

N/98000005902
ST. JAMES

GOLF ♦ CLUB

May 21, 1999

Division of Corporations
Amendments
409 East Gaines Street
Tallahassee, FL 32399

Via FedEx

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99 MAY 24 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed the Amended and Restated Articles of Incorporation of St. James Golf Club Homeowners Association, Inc. Kindly file our documents and send us a certified copy via FedEx using the enclosed airbill. Also enclosed is a check in the amount of \$43.75 covering the fees involved.

Should you have any questions, please give us a call.

Sincerely,




Sally A. Larson

/sal

Enclosures

Amended & Restated Art.

251A Royal Palm Way Suite 300 Palm Beach FL 33480
Community Information (561) ST JAMES
Development Office (561) 659-5400
Fax (561) 659-5671


6-3-99

FILED
99 MAY 24 PM 2: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

ST. JAMES GOLF CLUB HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

The undersigned hereby certify that the original Articles of Incorporation for St. James Golf Club Homeowners Association, Inc., were filed in the Secretary of State's office of the State of Florida on October 15, 1998 however, the corporation has not yet assumed its duties and responsibilities as contemplated in the original Articles, and no memberships in the corporation have been accepted or assumed. Pursuant to the provisions of Section 617.1002(1) (b) of the Florida Not for Profit corporation Act, if there are no members, the Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office. The undersigned hereby certify that, at a meeting of the Board of Directors of this corporation on the October 23, 1998 upon a unanimous vote, the terms and provisions of the original Articles of Incorporation have been amended by deleting all provisions thereof in their entirety and replacing their with the terms and provisions hereinafter set forth.

In compliance with the requirements of the laws of the State of Florida, the undersigned do hereby certify:

ARTICLE I

The name of the corporation is ST. JAMES GOLF CLUB HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The mailing address of the Corporation and the street address of the Registered Office of the Association is 251A Royal Palm Way, Suite 300, Palm Beach, FL 33480 and the name of the Registered Agent is Sally A. Larson.

ARTICLE III

All definitions in the "Declaration of Restrictions and Covenants For St. James Golf Club ("Declaration") to which these Articles are attached as Exhibit "B" and recorded in the Public Records of St. Lucie County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Common Area, including, but not limited to all improvements constructed within that certain real property described in the Declaration, the surface water management system as permitted by the SFWMD, including lakes, retention/detention areas, mitigation areas, culverts and related appurtenances, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration, to promote the health, safety and welfare of the members of the Association and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

- (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 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 or By-Laws of the Association; 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 or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of two-thirds (2/3rds) of the votes 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 Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the votes of the members to such dedication, sale or transfer in writing or by

vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Unit;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and/or Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the votes of members at a duly called meeting of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) 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;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the owners, including but not limited to cable television and alarm monitoring service.

PROVISO: Notwithstanding the foregoing, until such time as Class B Membership in the Association ceases, as hereinafter set forth, the powers of the Association as set forth in Paragraphs (d), (e) and (f) may be exercised solely by the Board of Directors. In addition, annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dissolution and amendment of the Articles require prior approval of HUD/VA as long as there is Class B membership,

ARTICLE VI

MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

Class B. The Class B member shall be the Declarant, and shall be entitled to one thousand (1,000) votes. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier.

(a) Six (6) months after 90% of the Units that will be ultimately operated by the Association have been conveyed to Unit purchasers; or,

(b) Seven (7) years following conveyance of the first Unit in the Properties to a Unit purchaser; or,

(c) Such earlier date as Declarant may determine.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons who, prior to turnover, need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

The first election of Directors shall be held when class B membership ceases as provided in ARTICLE VII hereof at a meeting of the members called for that purpose. Unless increased by the Board, three (3) Directors shall be elected at this first election to serve until the next annual members' meeting. At the said next annual meeting, one-third (1/3) of the Board of Directors shall be elected for a one (1) year term, one-third (1/3) for a two (2) year term and one-third (1/3) for a three (3) year term. If the number of Board members is not evenly divisible by three, (3), a smaller number of three (3) year term Directors shall be elected. The length of term for which a nominee is elected at this annual meeting shall be determined by the number of votes each nominee receives. The nominee(s) receiving the most votes shall serve the three (3) year term(s), the next highest shall serve the two (2) year term(s) and the next highest the one (1) years term(s).

At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the Class "B" Member. The Class B Member shall have the right to remove and replace Directors until the first election of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Rhodes	251A Royal Palm Way, Suite 300 Palm Beach, FL 33480
Martin A. List	138 North County Road Palm Beach, FL 33480
Sally A. Larson	251A Royal Palm Way, Suite 300 Palm Beach, FL 33480

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 of the Fifteenth 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 Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

Notwithstanding, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation. The Association's assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

ARTICLE X

DURATION

The Corporation shall exist perpetually.

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 upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or

amendments may be proposed by the means of the Association upon a vote of the majority of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. 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 affected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of at least two-thirds of the votes of the entire membership entitled to vote thereon.

4. By Written Statement. If a majority of the directors and at least two-thirds of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

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

Such Articles of Amendment shall be filed, along with the appropriate filing fees, with the office of the Secretary of the State of Florida for approval.

6. Until such time as Class B Membership in the Association ceases, as hereinafter set forth, any amendment to these Articles requires the prior approval of HUD/VA.

ARTICLE XII

INCORPORATORS

The name and street address of the Incorporators to these Articles of Incorporation are the same as listed in Article VIII hereof.

ARTICLE XIII

OFFICERS

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

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name: Martin A. List, President

Address: 138 North County Road
Palm Beach, FL 33480

Name: Sally A. Larson, Secretary

Address: 251A Royal Palm Way, Suite 300
Palm Beach, FL 33840

Name: Paul Rhodes, Vice President

Address: 251A Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE XIV

BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV

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 connection with any action, suit or proceeding to which he may be made a party by reason his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he 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 officer may be entitled.

ARTICLE XVI

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 of this Association 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 may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the undersigned, constituting the President and Secretary of this Association, have executed these Amended and Restated Articles of Incorporation this 21 day of May, 1999.

STATE OF FLORIDA

)ss:

COUNTY OF PALM BEACH.

ST. JAMES GOLF CLUB
HOMEOWNERS ASSOCIATION,
INC.

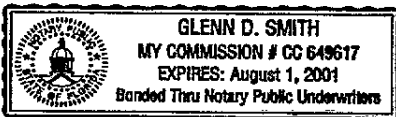
By: _____

Attest: _____

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Martin A. List and Sally A. Larson, known to me to be the President and Secretary, respectively, of ST. JAMES GOLF CLUB HOMEOWNERS ASSOCIATION, INC., the corporation in whose name the foregoing instrument was executed, and that they severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that they are personally known to me or that I relied upon the following form of identification of the above-named persons:

WITNESS my hand and official seal in the county and State last aforesaid this 21 day of May, 1999

Glenn D. Smith
NOTARY PUBLIC



Glenn D. Smith
Printed Notary Signature

My commission Expires: Aug. 1, 2001

I HEREBY CONFIRM MY PREVIOUS
ACCEPTANCE OF MY DESIGNATION
AS REGISTERED AGENT.

Sally A. Larson

SWORN TO AND SUBSCRIBED before me this 21 day of May
1999 by Sally A. Larson who is personally known.

Glenn D. Smith
Print Name: Glenn Smith
NOTARY PUBLIC:
(NOTARIAL SEAL)

Commission Number: CC 649617

My Commission Expires: Aug 1, 2001

