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**SEA OAKS TENNIS BUNGALOWS CONDOMINIUM ASSOCIATION, I**

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This instrument prepared by :  
Jerome D. Quinn, Esq.  
O'Haire, Quinn, Candler & Casalino, Chtd.  
3111 Cardinal Drive  
Vero Beach, FL 32963

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
COURTSIDE HOMES AT THE PRESERVE CONDOMINIUM  
ASSOCIATION, INC.**

(Formerly known as Sea Oaks Tennis Bungalows Condominium Association, Inc.)

The undersigned incorporator, by these Articles, forms a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, and adopts the following Articles of Incorporation pursuant to a vote in excess of two-thirds of the membership which approved this adoption of these Amended and Restated Articles on July 9, 2008.

**ARTICLE 1**

**NAME AND ADDRESS**

The name of the corporation shall be changed from Sea Oaks Tennis Bungalows Condominium Association, Inc. to COURTSIDE HOMES AT THE PRESERVE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws." The principal place of business and mailing address of the Association shall be 8811 Highway A1A, Vero Beach, Florida, 32963, or such other place as may be subsequently designated by the Board of Directors.

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718 of Florida Statutes ("Act") to operate the condominiums located in Sea Oaks in Indian River County, Florida ("Condominium") known as SEA OAKS TENNIS BUNGALOWS, A CONDOMINIUM and SEA OAKS COURTYARD HOMES, A CONDOMINIUM.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or other Person.

2.1 Commencement. This corporation formerly known as Sea Oaks Tennis Bungalows Condominium Association, Inc. was commenced as of November 3, 1999.

Jerome D. Quinn  
FL Bar No. 0115907  
3111 Cardinal Drive  
Vero Beach, FL 32963

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**ARTICLE 3****DEFINITIONS**

The capitalized terms used in these Articles shall have the same definitions and meanings as those set forth in the Declarations of Condominium for SEA OAKS TENNIS BUNGALOWS CONDOMINIUM ASSOCIATION, INC. and the SEA OAKS COURTYARD HOMES, A CONDOMINIUM ("Declarations") recorded in the Public Records of Indian River County, Florida, unless provided to the contrary in these Articles, or unless the context otherwise requires. The term "Person" shall include individuals, corporations, partnerships, trusts, limited liability companies and other entities.

**ARTICLE 4****POWERS**

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

4.1 **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declarations, the By-Laws or the Act.

4.2 **Enumeration.** In addition to, and not in limitation of, the powers described in Section 4.1, the Association shall have all of the powers and duties set forth in the Act except as limited by these Articles, the By-Laws and the Declarations, and all of the powers and duties reasonably necessary to operate the Condominiums and to exercise such powers, duties and obligations described in the Declarations as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against Owners, and to use the proceeds in the exercise of its powers and duties.
- (b) To acquire, buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominiums.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association for use by Owners.
- (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Members as Owners.

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- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of Owners.
- (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided in the Declaration.
- (g) To enforce by legal means the provisions of the Declarations, these Articles and the By-Laws for the use of the Condominium Property.
- (h) To contract for the management of the Condominiums to assist the Association in carrying out the powers and duties of the Association contained in these Articles or in the Declarations. In exercising this power, the Association may contract with affiliates of itself.
- (i) To enter into agreements with the Master Association relating to maintenance, improvement, repair, replacement and restoration of property to be maintained by the Association or the Master Association.
- (j) To employ personnel to perform the services required for the proper operation of the Condominium Property.
- (k) To execute all documents or consents, on behalf of the Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof) and in that regard, each Owner, by acceptance of the deed to such Owner's Unit, appoints and designates the Board of Directors as such Owner's agent and attorney-in-fact to execute, any and all such documents or consents.

4.3 Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declarations, these Articles and the By-Laws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers and upon dissolution all assets of the Association shall be transferred only to another non profit corporation or public agency.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles, the Declarations, the By-Laws and the Act provided that in the event of any conflict, the provisions of the Act shall control over the Declaration, these Articles and the By-Laws.

#### ARTICLE 5

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## **MEMBERS**

5.1 **Membership.** The members of the Association ("Members") shall consist of all of the record Owners from time to time of Units in the Condominiums and, after termination of the Condominiums, all record Owners at the time of such termination and the successors and assigns.

5.2 **Voting.** On all matters upon which the Members shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declarations and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

5.3 **Votes per Unit.** Members shall be entitled to one membership interest and one vote for each Unit owned.

5.4 **Meetings of Members.** The By-Laws shall provide for an annual meeting of Members, make provision for regular and special meetings of Members other than the annual meeting and set the quorum requirements for meetings of the Members.

5.5 **No Transfer or Hypothecation.** No Owner may assign, hypothecate or transfer in any manner membership in the Association or the funds and assets of the Association except as an appurtenance to such Owner's Unit.

5.6 **Loss of Membership.** Any Member who conveys or loses title to the Unit by sale, gift, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Unit and shall lose all rights and privileges as a Member resulting from ownership of such Unit.

## **ARTICLE 6**

### **TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE 7**

### **INCORPORATOR**

The name and address of the incorporator of the Association is as follows:

**NAME**

**ADDRESS**

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Ira Simon

8811 Highway A1A  
Vero Beach, FL 32963**ARTICLE 8****DIRECTORS**

8.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than five directors. Directors shall be Members of the Association and Owners or their spouses.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

8.4 Directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ira Simon	8811 Highway A1A, Vero Beach, FL 32963
Barbara Sides	8811 Highway A1A Vero Beach, FL 32963
Peter McCuttrach	8811 Highway A1A Vero Beach, FL 32963

8.5 Standards of Conduct. A Director shall discharge his duties as a director, including any duties as a member of a Committee, in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements including

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financial statements and other data, if prepared or presented by one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within such person's professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards and applicable Florida law.

## ARTICLE 9

### OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

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

President: Ira Simon  
Vice President: Peter McCurrach  
Secretary/Treasurer: Barbara Sides

## ARTICLE 10

### INDEMNIFICATION

**10.1 Indemnity.** 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 (collectively "Action"), by reason of the fact that he or she is or was a director, officer or agent of the Association (collectively "Association Person"), against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Association Person in connection with such Action, if the Association Person acted in good faith and in a manner the Association Person reasonable believed to be in, or not opposed to, the best interests of the Association and with respect to any criminal action or proceeding, had no reason to believe the Association Person's conduct was unlawful. The Association shall not, however, indemnify any Association Person as to matters to which the Association Person shall be finally adjudged in any such Action to be liable for gross negligence or gross misconduct in the performance of the Association Person's duty. The termination of

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any Action by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption of gross negligence or gross misconduct. The foregoing right of indemnification shall be in addition to any other rights to which an Association Person may be entitled as a matter of law or otherwise.

10.2 Expenses. To the extent that an Association Person has been successful on the merits or otherwise in defense of any Action, or in defense of any claim, issue or matter such Action, the Association Person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in such Action.

10.3 Approval. Any determination as to defense of action shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such Action, or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

10.4 Advances. Expenses incurred in defending an action may be paid by the Association in advance of the final disposition of such Action, as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the Association Person to repay such amount unless it shall ultimately be determined that the Association Person is entitled to be indemnified by the Association as authorized in this Article 10.

10.5 Miscellaneous. 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, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Association Person and shall inure to the benefit of the heirs and person representatives of such person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Association Person 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 him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

## ARTICLE 11

### BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and Members in the manner provided in the By-



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Laws and the Declaration.

## ARTICLE 12

### AMENDMENTS

12.1 Notice. Notice of the subject matter of a proposed amendment to these articles shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be by not less than a majority of the votes of all of the Members represented at a meeting at which a quorum has been attained and by not less than a majority of the Board of Directors.

12.3 Limitation. No amendment shall make any changes in: the qualifications of membership; the voting rights or property rights of Members; Section 4.3, 4.4, or 4.5 of Article 4, entitled "Powers"; or this Section 12.3, without, in each case, the approval in writing of all Members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws. No amendment to these Articles shall be made which adversely affects the rights of Institutional Mortgagees without the prior written consent of a majority of holders of mortgages on the Units held by Institutional Mortgagees.

12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Indian River County.

## ARTICLE 13

### OFFICE: REGISTERED AGENT

The initial principal office and mailing address of the Association shall be 8811 Highway A1A, Vero Beach, Florida, 32963, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent shall be Pamela Dawson, 8811 Highway A1A, Vero Beach, Florida, 32963.

IN WITNESS WHEREOF, the subscriber and incorporator has affixed his signature this  
*cf* day of July 2008.

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Ira Simon  
Ira Simon

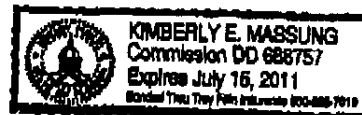
**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2008, by Ira Simon, who is personally known to me or has produced as identification.

Kimberly E. Massung  
Notary Public, State of Florida

(NOTARIAL SEAL)

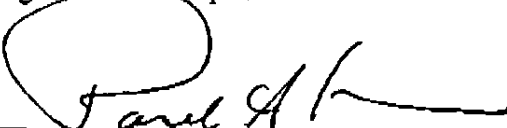


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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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 Amended and Restated Articles of Incorporation, at 8811 Highway A1A, Vero Beach, Florida, 32963, the corporation named in the said articles has named Pamela Dawson, located at 8811 Highway A1A, vero Beach, Florida, 32963 as its statutory registered agent. Having been named the statutory agent of said 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.

  
\_\_\_\_\_  
Registered Agent

Dated this 7 day of July, 2008.