

Record and Return to:  
Cornett, Googe & Associates, P.A.  
P.O. Box 66  
Stuart, FL 34995

=====THIS SPACE FOR RECORDER'S USE=====

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ISLANDIA EAST ASSOCIATION, INC.  
(A Florida 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, Division of Corporation, on March 12, 1981, and recorded in St. Lucie County Public Records at Official Records Book 391, Page 733, et. seq.

These Amended and Restated Articles of Incorporation for Islandia East Association, Inc., were adopted and passed by a vote sufficient for approval by written consent of the membership in lieu of a meeting and by the Board of Directors at a meeting held on \_\_\_\_\_, 2007.

The Islandia East Association, Inc., a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617, and hereby certifies as follows:

**I  
NAME OF CORPORATION**

The name of this Corporation shall remain "ISLANDIA EAST ASSOCIATION, INC." (Hereinafter referred to as the "Association").

**II  
PURPOSE**

The purpose of the Association shall be to perform all duties and obligations assigned to it by that certain Islandia East Amended and Restated Declaration of

Covenants, Restrictions and Easements (the "Declaration"), which document is to be recorded by the Association, in the Public Records of St. Lucie County, Florida.

### III **POWERS**

The Association shall have all of the powers enumerated in the Declaration and By-Laws and all the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purposes of the Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Association in carrying out its duties and responsibilities.

### IV **MEMBERSHIP**

The qualification of members of the Association (the "members"), the manner of their admission to membership and voting by Members shall be as follows:

1. **Membership.** The Association shall have one (1) class of membership.

Each Condominium Unit Owner (as said term is defined in the Declaration), shall automatically be a Member of the Association. Said Membership shall be appurtenant to ownership of all Condominium Units (as said term is defined in the Declaration) and shall not be separable from the ownership of any Condominium Unit.

2. **Voting.** Voting by Members in the affairs of the Association shall be as follows:

One (1) Member of each Condominium Unit located within each Assessment Unit shall be entitled to one (1) vote on any Association matter requiring a vote of the Members. The vote to which any Condominium Unit is entitled shall not be divisible, and shall be cast by the Member designated and entitled to cast the vote according to the terms and provisions of this section. In no event shall more than one (1) vote be cast with respect to one (1) Condominium Unit. There shall be no cumulative voting. Except as otherwise provided in this section, each Member who is designated and entitled to cast the vote for any Condominium Unit shall be named in a voting certificate signed by all record owners of such Condominium Unit and filed with the Association. In the event any such voting certificate is not filed with the Association, the vote to which such Condominium Unit is entitled shall not be considered in determining whether a quorum is present, or for any other purpose, and the total number of authorized votes in the Association shall be reduced accordingly until such certificate is filed. A voting certificate shall be valid until revoked by the record owners of, or until a transfer of title to the Condominium Unit to which the voting certificate pertains.

Voting rights shall be as follows:

- A. In the event a Condominium Unit Owner is owned by one (1) person, that person's right to vote shall be established by recorded title of the Condominium Unit.
- B. In the event the Condominium Unit is owned by more than one (1) person or entity, those persons or entities shall sign a voting certificate designating one of them for the purpose of casting the vote that is appurtenant to their unit.
- C. In the event an Condominium Unit is owned by an entity, or an entity is designated as the record owner entitled to cast the vote for a Condominium Unit, such entity shall designate a partner, officer, fiduciary, or employee of the entity to cast the vote that is appurtenant the Condominium Unit. The voting certificate shall be signed by any duly authorized partner or officer of the entity.

**V**  
**TERM**

The term for which the Association is to exist shall be perpetual.

**VI**  
**OFFICERS**

The affairs of the Association shall be managed by a President, Vice President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-Laws.

**VII**  
**DIRECTORS**

The affairs of the Association shall be directed by a Board of Directors as provided in the By-Laws. All Directors shall be Members.

**VIII**  
**INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred

by or imposed upon him or her or them in connection with any proceeding or litigation or settlement in which he/she may become involved by reason of his/her being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he/she is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association, and in instances where a Director or officer admits or is adjudged guilty of gross misfeasance or malfeasance in the performance of his/her duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled, whether by statute or common law.

## **IX BY-LAWS**

The By-Laws may be altered, amended or rescinded by the affirmative vote of not less than two thirds (2/3) of the total votes of all Members cast at a regular or special meeting of the Membership. The right to modify, amend or rescind may be restricted in the manner provided for the By-Laws.

## **X REGISTERED OFFICE AND AGENT**

The street address of this Corporation shall be 9500/9550 South Ocean Drive, Jensen Beach, Florida 34957. The name and address of the registered agent shall be Proctor, Crook & Crowder, 33 Flagler Avenue, Stuart, Florida 34994, as may be changed from time to time.

## **XI AMENDMENTS**

1. These Articles of Incorporation may be amended at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the total votes of all Members.

2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration of Covenants.

The foregoing Amended and Restated Articles of Incorporation for Islandia East Association, Inc., were adopted and approved by vote sufficient for approval by written consent of the membership in lieu of a meeting and by the Board of Directors at a meeting held on \_\_\_\_\_, 2007.

The adoption of these Amended and Restated Articles of Incorporation for Islandia East Association, Inc., appears upon the minutes of said meeting and is unrevoked.

All provisions of the Articles of Incorporation of Islandia East Association, Inc., are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

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 \_\_\_\_\_, 2007.

Witnesses: Signed, sealed and delivered in the presence of:

\_\_\_\_\_  
Witness #1 Signature

ISLANDIA EAST ASSOCIATION, INC.

\_\_\_\_\_  
Witness name printed

By: \_\_\_\_\_  
Dewey Bookholdt, President

\_\_\_\_\_  
Witness #2 Signature

\_\_\_\_\_  
Witness name printed

\_\_\_\_\_  
Witness #1 Signature

\_\_\_\_\_  
Witness name printed

By: \_\_\_\_\_  
Tom Gilson, Secretary

\_\_\_\_\_

Witness #2 Signature

\_\_\_\_\_  
Witness name printed

State of Florida  
County of Martin

The foregoing instrument was acknowledged before me on \_\_\_\_\_, 2007, by Dewey Bookholdt, as President of Islandia East Association, Inc., who is personally known to me or who has provided \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public  
Notary Seal/Stamp

State of Florida  
County of Martin

The foregoing instrument was acknowledged before me on \_\_\_\_\_, 2007, by Tom Gilson, as Secretary of Islandia East Association, Inc., who is personally known to me or who has provided \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public  
Notary Seal/Stamp

F:\DATA\COMMON\RGR\Condo. Assoc. G-M\Islandia East\AMENDMENTS\FINAL ARTICLES.WPD