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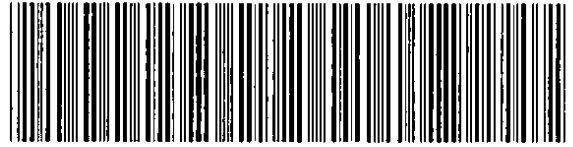
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23 JUL 31 AM 9:49  
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**THE ISLANDS OF JUPITER PROPERTY OWNERS ASSOCIATION, INC.**

FILED  
23 JUL 31 AM 9:50

CLERK OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements on the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

**ARTICLE I  
NAME OF CORPORATION, PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS**

The name of the corporation is THE ISLANDS OF JUPITER PROPERTY OWNERS ASSOCIATION, INC. ("Association"). The principal place of business and mailing address of the Association shall be: ~~c/o Seacrest Services, Inc., 2400 Centre Park W. Drive, Suite 175, West Palm Beach, Florida 33409~~ Coastal Property Management, 10 SE Central Parkway, Suite 400, Stuart, FL 34994, or such other address that may be listed with the Florida Division of Corporations from time to time.

**ARTICLE II  
REGISTERED OFFICE – REGISTERED AGENT**

The street address of the Registered Office of the Association is ~~1601 Forum Place, Suite 701, West Palm Beach, Florida 33401~~ 4440 PGA Blvd., Suite 308, Palm Beach Gardens, FL 33410. The name of the Registered Agent of the Association is ~~St. John Core & Lemme, P.A. Fields & Bachove, PLLC,~~ or such other registered agent that may be listed with the Florida Division of Corporations from time to time.

**ARTICLE III  
DEFINITIONS**

The definitions in the Amended and Restated Declaration of Restrictive Covenants ("Declaration") recorded in the Public Records of Martin County, Florida, ~~at Official Records Book 842, Page 886,~~ as same may be amended from time to time, are incorporated herein by reference and made a part hereof.

**ARTICLE IV  
PURPOSE OF THE ASSOCIATION**

The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Area, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and its members, within the Properties; and (d) promote the health, safety and welfare of the members of the Association.

ARTICLE V  
NOT FOR PROFIT

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for its members.

ARTICLE VI  
POWERS OF THE ASSOCIATION

The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations and operate and maintain the Association and Common Area, including, but not limited to, the following:

(a) To perform all the duties and obligations of the Association set forth in the Declaration, By-Laws and as herein provided.

(b) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing the Association and Properties.

(c) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, these Articles and By-Laws of the Association; to pay all expenses in connection therewith and all Office and other expenses incidental to the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(d) To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Area) in connection with the functions of the Association.

(e) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(f) To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of the Properties to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines.

(g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(h) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Properties, Common Area and Parcels and to effectuate all of the purposes for which the Association is organized.

(i) 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 or exercise.

(j) To employ personnel and retain independent contractors to contract for management of the Association, Properties and Common Area and to delegate in such contract all or any part of the powers and duties of the Association; to contract for services to be provided to the Association, Common Area and Properties such as, but not limited to, security services, maintenance, garbage pick-up and other utilities.

(k) To contract with other entities for the benefit of the Association and its members.

(l) To establish committees and delegate certain of its functions to those committees.

#### ARTICLE VII MEMBERSHIP AND VOTING RIGHTS

The Owner of each Parcel in the Island Neighborhood shall be a member. Each member shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person owns an interest in any Parcel, all persons shall be members. The vote associated with that Parcel shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Parcel.

#### ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of not less than three (3) persons nor more than seven (7) persons, as is more fully set forth in the By-Laws. The election of Directors shall be held at the annual meeting. Directors shall be elected, or appointed, as the case may be, ~~for a term expiring on the date of the next annual meeting~~ as set forth in the By-Laws.

~~The Directors named in these Articles shall serve until the next election of Directors. The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

<u>Name</u>	<u>Address</u>
Joseph Gaudet	18948 SE Windward Island Lane Jupiter, FL 33458
Barry Goren	18909 SE Windward Island Land

\_\_\_\_\_  
Jupiter, Florida 33458

Trish Gaspari \_\_\_\_\_ 18519 SE Palm Island Lane  
\_\_\_\_\_  
Jupiter, Florida 33458

Scott Elliott \_\_\_\_\_ 8775 SE Compass Island Way  
\_\_\_\_\_  
Jupiter, Florida 33458

## ARTICLE IX 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 having jurisdiction of the 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 Common Area, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

## ARTICLE X DURATION

The Association shall have perpetual existence.

## ARTICLE XI AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed by vote of the majority of the entire Board. Amendments may also be proposed by twenty-five percent (25%) of the members entitled to vote on the Amendment. If a vote of the members is required, the proposed amendment shall be submitted to a vote of the members entitled to vote at a special or annual meeting of the members, or by written consent, or any combination thereof.

2. Call for Meeting. Upon the adoption of a resolution proposing an amendment, the Association shall thereupon call a special meeting of the membership entitled to vote on the amendment, unless it is to be considered at an annual meeting, or in lieu thereof, may mail the proposed amendment(s) to the members for the vote to be taken by written consent. In the event that the vote is to be taken at a meeting of the membership, then 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 shall be delivered not less than fifteen (15) ~~or more than sixty (60)~~ days before the date of the meeting, either by personal delivery or by first class mail, addressed to the member at the address as it appears on the books of the Association.

3. Vote Necessary. In order for an amendment to become effective, it must be approved, either at a duly called meeting or by written consent, or any combination thereof, by affirmative vote of ~~sixty-six percent (66%)~~ a majority of the votes of both the members and the Board.

4. By Written Statement Consent. ~~Notwithstanding the provisions of 1 and 2 above,~~ if an amendment may be adopted by the Board or members, and the required number of the Board or members eligible to vote sign a written ~~statement~~ consent manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

5. Filing. Articles of Amendment containing the approved amendment shall be executed by the Association President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendment(s) so adopted.
- (c) The date of the adoption of the amendment.

Articles of Amendment shall be filed, together with the appropriate filing fees, within ten (10) days from approval with the Office of the Secretary of State of Florida for approval.

6. Limitations.

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

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, affect or modify the rights of any Mortgagee without the prior written consent of such Mortgagee.

## ARTICLE XII INCORPORATOR

The name and address of the Incorporator of this corporation is: Jupiter River Estates Development Corporation, a Florida corporation, 1665 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401.

## ARTICLE XIII OFFICERS

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

ARTICLE XIV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in the connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

ARTICLE XV  
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 or otherwise interested 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 Officers' or Directors' 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 shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which authorized the contract or transaction.

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE ISLANDS OF JUPITER PROPERTY OWNERS ASSOCIATION, INC.  
(Document Number N35781)**

WHEREAS, the Articles of Incorporation of The Islands of Jupiter Property Owners Association, Inc. were recorded at Official Records Book 842, Page 925, of the Public Records of Martin County, Florida and were subsequently amended (referred to herein as the "Articles"); and

WHEREAS, the Articles provide for amendments, as set forth herein; and

NOW THEREFORE, the Articles are hereby amended as follows:

1. It is hereby certified that the attached Amended and Restated Articles of Incorporation of The Islands of Jupiter Property Owners Association, Inc. were approved by at least sixty-six percent (66%) of the votes of both the members and the Board of Directors, at the membership meeting on July 3, 2023, pursuant to Article XI of the Articles of Incorporation.

2. The Amended and Restated Articles of Incorporation of The Islands of Jupiter Property Owners Association, Inc. are hereby filed and shall replace and supersede the prior version of the Articles. Said Amended and Restated Articles of Incorporation of The Islands of Jupiter Property Owners Association, Inc. shall run with the real property subject to the Declaration of Restrictive Covenants and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit and burden of each owner and occupant thereof, subject to any amendments recorded hereafter.

[The remainder of this page intentionally left blank  
Signatures and notarizations appear on following pages]



THE ISLANDS OF JUPITER PROPERTY OWNERS  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

Susan Moening  
Witness Signature

Susan Moening  
Printed Name

Agatha Jenny  
Witness Signature

AGATHA JENNY  
Printed Name

By: Martha L. Burke

Print: Martha L. Burke, President

STATE OF Florida  
COUNTY OF PAIM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of July, 2023, by Martha Burke, as President of The Islands of Jupiter Property Owners Association, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. He/She is [☒] personally known to me or [☐] has produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Physical Presence: x

OR

Online Notarization: \_\_\_\_\_

Viola Fields

Notary Public Viola Fields

Printed Name \_\_\_\_\_

State of FLORIDA

My Commission Expires:



VIOLA FIELDS  
Commission # HH 280264  
Expires October 22, 2026

THE ISLANDS OF JUPITER PROPERTY  
OWNERS ASSOCIATION, INC., a Florida not-  
for-profit corporation

Susan Moenney  
Witness Signature

Susan Moenney  
Printed Name

ATKIN JENNEY  
Witness Signature

ATKIN JENNEY  
Printed Name

Attest: [Signature]

Print: Vincent Thurmond, Secretary

STATE OF Florida  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of July, 2023, by Vincent Thurmond, as Secretary of The Islands of Jupiter Property Owners Association, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. He/She is [☒] personally known to me or [☐] has produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Physical Presence: x

OR

Online Notarization: \_\_\_\_\_

Notary Public [Signature]  
Printed Name Viola Fields  
State of Florida

My Commission Expires:



VIOLA FIELDS  
Commission # HH 280264  
Expires October 22, 2026