

“EXHIBIT Q”

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

State of Florida



Department of State

I certify from the records of this office that OCEAN TOWERS OF VERO BEACH, INC. is a corporation organized under the laws of the State of Florida, filed on March 17, 1971.

The document number of this corporation is 720531.

I further certify that said corporation has paid all fees due this office through December 31, 2012, that its most recent annual report/uniform business report was filed on March 21, 2012, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Third day of April, 2013



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

FILED
2013 MAR 28 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCEAN TOWERS OF VERO BEACH, INC.

THE UNDERSIGNED, being the President and Secretary of OCEAN TOWERS OF VERO BEACH, INC., a Florida not for profit corporation, hereby certify that after the adoption of a Resolution proposing to amend and restate the Articles of Incorporation, at a duly called meeting of the Board of Directors held on the 6th day of December, 2012 by the affirmative vote of not less than a majority of the Board of Directors, not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the Association at a duly called meeting of all of the members of the Association, held on the 4th day of February, 2013, in accordance with the requirements of Florida law, and of the Articles of Incorporation of Ocean Towers of Vero Beach, Inc., affirmatively voted to amend and restate the Articles of Incorporation as attached hereto and made a part thereof.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed this Articles of Amendment to the Articles of Incorporation, this 18th day of MARCH, 2013.

OCEAN TOWERS OF VERO BEACH, INC.

By: Paula Butterfield
President

Print Name: PAULA BUTTERFIELD

(CORPORATE SEAL)

ATTEST:

By: [Signature]
Secretary

Print Name: JOHN SIRICH

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Paula Butterfield and John Sirich, respectively the President and Secretary of Ocean Towers of Vero Beach, Inc., who ☐ have produced _____ as identification or ☒ who are personally known to me to be the persons described in the foregoing instrument and who have acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 18th day of MARCH, 2013.



[Signature]
Name: _____
Notary Public, State of Florida (Seal)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCEAN TOWERS OF VERO BEACH, INC.**

These are the Amended and Restated Articles of Incorporation for Ocean Towers of Vero Beach, Inc., originally filed with the Florida Department of State on March 17, 1971, under Charter Number 720531. Matters of only historical interest have been omitted. Amendments approved have been added under Florida Statute Chapter 617.

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation shall be OCEAN TOWERS OF VERO BEACH, INC., and the principal address of the corporation is 2701-2743 Ocean Drive, Vero Beach, Florida 32963. For convenience, the corporation shall be referred to in this instrument as the Corporation.

**ARTICLE II
PURPOSE**

2.1 The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, Chapter 718 Florida Statutes, for the operation of OCEAN TOWERS, a condominium, located upon the following-described property in Indian River County, Florida, to-wit:

Lots 5 through 15, inclusive, Block 3, Walter Kitching's Subdivision, according to the plat of same filed in the office of the Clerk of the Circuit Court of St. Lucie County, Florida in Plat Book 4 at page 5; said land now lying and being in Indian River County, Florida; EXCEPT, however, the West 133 feet thereof;

ALSO that part of the South 25 feet of the unnamed and unnumbered street lying immediately North of Lots 8 and 9, Block 3, Walter Kitching's Subdivision, Indian River County, Florida; and

ALSO, that part of the North 25 feet of the unnamed and unnumbered street lying immediately South of Lots 10 and 11, Block 3, Walter Kitching's Subdivision, Indian River County, Florida.

2.2 The corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III POWERS

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

3.1 The Corporation shall have all the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Corporation shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time, including, but not limited to the following:

- A.** To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.
- B.** To use the proceeds of assessments in the exercise of its powers and duties.
- C.** The maintenance, repair, replacement and operation of the condominium property.
- D.** The purchase of insurance upon the condominium property and insurance for the protection of the Corporation and its members as apartment owners.
- E.** The reconstruction of improvements after casualty and the further improvement of the property.
- F.** To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulation and their amendments shall be approved by not less than a majority of the votes cast by the membership of the Corporation before such shall become effective.
- G.** To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.
- H.** To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws, the Regulations of the corporation for the use of the property in the condominium.
- I.** To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the corporation.

J. To contract for the management or operation of portion of the common elements susceptible to separate management or operation, and to lease such portions.

K. To employ personnel to perform the services required for proper operation of the condominium.

L. To borrow money, pledge the assets of the Corporation as security for borrowed funds, and execute evidence of indebtedness.

3.3 The Corporation shall not have the power to purchase an apartment of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Corporation shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

3.5 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV MEMBERS

4.1 The members of the Corporation shall consist of all of the record owners of apartments in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Corporation of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

ARTICLE V DIRECTORS

5.1 The affairs of the Corporation will be managed by a board consisting of the number of Directors determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors. No person may serve as a director unless he or she is a member of the Corporation.

5.2 Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by 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.

5.3 All of the duties and powers of the Corporation existing under the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Corporation shall be exercised exclusively by the Board of Directors (or as may be properly delegated by the Board to its agents, contractors, or employees), subject only to approval by members of the Corporation when such approval is specifically required.

ARTICLE VI OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors

ARTICLE VII INDEMNIFICATION

The Corporation 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, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a director, employee, officer, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that they did not act in good faith or in a manner they reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that they reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that they had reasonable

cause to believe that their conduct was unlawful.

To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation. 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 bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE VIII BY-LAWS

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

ARTICLE IX AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

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

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

A. Such approvals must be by not less than a majority of the Board of Directors and by not less than 60% of the votes of the membership of the Corporation cast at a member's meeting; or

B. By not less than 80% of the votes of the entire membership of the Corporation.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records or Indian River County, Florida.

ARTICLE X FUNDS AND ASSETS

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner by a member, except as an appurtenance to their Unit. The funds and assets of the Association shall belong solely to the Association subject to the limitations that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

ARTICLE XI TERM

The term of the corporation shall be perpetual.

ARTICLE XII REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered office address and the name of the Registered Agent of the Corporation shall be as determined by the Board of Directors from time to time.