

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on August 26, 2021, to Articles of Incorporation for SEAGROVE PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 746348.



Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Eighth day of September, 2021



CR2E022 (01-11)

Laurel M. Lee

Laurel M. Lee

Secretary of State

This Instrument Prepared by and Return to:
 Charles W. McKinnon, Esq.
 McKinnon & Hamilton, PLLC
 3055 Cardinal Drive, Suite 302
 Vero Beach, FL 32963
 Courthouse Box #79

**ARTICLES OF AMENDMENT TO
 ARTICLES OF INCORPORATION FOR
 SEAGROVE PROPERTY OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, being the President and Secretary of **Seagrove Property Owners Association, Inc.**, a Florida non-profit corporation, hereby certify that at a duly called meeting of all of the lot owners of Seagrove Subdivision and Seagrove South Subdivision, held on the 29th day of July, 2021, in accordance with the requirements of Florida law, the Articles of Incorporation for Seagrove Property Owners Association, Inc., the Bylaws of Seagrove Property Owners Association, Inc. and the Declaration of Covenants and Restrictions of Seagrove Subdivision and Seagrove South Subdivision as originally recorded in Official Record Book 551, Beginning at Page 395, Public Records of Indian River County, Florida, and as subsequently amended, not less than 66% of the total membership vote of the Association affirmatively voted to amend the Articles of Incorporation as attached hereto.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed these Articles of Amendment to the Articles of Incorporation, this 13th day of August, 2021.

**SEAGROVE PROPERTY OWNERS
 ASSOCIATION, INC.**

By: _____

Laurie Barkhorn, President

(CORPORATE SEAL)

ATTEST: _____

By: _____

James Field, Secretary

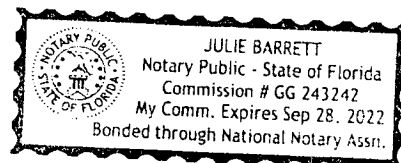
**STATE OF FLORIDA
 COUNTY OF INDIAN RIVER**

I HEREBY CERTIFY that before me, a Notary Public, personally appeared, in physical presence, Laurie Barkhorn and James Field, respectively the President and Secretary of Seagrove Property Owners Association, 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 13th day of August, 2021.

Print Name: Julie Barrett

Notary Public, State of Florida at Large (Affix Seal)



AMENDED AND RESTATED**ARTICLES OF INCORPORATION****SEAGROVE PROPERTY OWNERS ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for Seagrove Property Owners Association, Inc. For historical reference, the name of the original subscribers and their addresses at the time of incorporation were Kenneth E. Padgett, 1776 Seagrove Drive, Vero Beach, Florida; General W.C. Chip, 1790 Coral Way So., Vero Beach, Florida; Kenneth E. Padgett, Jr., 1769 Cedar Lane, Vero Beach, Florida; Donald Leaf, 1775 Coral Way So., Vero Beach, Florida; and Edward Knight, 1776 Coral Way So., Vero Beach, Florida.

The name and address of the current Registered Agent are Alan Romano, 100 Vista Royale Blvd., Vero Beach, Florida 32962. The Board of Directors may, from time to time, change the registered office and the Registered Agent, in the manner provided by law.

I. NAME

The name of this corporation shall be SEAGROVE PROPERTY OWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association".

II. PURPOSE

The general nature, object and purposes of the Association are as follows:

- A. To promote the health, safety and social welfare of the owners of the property within the area referred to as Seagrove in the Declaration of Covenants and Restrictions for the Seagrove Subdivision and Seagrove South Subdivision (the Seagrove Subdivisions") as recorded in the Public Records of Indian River County, Florida.
- B. To maintain and/or repair landscaping in the general and/or common areas, parks, sidewalks, and/or access paths, street and other common areas, structures, and other improvements in Seagrove for which the obligation to maintain and repair has been delegated and accepted.
- C. To provide, or provide for, access control and such other services the responsibility for which, has been, or may be accepted by the Association and the capital improvements and equipment related thereto, in the Seagrove Subdivisions.
- D. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and landscaping, paving and equipment, both real and personal,

related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

III. GENERAL POWERS

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

- A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.
- B. To promulgate and enforce rules, regulations, By-Laws, Covenants, Restrictions and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate powers where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- E. To approve assessments to be levied against the lots to defray expenses 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 mortgage companies and other organizations for the collection of such assessments.
- F. To charge recipients for services rendered by the Association and the user for use of Association Property when such is deemed appropriate by the Board of Directors of the Association.
- G. To pay taxes and other charges, if any, or against property owned or accepted by the Association.
- H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

IV. MEMBERS

- A. The members shall consist of the property owners in the Seagrove Subdivisions, the property comprising the Seagrove Subdivisions being described in Section B of this Article, and all such property owners shall be members of the Association.
- B. Seagrove consists of that certain real property situated in Indian River County, Florida, described as follows:

Seagrove Subdivision, Unit #1, recorded Plat Book 9, Page 44

Seagrove Subdivision, Unit #2, recorded Plat Book 9, Page 100

Seagrove Subdivision, Unit #3, recorded Plat Book 10, Page 21

Seagrove Subdivision, Unit #4, recorded Plat Book 10, Page 61

Seagrove Subdivision, Unit #5, recorded Plat Book 10, Page 88

Seagrove Subdivision, Unit #6, recorded Plat Book 10, Page 94

Seagrove Subdivision South, Unit #1, recorded Plat Book 11, Page 45

Seagrove Subdivision South, Unit #2, recorded Plat Book 11, Page 51

V. VOTING AND ASSESSMENTS

- A. Subject to the restrictions and limitations set forth in these Articles of Incorporation, in the By-Laws and in the Covenants and Restrictions for the Seagrove Subdivisions, each member shall be entitled to one (1) vote for each lot in which the member holds the interest required for membership. When one or more persons hold such interest or interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for the Seagrove Subdivisions, or the By-Laws, the affirmative vote of the owners, of a majority of lots represented at any meeting of all the members duly called and at which a quorum is present, shall be binding upon the members.
- B. The Association shall obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for the Seagrove Subdivisions, as supplemented by the provisions of these Articles and the By-Laws of the Association relating thereto.

VI. BOARD OF DIRECTORS

- A. The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) Directors. All Directors shall be members of the Association. Elections shall be by majority vote. The term of office of the elected Directors shall be three (3) years, which terms shall be staggered. As many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, according to the stagger, and the term of the Directors so elected or appointed at each annual election shall be for three (3) years expiring at the third annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause.

- B. Should a vacancy occur at any time during a term for any reason in the membership of the Board of Directors, then a majority of the remaining members of the Board of Directors shall have the power to select a person to fill such vacancy until the expiration of the term of said Director.

VII. OFFICERS

The officers of the Association shall be President, a Vice president, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the office of the President and Secretary. Officers shall be named in accordance with the procedure set forth in the By-Laws.

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors and approved by at least a two-thirds (2/3) of the votes cast by members of the Association present and by proxy at any meeting called for that purpose.

X. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

- A. The Association hereby agrees to indemnify any director, officer and committee members made a party, to:
1. Any threatened, pending or completed action, suit, or proceeding 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 an act alleged to have been committed by such person in his capacity of director, officer or committee member of the Association, or in his capacity as director, officer, committee member, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise on which he served at the request of the Association.
 2. Any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's 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 interest 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, officer or committee member did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

- B. The Association hereby agrees to indemnify any director, officer or committee member made a party, or threatened to be made a party, to:
 - 1. Any threatened, pending or completed action, suit or proceeding 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, officer or committee member of the Association, or by reason of his being or having been a director, officer, committee member, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association.
 - 2. Any reasonable expenses, including attorney's 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 persons 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 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.
- C. The Board of Directors shall determine whether amounts for which a director, officer or committee member seeks indemnification were incurred and whether such director, officer or committee member acted in good faith and in a manner he reasonably believed to be in the best interest 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.
- D. 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 XI. DISSOLUTION OF THE ASSOCIATION

- A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.
 2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets to be determined in accordance with that member's voting rights.
- B. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and approved by two-thirds (2/3) of votes of all members in good standing of the Association. Nothing contained herein shall modify or abridge any rights conferred by the Florida Statutes.