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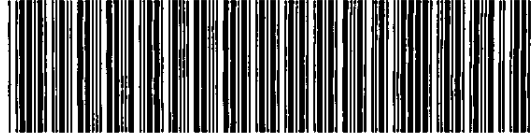
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Restated
1/27/16

AMENDED AND RESTATED

FILED

ARTICLES OF INCORPORATION
OF

OSPREY COVE YACHT CLUB MARINA ASSOCIATION, INC.
(a corporation not-for-profit)

2016 JAN 25 P 10 06

CLERK OF STATE
TALLAHASSEE, FLORIDA

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 July 30th, 1999.

Pursuant to Chapter 617, Florida Statutes, the undersigned corporation submits the following Articles of Incorporation to the Florida Secretary of State to continue the existence of a Florida not-for-profit corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be Osprey Cove Yacht Club Marina Association, Inc. (the "Association").

ARTICLE II
DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Covenants and Restrictions for Osprey Cove Yacht Club Marina recorded among the Public Records of Martin County, Florida (the "Declaration") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal place of business and mailing address of the Corporation shall be as designated by the Board of Directors from time to time.

ARTICLE IV
PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Docks within that certain area referred to as Osprey Cove Yacht Club Marina and described in the Declaration of Covenants and Restrictions for Osprey Cove Yacht Club Marina as recorded in the public records of Martin County, Florida.

2. To own and maintain, repair and replace the general and/or Common Area, and other improvements in and/or benefiting the property for which the obligation to maintain and repair has been delegated and accepted.

3. To operate without profit for the benefit of its Members.

4. To perform those functions reserved by the Association in the Declaration.

ARTICLE V **GENERAL POWERS**

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To affix assessments to be levied against Docks within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with organizations for the collection of such assessments.

5. To pay taxes and other charges, if any, on or against the Common Area.

6. To have all the common law and statutory powers conferred upon a not-for-profit corporation by the laws of the State of Florida, except as prohibited herein. The Common Area cannot be conveyed without the affirmative vote of at least two-thirds of the Membership.

ARTICLE VI **MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII **MEMBERS**

1. Every Owner of the exclusive right to use a Dock which is subject to Assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of the Dock which is subject to Assessment.

2. Members shall be all Owners and shall be entitled to one vote for each Dock owned that is subject to assessment. When more than one person holds an interest in any Dock, all such persons shall be Members. The vote for such Dock shall be exercised as they determine, but in

no event shall more than one vote be cast with respect to any Dock.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against, such Member's Docks and/or Lot shall remain unpaid for more than ninety (90) days after the due date for the payment thereof.

ARTICLE VIII **DIRECTORS**

The Board of Directors of the Corporation shall be comprised of at least three (3) directors, but not more than five (5) directors.

ARTICLE IX **OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws.

ARTICLE X **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the Corporation's registered office and the name of the Registered Agent at such address shall be as designated by the Board of Directors from time to time.

ARTICLE XI **BYLAWS**

The Board of Directors has adopted Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or replaced in the manner set forth in the Bylaws.

ARTICLE XII **AMENDMENTS**

Amendments to these Articles of Incorporation require the approval of at least two-thirds of all of the Membership votes and shall be recorded in the Public Records of Martin County, Florida.

ARTICLE XIII **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the

Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. Any financial or familial interest of an Officer or Director in any 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 Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. 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, but must abstain from voting on the issue.

ARTICLE XVI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty-six and 2/3 percent (66 2/3%) of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

These Amended and Restated Articles of Incorporation for Osprey Cove Yacht Club Marina Association Inc. were approved by 66 2/3% of the Membership votes at a meeting held on November 19, 2015, which vote was sufficient for approval.

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 14th day of January, 2016.

WITNESSES AS TO PRESIDENT:

[Signature]
Printed Name: SCOTT MONTREMA

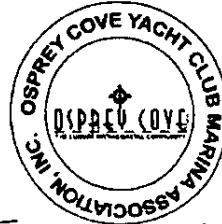
[Signature]
Printed Name: VALERIE HOPE

STATE OF FLORIDA
COUNTY OF Martin

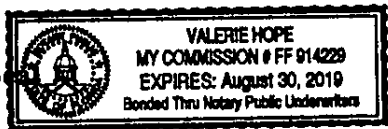
OSPREY COVE YACHT CLUB
MARINA ASSOCIATION, INC.

By: [Signature]
PAUL CUSUMANO, President

CORPORATE
SEAL



The foregoing instrument was acknowledged before me on January 14, 2016
by Paul Cusumano, as President of Osprey Cove Yacht Club Marina
Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification
[Type of Identification: _____].

Notarial Seal 

[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

[Signature]
Printed Name: SCOTT MONTREMA

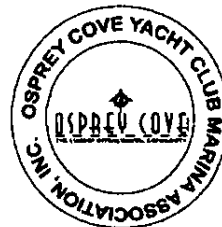
[Signature]
Printed Name: ANTHONY F. GRECO

STATE OF FLORIDA
COUNTY OF Martin

OSPREY COVE YACHT CLUB
MARINA ASSOCIATION, INC.

By: [Signature]
Robert Sunshine, Secretary

CORPORATE
SEAL



The foregoing instrument was acknowledged before me on January 14, 2016
by Robert Sunshine, as Secretary of Osprey Cove Yacht Club Marina
Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification
[Type of Identification: _____].

Notarial Seal



[Signature]
Notary Public

ROSS EARLE BONAN & ENSOR, P.A.

ATTORNEYS AT LAW

ROYAL PALM FINANCIAL CENTER
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789 SW FEDERAL HIGHWAY
STUART, FLORIDA 34994
(772) 287-1745

TRANSOCEAN BUILDING
SUITE 309

1701 HIGHWAY A1A
VERO BEACH, FLORIDA 32963
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DEBORAH L. ROSS
DAVID B. EARLE†
ELIZABETH P. BONAN
JACOB E. ENSOR

JOHN P. CARRIGAN
MICHAEL J. BONAN

OF COUNSEL
THOMAS K. GALLAGHER

†CERTIFIED CIRCUIT CIVIL MEDIATOR

January 20, 2016

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

RE: Amended and Restated Articles of Incorporation of
Osprey Cove Yacht Club Marina Association, Inc.

Dear Sir or Madam:

Enclosed for filing is Amended and Restated Articles of Incorporation for Osprey Cove Yacht Club Marina Association, Inc., along with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Stephanie Adams
Legal Assistant
/sa
Enclosures

AMENDED AND RESTATED

FILED

ARTICLES OF INCORPORATION
OF

2018 JAN 25 P 4: 05

OSPREY COVE YACHT CLUB MARINA ASSOCIATION, INC. OF FLORIDA
(a corporation not-for-profit) TALLAHASSEE, FLORIDA

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Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

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2. 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, but must abstain from voting on the issue.

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The Association may be dissolved with the assent given in writing and signed by not less than sixty-six and 2/3 percent (66 2/3%) of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

These Amended and Restated Articles of Incorporation for Osprey Cove Yacht Club Marina Association Inc. were approved by 66 2/3% of the Membership votes at a meeting held on November 19, 2015, which vote was sufficient for approval.

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 14th day of January, 2016.

WITNESSES AS TO PRESIDENT:

[Signature]
Printed Name: SCOTT MONTAGNA

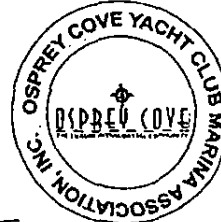
[Signature]
Printed Name: VALERIE HOPE

STATE OF FLORIDA
COUNTY OF Martin

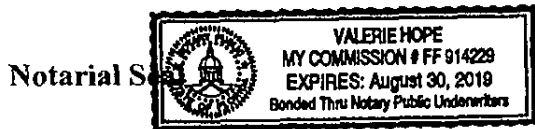
OSPREY COVE YACHT CLUB
MARINA ASSOCIATION, INC.

By: [Signature]
PAUL CUSUMANO, President

CORPORATE
SEAL



The foregoing instrument was acknowledged before me on January 14, 2016
by Paul Cusumano, as President of Osprey Cove Yacht Club Marina
Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification
[Type of Identification: _____].



[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

[Signature]
Printed Name: SCOTT MONTAGNA

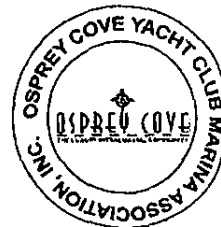
[Signature]
Printed Name: ANTHONY F. GRECO

STATE OF FLORIDA
COUNTY OF Martin

OSPREY COVE YACHT CLUB
MARINA ASSOCIATION, INC.

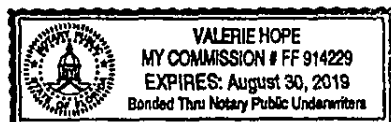
By: [Signature]
Robert Sunshine, Secretary

CORPORATE
SEAL



The foregoing instrument was acknowledged before me on January 14, 2016
by Robert Sunshine, as Secretary of Osprey Cove Yacht Club Marina
Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification
[Type of Identification: _____].

Notarial Seal



[Signature]
Notary Public