

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DEL MAR ASSOCIATION, INC.**

**NOTE: This document is a substantial rewording of the Articles of Incorporation. See original provisions for present text.**

The Incorporators, by the initial Articles of Incorporation, associated themselves for the purpose of forming a corporation not for profit, under the laws of the State of Florida (Chapter 617, Florida Statutes). The Association hereby adopts the following Amended and Restated Articles of Incorporation ("Articles"):

**ARTICLE I  
NAME**

The name of the corporation shall be Del Mar Association, Inc. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, for the operation of the nine (9) condominium buildings and all other buildings and facilities that are erected upon lands in Indian River County, Florida, more particularly described in the following declarations of condominium:

(i) **VISTA DEL MAR APARTMENT BUILDING A**, a Condominium, according to the Declaration of Condominium originally recorded in Official Records Book 417, Page 01 of the Public Records Indian River County, Florida;

(ii) **VISTA DEL MAR APARTMENT BUILDING B**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 418, Page 939 of the Public Records of Indian River County, Florida; and

(iii) **VISTA DEL MAR APARTMENT BUILDING C**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 419, Page 01 of the Public Records of Indian River County, Florida.

(iv) **VISTA DEL MAR APARTMENT BUILDING D**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 416, Page 938 of the Public Records of Indian River County, Florida.

(v) **VISTA DEL MAR APARTMENT BUILDING E**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 431, Page 187 of the Public Records of Indian River County, Florida.

(vi) **VISTA DEL MAR APARTMENT BUILDING F**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 434, Page 362 of the Public Records of Indian River County, Florida.

(vii) **VISTA DEL MAR APARTMENT BUILDING G**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 449, Page 01 of the Public Records of Indian River County, Florida.

(viii) **VISTA DEL MAR APARTMENT BUILDING H**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 443, Page 637 of the Public Records of Indian River County, Florida.

(v) **VISTA DEL MAR APARTMENT BUILDING E**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 431, Page 187 of the Public Records of Indian River County, Florida.

(vi) **VISTA DEL MAR APARTMENT BUILDING F**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 434, Page 362 of the Public Records of Indian River County, Florida.

(vii) **VISTA DEL MAR APARTMENT BUILDING G**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 449, Page 01 of the Public Records of Indian River County, Florida.

(viii) **VISTA DEL MAR APARTMENT BUILDING H**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 443, Page 637 of the Public Records of Indian River County, Florida.

(ix) **VISTA DEL MAR APARTMENT BUILDING I**, a Condominium, according to the Declaration of Condominium originally recorded in Official Record Book 437, Page 333 of the Public Records of Indian River County, Florida.

### **ARTICLE III DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Amended and Restated Declarations of Condominium for the above-referenced condominiums ("Declaration"), and the Amended and Restated Bylaws of Del Mar Association, Inc. ("Bylaws"), unless herein provided to the contrary, or unless the context otherwise requires.

### **ARTICLE IV POWERS**

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

**4.1. General.** The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles or of the Act.

**4.2. Enumeration of Powers.** The Association will have all of the powers and duties set forth in the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act"), except as limited by these Articles and the Declaration for the Condominiums operated by the Association; and it will have all of the powers and duties reasonably necessary to operate said Condominiums pursuant to its Declaration, as it may be amended from time to time, including, but not limited to, the following:

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#### **Exhibit "F"**

#### **Amended and Restated Articles of Incorporation**

LAW OFFICES  
BECKER & POLIAKOFF, P.A.  
RIVER OAK CENTER • 401 SE OSCEOLA STREET, FIRST FLOOR • STUART, FL 34994  
TELEPHONE (772) 286-2990  
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- A. To make and collect regular and special assessments and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties to defray the costs, expenses and losses of the Condominiums.
- B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association and the Condominiums.
- C. To maintain, repair, replace and operate the Condominium properties and other property acquired or leased by the Association for use by Unit Owners.
- D. To purchase insurance upon the Condominiums and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.
- E. To reconstruct improvements after casualty and to further improve the Condominium Property and Association Property.
- F. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium Property and for all other lawful purposes.
- G. To approve or disapprove the transferring, leasing, mortgaging and ownership of condominium units as may be provided by the Declaration and the Bylaws of the Association.
- H. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws of the Association and the Rules and Regulations for the use of the Condominium Property.
- I. To maintain class actions on behalf of any or all of the Condominium Unit Owners and to institute, maintain, settle or appeal actions or hearings in its name on behalf of all Unit Owners concerning matters of common interest.
- J. To contract for the management of the Association and Condominiums, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except as provided in the Declarations.
- K. To employ personnel to perform the services required for the proper management and operation of the Condominiums.
- L. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominiums.
- M. To mitigate damages incurred to the Common Elements, Limited Common Elements or Association Property in the event of a casualty.

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Amended and Restated Articles of Incorporation

N. To borrow money, execute promissory notes and other evidences of indebtedness and to give as security therefor mortgages and security interests in property owned by the Association, subject to those limitations provided in the Declaration.

**4.3. Assets of the Association.** All funds, except such portions thereof as are expended for the common expenses of the Condominiums, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the Declaration, and in accordance with the provisions of these Articles and the Bylaws of the Association.

**4.4. No Distribution of Income.** The Association will make no distribution of income to its members, directors or officers.

**4.5. Limitations.** The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

## **ARTICLE V MEMBERS**

**5.1. Membership.** The members of the Association will consist of all of the record owners of Units in the Condominiums, and after termination of the Condominium(s), if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominiums, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Indian River County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior Owner as to the parcel designated shall be terminated.

**5.2 Assignment.** The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

**5.3 Voting.** On all matters upon which the membership shall be entitled to vote, the vote for each Unit shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

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**5.4 Meetings.** The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## **ARTICLE VI DIRECTORS**

**6.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board of Directors, of which the exact number are as provided in the Bylaws. All directors must be Members of the Association.

**6.2 Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when specifically required.

**6.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of the Members or, when needed, at a special meeting of the Members in the manner determined by the Bylaws. Except as otherwise provided by law, Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

## **ARTICLE VII OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## **ARTICLE VIII BYLAWS**

The Bylaws of the Association may be altered, amended or rescinded in the manner provided by said Bylaws.

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## ARTICLE IX AMENDMENTS

Amendments to these Articles will be proposed and adopted in the following manner:

**9.1. Notice.** Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

**9.2. 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 (1/3<sup>rd</sup>) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the entire membership of the Board of Directors and by not less than sixty percent (60%) of the eligible members present, in person or by proxy, at a members' meeting at which a quorum is attained. Notwithstanding any of foregoing to the contrary, the Association Board, upon the adoption of a resolution in accordance with the Act as amended from time to time, may also utilize an electronic voting process in accordance with the requirements of the Act, as amended from time to time, when seeking to adopt amendments to the Articles.

**9.3. Limitation.** Notwithstanding the foregoing to the contrary, no amendment will make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members and the joinder of all record owners of mortgages upon the Condominium. No amendment will be made that is in conflict with the Act or the Declaration.

**9.4. Recording; Effectiveness.** A copy of each amendment will be filed with and certified by the Department of State, Division of Corporations of the State of Florida, and a copy will be recorded in the Public Records of Indian River County, Florida. No amendment to the Articles will be valid or effective unless and until recorded with identification on the first page thereof of the book and page of the public records where the Declaration of each condominium operated by the Association is recorded. The effective date of any such amendment will be the date on which the amendment was so recorded.

## ARTICLE X TERM OF EXISTENCE

The Association shall have perpetual existence.

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**ARTICLE XI  
SUBSCRIBER**

The names and addresses of the subscribers of the initial Articles of Incorporation were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald E. Ewing	1800 East Ocean Boulevard Stuart, Florida
Robin D. Bishop	3707 West 30 <sup>th</sup> Terrace Topeka, Kansas
Darrell F. Moss	1800 East Ocean Boulevard Stuart, Florida

**ARTICLE XII  
ADDRESS**

The principal address of the Association is 5400 North A1A, Vero Beach, FL 32963, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE XIII  
REGISTERED OFFICE ADDRESS  
AND NAME OF REGISTERED AGENT**

The name and address of the registered agent of this Association shall be Gary Rollins, 5400 North A1A, Vero Beach, FL 32963, or as determined by the Board of Directors from time to time.

ACTIVE: 8851164\_5

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