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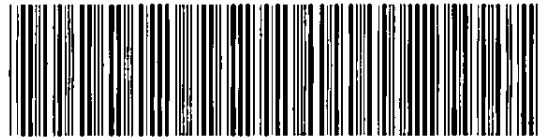
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CLERK OF STATE
TALLAHASSEE, FL

43

**CERTIFICATE OF FILING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**RIVER PLACE ON THE ST. LUCIE OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

FILED

2024 DEC 16 PM 1:58

CLERK OF STATE
TALLAHASSEE, FL

The undersigned, President and Secretary of River Place on the St. Lucie Owners Association, Inc., do hereby certify that the attached Amended and Restated Articles of Incorporation of River Place on the St. Lucie Owners Association, Inc., were approved by a majority of the entire membership of the Association, which vote was sufficient for approval. There is only one voting group entitled to vote on the amendments. The date of adoption of the Amended and Restated Articles of Incorporation is Sept. 19, 2024, which vote was sufficient for approval and is unrevoked.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this _____ day of _____, 2024.

WITNESSES AS TO PRESIDENT:

**RIVER PLACE ON THE ST. LUCIE
OWNERS ASSOCIATION, INC.**

[Signature]
Print Name: Louder M. Menniez
Address: 8825 92nd Ct
Vero Beach, FL 32966

By: [Signature]
Ronald Ebert, President

[Signature]
Print Name: MARCEL SAITZER
Address: 953 NE TRAILSIDE RD
PORT ST LUCIE FL 34983

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☒ online notarization, by _____, as President of River Place on the St. Lucie Owners Association, Inc., ☐ who is personally known to me, or ☐ who has produced Ronald Ebert as identification on _____, 2024.

Notarial Seal

[Signature]
Notary Public
Print Name: _____
THERESA GORMAN
MY COMMISSION # HH 4744
EXPIRES: December 22, 2027

WITNESSES AS TO SECRETARY:

**RIVER PLACE ON THE ST. LUCIE
OWNERS ASSOCIATION, INC.**

Print Name: Louder M. Mendoza
Address: 8825 92nd Ct
Verobeach, FL 32966

By: Kathleen McCloy Secretary

Print Name: Manzer Siltzer
Address: 953 NE Trailside Rd
Port St Lucie, FL 34983

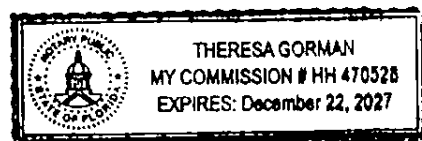


STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Kathleen McCloy as Secretary of River Place on the St. Lucie Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on _____, 2024.

Notarial Seal

Theresa Gorman
Notary Public
Print Name: _____
My Commission Expires: _____



**CERTIFICATE OF AUTHENTICITY
AMENDED AND RESTATED DECLARATION OF PROTECTIVE COVENANTS,
ARTICLES OF INCORPORATION AND BY-LAWS
OF
RIVER PLACE ON THE ST. LUCIE OWNERS ASSOCIATION, INC.**

The undersigned, President and Secretary of River Place on the St. Lucie Owners Association, Inc., do hereby certify that the document recorded in Official Records Book 5212, Page 2710 et. seq., Public Records of St. Lucie County, Florida, is a true and accurate copy of the Amended and Restated Declaration of Protective Covenants, Articles of Incorporation and By-Laws of River Place on the St. Lucie Owners Association, Inc.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 23rd day of Sept., 2024.

WITNESSES:

[Signature]
Printed Name: Valerie Moss
Address: 572 NE Cooper Park Cir
Port St Lucie, FL 34983

[Signature]
Printed Name: Jose Vega
Address: 687 NE Little Kayak Point
PSL FL 34983

**RIVER PLACE ON THE ST. LUCIE
OWNERS ASSOCIATION, INC.**

[Signature]
Cheryl Kazalunas, President

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Cheryl Kazalunas, as President of River Place on the St. Lucie Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on _____, 2024.

Notarial Seal



[Signature]
Notary Public
Print Name: Theresa Gorman
My Commission Expires: _____

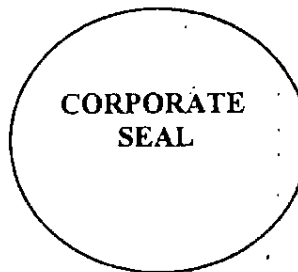
WITNESSES:

Cheryl Kazalunas
Printed Name: Cheryl Kazalunas
Address: 446 NE Bluefish Pt
Port St Lucie, FL 34983

V. Moss
Printed Name: Valerie Moss
Address: 572 NE Canoe Park Cir
Port St Lucie, FL 34983

RIVER PLACE ON THE ST. LUCIE
OWNERS ASSOCIATION, INC.

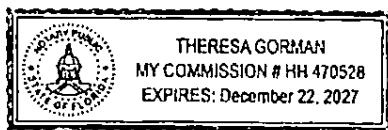
Jose Vega
Jose Vega, Secretary



STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Jose Vega, as Secretary of River Place on the St. Lucie Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on _____, 2024.

Notarial Seal



Theresa Gorman
Notary Public
Print Name: Theresa Gorman
My Commission Expires: _____

CERTIFICATE OF RECORDING
THE AMENDED AND RESTATED DECLARATION
OF PROTECTIVE COVENANTS,
ARTICLES OF INCORPORATION, AND BY-LAWS
OF
RIVER PLACE ON THE ST. LUCIE OWNERS ASSOCIATION, INC.

This Certificate of Recording the Amended and Restated Declaration of Protective Covenants, Articles of Incorporation, and By-Laws of River Place on the St. Lucie Owners Association, Inc. is made by River Place on the St. Lucie Owners Association, Inc.

RECITALS:

WHEREAS, the Declaration of Protective Covenants for River Place was recorded in the public records of St. Lucie County, Florida at Official Records Book 1453, Page 2838, et. seq. and amended at Official Records Book 1453, Page 2839; Official Records Book 1454, Page 2946; Official Records Book 3777, Page 506; and Official Records Book 4233, Page 1802.

WHEREAS, the attached Amended and Restated Declaration of Protective Covenants was approved by a majority of the entire membership of the Association.

WHEREAS, the Articles of Incorporation for River Place on the St. Lucie Owners Association, Inc. were recorded in the public records of St. Lucie County, Florida at Official Records Book 1385, Page 1197, et. seq. and amended at Official Records Book 3777, Page 622; and Official Records Book 4233, Page 1798.

WHEREAS, the attached Amended and Restated Articles of Incorporation were approved by a majority of the entire membership of the Association.

WHEREAS, the By-Laws for River Place on the St. Lucie Owners Association, Inc. were recorded in the public records of St. Lucie County, Florida at Official Records Book 1385, Page 1209, et. seq. and amended at Official Records Book 3777, Page 674.

WHEREAS, the attached Amended and Restated By-Laws were approved by a majority of the entire membership of the Association and not less than 66-2/3% of the entire Board of Directors.

NOW, THEREFORE, River Place on the St. Lucie Owners Association, Inc., by its duly authorized officers, hereby certifies that the recitals set forth above are true and correct and that the attached Amended and Restated Declaration of Protective Covenants, Amended and Restated Articles of Incorporation, and Amended and Restated Bylaws were approved by a vote sufficient for approval. By the execution and recording of this certificate in the public records of St. Lucie County, Florida, River Place on the St. Lucie Owners Association, Inc. declares that the Declaration and Protective Covenants, Articles of Incorporation, and By-Laws are amended and restated as set forth in the attached Amended and Restated Declaration of Protective Covenants, Amended and Restated Articles of Incorporation, and Amended and Restated Bylaws.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 23 day of September 2024.

WITNESSES AS TO PRESIDENT:

River Place on the St. Lucie Owners Association, Inc.

Printed Name: _____

Cheryl Kazalunas President
Printed Name: Cheryl Kazalunas

Printed Name: _____

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical appearance or ☐ online notarization, by Cheryl Kazalunas, as President of River Place on the St. Lucie Owners Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____] this day of September 2024.

Notarial Seal

Theresa Gorman
Notary Public



WITNESSES AS TO SECRETARY:

River Place on the St. Lucie Owners
Association, Inc.

Printed Name: _____

Jose Vega Secretary
Printed Name: Jose Vega

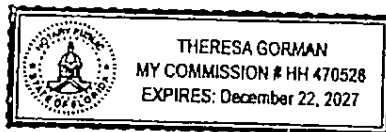
Printed Name: _____

STATE OF FLORIDA

COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical appearance or ☐ online notarization, by Jose Vega as Secretary of River Place on the St. Lucie Owners Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____] this day of September 2024.

Notarial Seal



Theresa Gorman
Notary Public

ARTICLES OF INCORPORATION
OF
RIVER PLACE ON THE ST. LUCIE OWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of Corporations Not for Profit, the undersigned hereby adopts and sets forth these Articles of Incorporation, viz:

ARTICLE I

NAME OF CORPORATION AND MAILING ADDRESS

The name of this corporation shall be:

RIVER PLACE ON THE ST. LUCIE OWNERS ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association." The mailing address of the corporation shall be 450 NE Lazy River Parkway, Port St Lucie, Florida, 34983.

The Association is not a condominium association under Chapter 718, *Florida Statutes*.

ARTICLE II

PURPOSES

The purposes for which this Association is organized are:

- A. To promote the health, safety and social welfare of the owners of all lots, tracts, or parcels of land (referred to herein as "lots") located within the development known as River Place on the St. Lucie (referred to herein as "River Place on the St. Lucie") that are, or hereinafter may be subject to the terms of the "Declaration of Protective Covenants for River Place on the St. Lucie" as same may be amended from time-to-time (referred to herein as the "Declaration") to be recorded in - the Public Records of St. Lucie County, Florida.
- B. To operate, manage, maintain and control the usage of all land and water areas and improvements intended for the common usage of lot owners in River Place on the St. Lucie, including, without limitation, such private roads, sidewalks, pedestrian, bicycle and other pathways, lakes, docks, surface water management

system, water retention and management areas, landscaping, conservation areas, easement areas, and other similar common areas (and the improvements thereon) as may be set aside and transferred or assigned from time to time to the Association for the common use or benefit of the Property owners in River Place on the St. Lucie, and/or for the purpose of operation and maintenance by the Association, unless the improvement is the maintenance responsibility of the Owners or a third party.

- C. To furnish or otherwise provide for the private security, street lighting, and such other services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire such capital improvements and equipment as may be related thereto.
- D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the common areas, including, without limitation, buildings, structures, streets, sidewalks, street lights, landscaping, equipment, furniture and furnishings, both real and personal, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety, and social welfare of the members of the Association, unless the improvement is the maintenance responsibility of the Owners or a third party.
- E. To carry out all the duties and obligations assigned to it under the terms of the Declaration.
- F. To carry out all the duties and obligations assigned and/or imposed on it by any Zoning or Development Order regarding development of all or a portion of River Place on the St. Lucie.
- G. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III

GENERAL POWERS

The powers that the Association shall have are as follows:

- A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the objects and purposes set forth in these Articles of Incorporation and not prohibited by the laws of the State of Florida.

- B. Operate and maintain common property, including the surface water management system as permitted by the South Florida Water Management District, all lakes, retention areas, culverts, and related appurtenances.
- C. To establish a budget and to fix assessments to be levied against all lots which are subject to assessment pursuant to the aforesaid Declaration for the purposes of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements.
- D. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- E. To hold funds solely and exclusively for the benefit of the Association for the purposes set forth in these Articles of Incorporation.
- F. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purpose for which the Association is organized.
- G. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- H. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.
- I. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, operated, maintained, or used by the Association.
- J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration.
- K. Sue and be sued.
- L. To perform any act required or contemplated of it under any Development Order.

- M. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.
- N. To retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of Association property, and to enter into any other agreement consistent with the purposes of the Association, including but not limited to, agreements with respect to the installation, maintenance and operation of a telecommunication receiving and distribution system and surveillance services system, and for professional management and to delegate to such professional management certain powers and duties of the Association.
- O. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration including, without limitation, the power to borrow money money for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

ARTICLE IV

MEMBERS / VOTING

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot or Tract which is subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds record ownership merely as security for the performance of an obligation (e.g., mortgages) shall not be a Member of the Association.

Section 2. Voting Rights. Each Member shall vote as provided in the Declaration, Articles and By-laws.

Section 3. Meetings of Members. The By-laws of the Association shall provide for an annual meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if Members having the power to cast thirty (30%) percent of the total votes of the Membership shall be present in person or by proxy at the meeting. All matters to be decided by the Members shall be decided by a majority vote of the Members except as may be expressly provided to the contrary by the Declaration, these Articles, or the By-laws, all matters to be decided by the Members shall be decided by majority vote.

Section 4. General Matters. Notwithstanding the provisions of Section 3 immediately above, any Members' vote taken in a Neighborhood under the provisions of and pursuant to a Supplemental Declaration, a quorum of a Neighborhood shall be twenty (20%) percent of the total number of votes in that Neighborhood, unless a greater number, not to exceed thirty (30%) percent, is provided therein.

ARTICLE V

CORPORATE EXISTENCE

The Association shall have perpetual existence; however, if the Association is dissolved, a condition precedent shall be the conveyance to an appropriate agency of local government, with said agency's acceptance of all that property consisting of the surface water management system which the Association was obligated to maintain pursuant to the Declaration and the Common Areas, or in the alternative, the surface water management system and Common Areas shall be dedicated to a similar non-profit Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed and conducted by a Board of Directors of seven (7) Members (Directors) as determined pursuant to Section 2 below.

Section 2. Election of Directors. At each Annual Meeting of the Association, the Members, shall elect Directors as follows:

- a. At least sixty (60) days prior to the date of the annual meeting, the Association shall send to all Members a notice of the date of election and a request that all Members desiring to be candidates for the Board of Directors submit a Candidate Certificate (including as a minimum: name, address, phone number) to the Association along with an optional one (1) page summary of the candidate's qualifications.
- b. All Members desiring to be candidates must submit their Candidate Certificate and optional one-page summary of qualifications at least forty (40) days prior to the annual meeting, which must be delivered or mailed so as to be received at the Association office by the forty (40) day deadline. Applications received after the deadline may not be considered.

- c. The election shall be by written ballot. Along with the notice of the annual meeting, each Member shall be sent the names of qualified Candidates and optional summaries of qualifications of all the candidates if they were provided by Candidates, a written ballot, and envelopes for returning the ballot. The ballot may be cast in person at the annual meeting or may be mailed or delivered to the Association office, but must be received prior to the start of the annual meeting in order to be counted in the election.
- d. The ballots must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the Members the Lot for which the vote is being cast, and the signature of the Lot Owner casting that ballot. If the eligibility of the Member to vote is confirmed and no other ballot has been submitted for that Lot, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a Lot, the ballots for that Lot shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered.
- e. There will be no nominations from the floor. Each Member shall be entitled to cast votes for as many candidates as there are vacancies to be filled.
- f. In the event that the number of candidates equals the number of vacancies or is less than the number of vacancies to be filled, no balloting or election will be necessary.
- g. Nominees must be Owners in the community.
- h. If an Owner is a Trust, only a trustee or beneficiary of the trust is eligible to serve on the Board. If an Owner is a Corporation, only a Corporate Officer or Corporate Director is eligible to serve on the Board. If an Owner is an LLC, only a Member of the LLC, as registered with the State of Florida, is eligible to serve on the Board of Directors. The Association is permitted to obtain reasonable documentation from the Trust or Entity indicating that the individual has the representative capacity as set forth in this provision.
- i. Spouses shall not serve on the Board at the same time unless the number of candidates is equal to or less than the number of vacancies. Persons residing in the same household shall not serve on the Board at the same time unless the number of candidates is equal to or less than the number of vacancies. Persons from the same Trust or Entity shall not serve on the Board at the same time unless the number of candidates is equal to or less

than the number of vacancies. The Board of Directors shall not appoint a person to the Board in violation of this provision.

- j. Owners may vote electronically in accordance with Chapter 720, Florida Statutes.
- k. The Board may adopt additional rules consistent therewith respecting the election of Directors.
- l. In the event of any conflict between these Articles of Incorporation and Chapter 720, Florida Statutes, as amended from time to time, Chapter 720 shall control.

Section 3. Voting Groups. There are no voting groups. All seven seats are elected at large.

Section 4. Vacancies. If a Director shall for any reason cease to be a Director, the remaining Director(s) shall elect a successor to fill the vacancy for the balance of the unexpired term.

Section 5. Term of Office. Directors shall serve commencing upon their election and continuing for two years until the subsequent Annual Meeting of the Association (but they may succeed themselves) or until their successors are duly elected. Terms shall be staggered starting with the 2025 election, which shall be held at the annual meeting in January, 2025. The four (4) candidates receiving the highest number of votes at the 2025 election will serve two (2) year terms. These will be known as seats #1, #3, #5 and #7, which will be up for election in odd calendar years. The three (3) candidates receiving the lowest number of votes at the 2025 election will serve one (1) year terms. These will be known as seats #2, #4, and #6, which will be up for election in even calendar years. At each subsequent annual meeting and election after 2025, directors will be elected to serve two (2) year terms.

If there are not enough candidates to fill the vacancies for any election, the newly elected Board of Directors shall vote to appoint, from the community at large, anyone who is qualified, to fill the vacant seat(s). If there are seven (7) or less candidates for the 2025 election, the terms of each director will be decided by drawing names from a receptacle, unless the candidates agree upon the terms of each director. All ties will be decided by a coin toss or by drawing names from a receptacle.

A Director may not serve more than four (4) consecutive years on the Board of Directors unless there are not enough eligible candidates to fill the vacancies on the Board at the time of the vacancy.

ARTICLE VII

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director. Other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VIII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE IX

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and must be approved by a majority of the entire membership of the Association, voting being performed by those Members eligible to vote.

Section 2. Notice of a proposed amendment shall be included in the notice of meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 720, Florida Statutes, as same may be amended from time-to-time. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Article of Incorporation and the By-Laws, these Article shall control; and in care of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE X

INDEMNIFICATION

Section 1. 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/she is or was a director, employee, officer, committee member or agent of the Association, against expenses (including attorneys' and paraprofessional fees and appellate attorneys' and paraprofessional fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action suit or proceeding referred to in Section 1 above or, in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney and paraprofessional fees and appellate attorney and paraprofessional fees) actually incurred by him/her in connection therewith.

Section 3. 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 through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that it is entitled to be indemnified by the Association as authorized in this Article.

Section 4. 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 by-law, agreement, both of Members or otherwise, both as to action in their official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member 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 them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this article.

Section 6. The provisions of this Article XI shall not be amended so as to impair any accrued right of indemnification.

ARTICLE XI

REGISTERED AGENT

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 with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Port St. Lucie, County of St. Lucie, State of Florida, the corporation named in said articles has named Wilson C. Atkinson, III, Esquire, located at 1945 Tyler Street, Hollywood, Florida 33020 as its statutory registered agent.

Having been named the statutory registered agent of the above 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.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2024

MYRA LAURENT
PO BOX 2401
STUART, FL 34995

SUBJECT: RIVER PLACE ON THE ST. LUCIE OWNERS ASSOCIATION, INC.
Ref. Number: N98000002182

We have received your document for RIVER PLACE ON THE ST. LUCIE OWNERS 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):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The date of adoption of each amendment must be included in the document.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 524A00023955

*Received
December
10, 2024*

ROSS EARLE BONAN ENSOR & CARRIGAN, P.A.
ATTORNEYS AT LAW

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THOMAS J. IZZO

*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

October 7, 2024

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

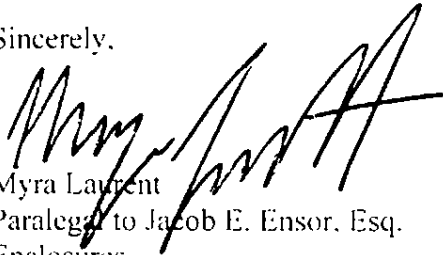
Re: Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of River Place on the St. Lucie Owners Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Myra Laurent
Paralegal to Jacob E. Ensor, Esq.
Enclosures