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SECTION OF STATE
TALLAHASSEE, FLORIDA

CORNETT, GOOGE & ASSOCIATES, P.A.

JANE L. CORNETT
HOWARD E. GOOGE*
ROBERT G. RYDZEWSKI JR.
DANIEL G. TADROWSKI
SARAH NALL WORSHAM*

CHARLES W. SINGER
OF COUNSEL

LYNN D. SCHWARTZ, CLA

*CERTIFIED CIVIL MEDIATOR

401 EAST OSCEOLA ST.
FIRST FLOOR

RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FL 34995-0066

(772) 286-2990
FAX (772) 286-2996

April 27, 2005

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Certificate of Amendment to Amended and Restated Articles of Incorporation of
Condominium Association of Clubside Villas at Ballantrae.

Dear Clerk:

Enclosed for filing is a Certificate of Amendment to Amended and Restated Articles of Incorporation of Condominium Association of Clubside Villas at Ballantrae, 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 give me a call.

Sincerely,


Nancy Hodde, Legal Asst. to
Jane L. Cornett, Esquire
/nth

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONDOMINIUM ASSOCIATION OF CLUBSIDE VILLAS AT BALLANTRAE, INC.
A Florida Not-For-Profit Corporation**

FILED
05 MAY -3 PM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these amended and restated Articles of Incorporation, for the purpose of amending the not-for-profit corporation under Chapter 617 of the Florida Statutes (the "Florida Not-For-Profit Corporation Act") and certifies as follows:

1. DEFINITIONS

All terms used in these Amended Articles shall have the same definition as found in the Declaration of Condominium of Clubside Villas at Ballantrae.

2. NAME AND ADDRESS

The name of the corporation is CONDOMINIUM ASSOCIATION OF CLUBSIDE VILLAS AT BALLANTRAE, INC., hereinafter referred to as the "Association" or "Corporation". The mailing address and the principal place of business of this Corporation shall be as designated annually by the Board.

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act" a condominium has been created upon certain lands in St. Lucie County, Florida to be known as: CLUBSIDE VILLAS AT BALLANTRAE, A CONDOMINIUM (the "Condominium") according to a Declaration of Condominium (the "Declaration") as recorded in the public records of St. Lucie County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

4. POWERS

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

- 4.1 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, and all the powers conferred by the Condominium Act upon a condominium association, and all the powers set forth in the Declaration which are

lawful.

4.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including but not limited to the following:

(a) To operate and manage the Condominium and condominium property in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect Assessments against members to defray the costs of the Condominium and to refund Common Surplus to members;

(c) To use the proceeds of Assessments in the exercise of its powers and duties;

(d) To maintain, repair, and replace the Condominium Property;

(e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

(f) To make and amend By-Laws for the Association and regulations respecting the use of the Condominium Property;

(g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the regulations of the use of the Condominium Property;

(h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property.

(j) To deal with the Master Association on all matters which affect the Condominium Property, the Unit Owners, or the Association.

(k) To appoint an individual to represent the Association in the Master Association and to replace such individual.

4.3 All funds and title to all properties acquired by the Association and the proceeds

thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors or officers of the Association.

- 4.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

5. MEMBERS

- 5.1 All Unit Owners in the Condominium shall automatically be members of the Association and their membership shall automatically terminate when they are no longer Owners of a Unit. If a member should transfer his Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.
- 5.2 Voting rights shall be governed by the Declaration and By-Laws of the Association.
- 5.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit.

6. EXISTENCE

This Corporation shall have perpetual existence.

7. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the 2005 officers are as follows:

<u>Name</u>	<u>Title</u>
Karen Stewart	President
Derek Rodgers	Vice President
Janet Kirchmeier	Secretary
William Stewart	Treasurer

Rodney Neibauer

Director

Suzie Butler

Property Manager

8. DIRECTORS

8.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than (7) directors.

8.2 Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws. Subject to the By-Laws, Directors shall be elected to serve for a term of two (2) years. In the event of a vacancy, the remaining Director (s) shall appoint a replacement to serve the balance of the term except when applicable law shall require an alternative procedure for the election or appointment of the replacement Director, the procedure by law shall apply.

9. BY-LAWS

The By-Laws of the Association were adopted by the first Board of Directors and attached to the Declaration recorded in the public records of St. Lucie County, Florida. The By-Laws may be altered, amended or rescinded in the manner provided in the By-Laws.

10. AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded by a vote of two-thirds (2/3) of the Directors and two-thirds (2/3) of the voting Members.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, be reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty or willful misfeasance in the performance of his duties provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors

who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes counted for such purpose. No Director or Officer of the Association shall incur liability solely by reasons of the fact that said Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and 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.

13. ADDRESS OF REGISTERED OFFICE:

The street address of the registered office of this Corporation in the State of Florida shall be: 401 East Osceola Street, Stuart, Florida 34994. The name of the registered agent shall be Jane Cornett.

CERTIFICATE OF AMENDMENT

The Articles of Incorporation of Condominium Association of Clubside Villas at Ballantrae, Inc., were filed with the Florida Secretary of State on February 15, 1999 and were recorded in the Official Records of St. Lucie County, Florida at Official Records Book 1205, Page 320 et. seq.

Condominium Association of Clubside Villas at Ballantrae, Inc., by its duly authorized officers, hereby certifies that the Amended and Restated Articles of Incorporation, which are attached hereto, were duly and regularly adopted and passed by a vote sufficient for approval by the membership at a meeting held on January 19, 2005.

IN WITNESS WHEREOF, Clubside Villas at Ballantrae, Inc., has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 8th day of April, 2005.

WITNESSES:

CONDOMINIUM ASSOCIATION OF
CLUBSIDE VILLAS AT BALLANTRAE,
INC.

Nancy T. Hodde
Witness #1 Signature

By: Karen Stewart
Karen Stewart, President

Nancy T. Hodde
Witness #1 Printed Name

Robin Hall
Witness #2 Signature

Robin Hall
Witness #2 Printed Name

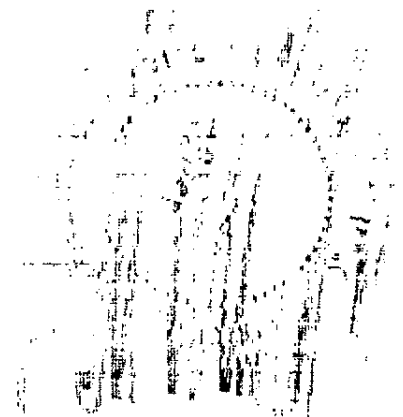
Nancy T. Hodde
Witness #1 Signature

By: Janet E. Kirchmeier
Janet Kirchmeier, Secretary

Nancy T. Hodde
Witness #1 Printed Name

Robin Hall
Witness #2 Signature

Robin Hall
Witness #2 Printed Name



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on February 10, 2005 by Karen Stewart, as president of Condominium Association of Clubside Villas at Ballantrae, Inc. [☒] who is personally known to me, or [☐] who produced identification [Type of Identification: _____].



Nancy T. Hodde
MY COMMISSION # DD210788 EXPIRES
July 8, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Nancy T. Hodde
Notary Public
Printed Name: Nancy T. Hodde

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on April 8, 2005 by Janet Stewart, as secretary of Condominium Association of Clubside Villas at Ballantrae, Inc. [☐] who is personally known to me, or [☒] who produced identification [Type of Identification: Per Dr. License].

Notarial Seal



Nancy T. Hodde
MY COMMISSION # DD210788 EXPIRES
July 8, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Nancy T. Hodde
Notary Public
Printed Name: Nancy T. Hodde