NAME OF AGENT

The street address of the registered office of the Association is 7985, SE Country Estates, Way, Jupiter, Florida 33458, and the name of the registered agent of the Association at said address is MICHAEL W. WISNER



IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation on this 2<sup>nd</sup> day of September, 2021.

Michael W. Wisner  
MICHAEL W. WISNER  
Registered Agent

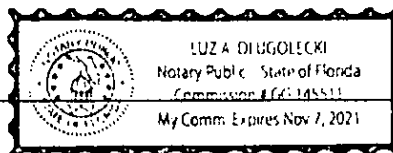
STATE OF FLORIDA )  
COUNTY OF Martin )

BEFORE ME, the undersigned authority, personally appeared Michael Wisner, as President of Island Country Estates Homeowners Association, Inc., by means of ☒ physical presence or ☐ on-line notarization, who after being duly sworn, acknowledged before me that he executed the foregoing Amended and Restated Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my signature and official seal at Martin in the County of Florida, State of Florida, the date and year last aforesaid.

[Signature]  
NOTARY PUBLIC, State of Florida

My Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First, that desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Amended and Restated Article of Incorporation has named MICHAEL W. WISNER whose address is 7985 SE Country Estates Way, Jupiter, Martin County, State of Florida, as its statutory registered agent.

Having been named statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 2<sup>nd</sup> day of September, 2021.

Michael W. Wisner  
MICHAEL W. WISNER  
Registered Agent