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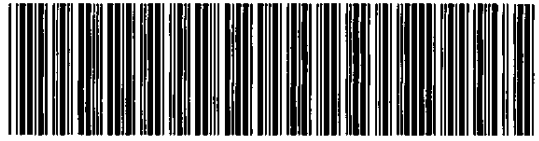
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*Amended and
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TALLAHASSEE, FLORIDA

OCT 11 2007

ROSS EARLE & BONAN, P.A.

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

DEBORAH L. ROSS
DAVID B. EARLE
ELIZABETH P. BONAN
JACOB E. ENSOR
KATY L. BOWEN

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

October 8, 2007

Secretary of State
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Department of State
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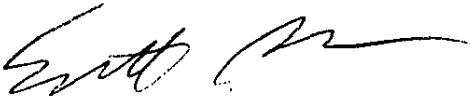
RE: Jennings Cove Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above referenced corporation, 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JENNINGS COVE PROPERTY OWNERS ASSOCIATION, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on May 27, 1992.

ARTICLE I – NAME

The name of the corporation is: JENNINGS COVE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II – PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business and mailing address of this corporation shall be as designated from time to time by the Board of Directors of the Association. The registered agent of this corporation shall be as designated from time to time by the Board of Directors of the Association.

ARTICLE III – DURATION

This Association shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of Florida, unless sooner dissolved according to law.

ARTICLE IV – PURPOSE

The specific purpose for which the Association is organized is to provide for the maintenance, preservation and architectural control of the residential lots, improvements constructed thereon and common areas within that certain subdivision known as JENNINGS COVE.

The Association shall be empowered to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", which is applicable to the property and recorded at OR Book 772, Page 1247 in the Public Records of St. Lucie County, Florida, and as the same may be amended from time to time as therein provided.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) Borrow money, and in a manner consistent with the Declaration, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area.

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V – DIRECTORS

This Association shall be managed by a Board of Directors numbering five (5) who must be members of the Association.

Such Directors shall be elected by the members of the Association on the Second Tuesday of every November.

ARTICLE VI – OFFICERS

The affairs of the corporation are to be managed by a President, Vice President, Secretary, Treasurer and such other Officers and committees as may be deemed necessary and proper by the Board of Directors. Such Officers shall be appointed by the Board of Directors on an annual basis.

ARTICLE VII – MEMBERSHIP

✓ The Association shall have members. Every Owner of a lot shall be a member of the association. No person or entity who holds record title of a fee or undivided fee interest in any lot merely as security for the performance of any obligation shall be a

member unless they have obtained record title by foreclosure or deed in lieu of foreclosure.

ARTICLE VIII – VOTING RIGHTS

The association shall have one class of voting membership as follows:

Members shall be all those members as defined in Article VII. Members shall be entitled to one vote for each lot in which they hold the interests required for membership by Article VII, but no less than one vote per lot in any event. When more than one person holds such interest or interests in any lot, all such persons shall be members, and the person entitled to cast the vote for the lot shall be designated by a certificate filed with the secretary of the association signed by all record Owners. Fractional voting shall not be permitted. If any lot is owned by a corporation, a similar certificate shall be required designating the person entitled to cast the vote for such lot. Lacking such certificate by multiple Owners or corporations, then the vote of such lot Owner shall not be considered in determining the requirement for a quorum or any other purpose and shall be considered an ineligible member until such certificate is filed with the secretary of the association. Membership shall be appurtenant and may not be separated from ownership of any lot which is subject to assessment. No member shall be entitled to exercise the voting rights granted herein if any payments to the association and/or assessments are delinquent in excess of ninety (90) days at the time of any voting.

ARTICLE IX – BYLAWS

The Bylaws of the Association are to be made, altered or rescinded as provided therein.

ARTICLE X – AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the owners of record of the fee title of a majority of the lots contained in the property, by written declaration, signed and recorded in the public records of St. Lucie County, Florida.

These Amended and Restated Articles of Incorporation for Jennings Cove Property Owners Association, Inc. were approved by the owners of a majority of the lots by written consent. Said written consents are attached hereto.

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

18 day of SEPT 2007

WITNESSES:

JENNINGS COVE PROPERTY OWNERS ASSOCIATION, INC.

Emily Reedy
Printed Name #1: Emily Reedy

By: Peg Norton
PEG NORTON, Its President

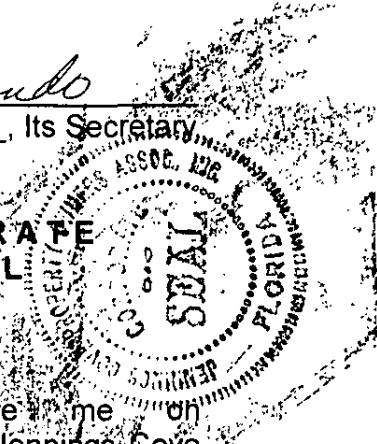
Rhonda Stine
Printed Name #2: Rhonda Stine

By: Dawne Pressendo
Dawne Pressendo, Its Secretary

Jennifer Pung
Printed Name #1: Jennifer Pung

Stacey Lowe
Printed Name #2: Stacey Lowe

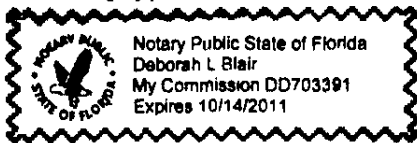
CORPORATE SEAL



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Sept 18, 2007, by Peg Norton as President of Jennings Cove Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



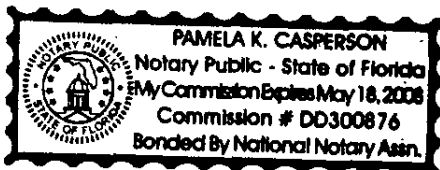
Deborah L. Blair
Notary Public

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on Sept 12, 2007, by Dawne Pressendo as Secretary of Jennings Cove Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

Pamela K. Casperson
Notary Public



ROSS EARLE & BONAN, P.A.

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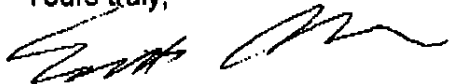
MAILING ADDRESS:
POST OFFICE BOX 2401
STUART, FLORIDA 34995
(772) 287-1745
FAX (772) 287-8045

October 19, 2007

ATTN: Tina Roberts
Florida Department of State
Division of Corporations

This is to confirm that the Amended and Restated Articles of Incorporation for Jennings Cove Property Owners Association, Inc. were approved by a majority of the members of the Association by written consent *on 9/19/07.*

Yours truly,



Elizabeth P. Bonan, Esq.
EPB/kmr