

N9600000 4271

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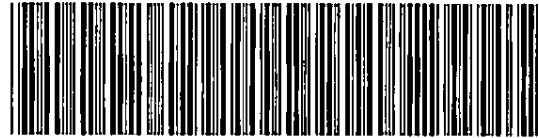
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Amended
Restarted

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I ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2020

RICH MARQUIS
COLLINS BROWN BARKETT, CHARTERED
756 BEACHLAND BOULEVARD
VERO BEACH, FL 32963

SUBJECT: SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N96000004271

We have received your document for SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amended and Restated Articles for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes.

You have referred to the attached amended and restated as Exhibit "A" but the 1st page and the pages thereafter refers to Exhibit "C".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 920A00017737

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC.

Pursuant to the provisions of §617.1007, Fla. Stat. (2020), SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation (the "Association"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Association are hereby amended and restated in their entirety in the form attached hereto as Exhibit "C."
2. The Board of Directors of the Association, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a formal meeting of the Board of Directors on January 29, 2020.
3. The Members, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed Amended and Restated Articles of Incorporation at a meeting of the members on May 21, 2020.
4. The undersigned officer of Shorelands East Homeowners' Association, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Association on May 21, 2020.

SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC.


Karen Vance, President

Dated: 10/29/20

2020
OCT 29 PM 3:04

2020-11-12 PM 3:04

EXHIBIT C
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC.

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit, under the laws of the State of Florida, and certify as follows:

ARTICLE I

Name

The name of the corporation shall be SHORELANDS EAST HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE II

Purpose

2.1. The purpose for which the Association is organized is to provide an entity pursuant to Chapters 617 and 720, Florida Statutes, for the operation of a subdivision upon lands in Indian River County, Florida, more specifically described in Exhibit "A" attached hereto.

2.2. The specific purposes for which the Association is formed are:

a. To provide for the maintenance, management, preservation and architectural control of homesites, entrance, and common property consisting of private streets, utility lines, roads, alleys, easements, beach walkway, drainage facilities and all other rights-of-way, and to perform all necessary acts with relation to Shorelands Subdivision and additions thereto;

- b. To promote the health, safety, welfare, and comfort of the residents within said areas;
- c. To review drawings for architectural control and construction of buildings to be built on the Lots of said subdivision or any additional land that might be later annexed by the Association, and to enforce the deed restrictions with reference thereto;
- d. To enforce all other deed restrictions in said subdivision; and
- e. To participate in the maintenance, upkeep, payment of taxes and insurance, and costs associated with the subdivision and additions thereto.

2.3. The Association will make no distribution of income to its members, directors or officers.

ARTICLE III

Powers

The powers of the Association will include and be governed by the following provisions:

3. 1. The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

3. 2. The Association will have all of the powers and duties set forth in Chapters 617 and 720, Florida Statutes and any amendments thereto, except as limited by these Articles and the Declaration of Covenants and Restrictions for the Association; and it will have all of the powers and duties reasonably necessary to operate said Association pursuant to its Declaration of Covenants and Restrictions, as may be amended from time to time, including, but not limited to, the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the Association. The Association shall have a lien

on all lots to secure the payment of assessments due and to become due and the record fee owners of such lots shall be personally liable for all such assessment charges. The Association may, in its discretion, subordinate in writing, for limited periods of time, the liens of the Association against any lot or lots.

- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To acquire personal and real property, by gift, purchase or otherwise, and to hold, maintain, repair, replace, operate, lease, sell or otherwise dispose of any common properties it may acquire.
- d. To purchase insurance for the Association common properties; and insurance for the protection of the Association and its members as lot owners.
- e. To reconstruct improvements after casualty and to further improve the Association common properties.
- f. To make and amend reasonable regulations respecting the use of the Association common properties.
- g. To enforce by legal means the provisions of the Homeowners' Association Act, the Declaration of Covenants and Restrictions, these Articles, the Bylaws of the Association and the Regulations for the use of the Association common properties.
- h. To maintain class actions on behalf of any or all of the lot owners and to institute, maintain, settle or appeal actions or hearings in its name on behalf of all lot owners concerning matters of common interest.

- i. To contract for the management and operation of the Association, including its common property; and to thereby delegate, as may be allowed by law, all powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or of the membership of the Association.
- j. To employ personnel to perform the services required for the proper management and operation of the Association.

3.3. All funds, except such portions thereof as are expended for the common expenses of the Association, and the titles of all common properties will be held in trust for the members of the Association, in accordance with their respective interests under the Declaration of Covenants and Restrictions, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

3.4. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Covenants and Restrictions and the Bylaws of the Association.

ARTICLE IV

Members

4.1. The members of the Association will consist of all of the record owners of Lots in the subdivision, said lots being Lots 1 through 37, inclusive, SHORELANDS SUBDIVISION, according to the plat thereof recorded in the office of the Clerk of the Circuit Court of Indian River County, Florida, in Plat Book 11, page 87.

4.2. Change of membership will be established by recording in the public records of Indian River County, Florida, a deed or other instrument establishing a record title to lots and by

the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

4.4. The owner of each lot will be entitled to one (1) vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights will be established by the Bylaws of the Association.

ARTICLE V

Directors

5.1. The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws of the Association, but not less than three (3) directors; and in the absence of such determination will consist of three (3) directors who must be members of the Association.

5.2. Directors of the Association will be elected at the annual meeting of the members.

ARTICLE VI

Officers

The affairs of the Association will be administered by the officers designated in the Bylaws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

ARTICLE VII

Indemnification

EXHIBIT C

Every officer and director of the Association shall be indemnified by the Association against all expenses and liabilities, including reasonable attorney's fees incurred and imposed in connection with any legal proceedings to which he may be a party, or in which he may become involved by reason of his being or having been an officer or director of the Association, whether or not he is an officer or director at the time the expenses are incurred. The officer or director shall not be indemnified if he is adjudged guilty of gross negligence, willful misconduct, or having breached his fiduciary duty to the members of the Association. The Association shall not be liable, however, for payment of a voluntary settlement unless it is first approved by the Board of Directors. The foregoing rights shall be in addition to and not exclusive of all other rights to which the director or officer may be entitled.

ARTICLE VIII

Bylaws

The Bylaws of the Association have been adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE IX

Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

9.1. Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association and except as elsewhere provided:

- a. Such proposals must be approved by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than two-thirds (2/3) of the votes of the entire membership of the Association, or
- b. In the absence of approval by not less than two-thirds (2/3) of the entire membership of the Board of Directors, by not less than seventy-five percent (75%) of the entire membership of the Association.

9.3. Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the lots. No amendment will be made that is in conflict with Chapters 617 or 720, Florida Statutes or the Declaration of Covenants and Restrictions.

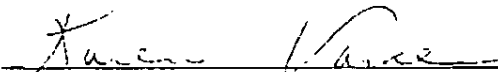
9.4. A copy of each amendment will be certified by The Secretary of State, State of Florida, and will be recorded in the public records of Indian River County, Florida.

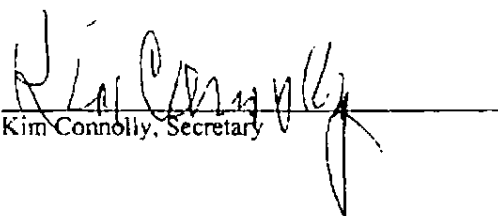
ARTICLE X

Term

The term of the Association will be perpetual.

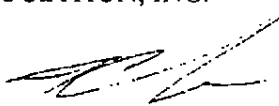
IN WITNESS WHEREOF, the Association's President and Secretary have hereunto set their hands and seal this 26 day of June, 2020.


Karen Vance, President


Kim Connolly, Secretary

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of
SHORELANDS EAST HOMEOWNERS ASSOCIATION, INC.



Gregg M. Casalino

EXHIBIT "A"

Lots 1 through 37, inclusive, SHORELANDS SUBDIVISION, according to the plat thereof recorded in the office of the Clerk of the Circuit Court of Indian River County, Florida, in Plat Book 11, page 87.