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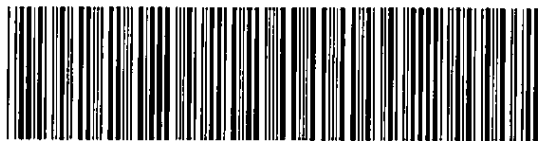
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*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

June 11, 2024

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

Re: Amended and Restated Articles of Incorporation of Jensen Beach Country Club
Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Jensen Beach Country Club 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 Elizabeth P. Bonan, Esq.
Enclosures

2024 JUL 11 PM 3:15

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC.
(A Corporation, Not For Profit)**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on September 15, 1998, and recorded at Official Records Book 1349, Page 686, et. seq., public records of Martin County, Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PRINCIPAL ADDRESS AND REGISTERED AGENT

A. The principal address of the Corporation is: 3735 NW Pin Oak Drive, Jensen Beach, Florida 34957 or as designated by the Board of Directors from time to time.

B. The street address of the registered office of the Association is 819 South Federal Highway, Suite 302, Stuart, Florida 34994 and the name of the registered agent at that address Ross Earle Bonan Ensor & Carrigan, P.A., or as designated by the Board of Directors from time to time.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profits to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the residential lots and common areas within the certain real properties described in and subjected to the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Jensen Beach Country Club as recorded in the Public Records of Martin County, Florida (said real properties hereinafter referred to as the "Properties; and, said recorded instrument hereinafter referred to as the

"Declaration"), and any additions thereto as may be brought within the jurisdiction of the Association, and to promote the interests of the Owners of the Units within the Properties and of any such additions (said Owners, individually hereinafter referred to as "Owner). For these purposes, the Association is authorized 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 the Declaration as recorded in the public records of Martin County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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 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 with the assent of Members at a duly called meeting of the Association, 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 areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association;

F. Grant non-exclusive easements of ingress and egress over the common areas;

G. Enter into agreements with other non-profit corporations organized for the same purposes or annex additional property to provide for shared improvements, maintenance and repair of common areas and facilities;

H. 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.

ARTICLE IV
MEMBERSHIP

Every Owner, as defined by the Declaration, shall be a Member of the Association, as further defined by the Declaration.

ARTICLE V
VOTING RIGHTS

Members shall have the voting rights in the Association as prescribed by the Declaration.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, consisting of five (5) persons each of whom must be a Member of the Association elected to the Board as provided in the Bylaws of the Association.

ARTICLE VII
DISSOLUTION

Subject to the terms of the Declaration, any dissolution of the Association shall be carried out in accordance with the Florida Not For Profit Corporation Act, as amended from time to time.

ARTICLE VIII
DURATION

The duration of the Association shall be perpetual.

ARTICLE IX
AMENDMENTS

Amendment of these Articles shall require the affirmative vote of a majority of the entire membership of the Board of Directors and at least a majority of the Members, or by affirmative vote of at least sixty-five percent (65%) of the Members. Notwithstanding anything to the contrary contained in this Amended and Restated Articles of Incorporation or in the Bylaws, no amendment herein or therein shall affect the Golf

Course without the written approval and joinder in such amendment by the Golf Club (the terms "Golf Course" and "Golf Club" being further defined in the Declaration).

ARTICLE X

OFFICERS

The affairs of the Association shall be conducted by the officers, consisting of a President, Vice President, Secretary, and Treasurer, who shall perform their respective duties set forth in the Bylaws or, to the extent consistent with the Bylaws, the duties prescribed by the Board of Directors.

The Board of Directors shall elect the President, Vice President, Secretary, and Treasurer annually as prescribed by the Bylaws.

ARTICLE XI

BYLAWS

The Bylaws of the Association may be amended only by the affirmative vote, in person or by proxy, or written consent, of Members representing a majority of the total votes in the Association.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or Officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise; as provided in the Declaration.

ARTICLE XIII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No Director, Officer, or Members of their immediate families (individually referred to as "Conflicted Party"), shall have direct or indirect material conflict of interest in any transaction considered by the Association, which conflict is not disclosed to the Board of Directors. Any such material conflict, actual or apparent, shall be disclosed to the Board of Directors before such transaction is considered.

A conflict of interest is material when the Conflicted Party or any of his or her family members in any transaction with the Association, has or expects to receive directly or indirectly from a third party an ownership or investment interest, compensation, gifts, non-financial benefits, or any other item of value. This Article shall not apply to any reimbursement of expenses incurred by a Director in the course of performing his or her duties.

Upon such disclosure, the disinterested Members of the Board shall determine whether a conflict exists and the appropriate action, if any, to be taken, including but not limited to recusing the Conflicted Party from such determination as well as from debate and vote upon the transaction. Such recusal of a Director shall not affect determination of a quorum at a meeting of the Board. The minutes of the Board of Directors shall reflect the disclosure and determination made and the action taken, if any.

In addition to disclosure for transactions as they arise, Directors and Officers shall file with the Association annually a duly completed and signed Conflict of Interest Disclosure form, and shall adhere to the Association's policy and procedures on disclosure, as promulgated from time to time.

WE HEREBY CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Jensen Beach Country Club Association, Inc., were approved by at least two-thirds (2/3) of the Board of Directors and by a majority of the total votes of the Members.

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 6th of June, 2024.

WITNESSES AS TO PRESIDENT:

**JENSEN BEACH COUNTRY CLUB
ASSOCIATION, INC.**

Randall M. Carter
Printed Name: Randall M. Carter
Address: 4670 NW Exchange Avenue
Jensen Beach, FL 34957

By: *[Signature]*
ETS, President

D. Ignatovic
Printed Name: Denise Ignatovic
Address: 4180 SW Etna Road
Ferr. Palm City FL 34990

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Sanford Flack, as President of Jensen Beach County Club Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on June 6, 2024.

Notarial Seal

Margaret R. Aultman
Notary Public

WITNESSES AS TO SECRETARY:

JENSEN BEACH COUNTRY CLUB
ASSOCIATION, INC.

Danica Ignatova
Print Name: Danica Ignatova
Address: 4180 SW Edgemoor Pond
Terri Palm Beach FL 33499

By: Randall Comer
Randall Comer, Secretary

Kenneth R. Wipff
Print Name: Kenneth R. Wipff
Address: 3595 NW Deer Oak Dr
Jensen Beach FL 33457



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Randall Comer, as Secretary of Jensen Beach County Club Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on June 6, 2024.

Notarial Seal

Margaret R. Aultman
Notary Public