

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
400 BEACH ROAD CONDOMINIUM ASSOCIATION, INC.

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the Formation of Corporations Not for Profit, we, the undersigned, hereby associate ourselves into a corporation and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the proposed corporation shall be 400 Beach Road Condominium Association, Inc.

II.

The purposes and objects of the corporation shall be to administer the operation and management of 400 Beach Road, a Condominium, (hereinafter called Condominium) a condominium consisting of one hundred five (105) apartments, to be established in accordance with the laws of the State of Florida upon real property situate, lying and being in Indian River County, Florida, described as:

The Southerly 523.68 feet of Tract 1, John's Island, Plat No. 3, according to the plat thereof filed in Plat Book 8, pages 33 and 33-A, public records of Indian River County, Florida, as measured perpendicularly to the South boundary of the said Tract 1.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium, in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of Indian River County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of Condominium ownership and to purchase, own, operate, lease, sell, trade and otherwise deal with such property, or other property, whether real or personal, as may be necessary or convenient in the administration of said Condominium. The corporation shall be conducted as a non-profit organization for the benefit of its members.

III.

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations Not for Profit under the law pursuant to which this Corporation is chartered.
2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

EXHIBIT C

(a) To make and establish reasonable rules and regulations governing the use and maintenance standards of Units, Common Property and Limited Common Property in the Condominium, as those terms may be defined in said Declaration of Condominium to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray expenses of maintaining and repair and other expenses incurred in accomplishing purposes of the Condominium as may be provided in the Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with property, whether real or personal, including Units in the Condominium, and in accomplishing the purposes set forth in the Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the Condominium, and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium property.

(d) To contract for the management of the Condominium and to delegate to a manager or managing corporation under such contract all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or Membership of the Corporation.

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Condominium, as same may be hereafter established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium aforesaid.

#### IV.

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The Owners of all Units in the Condominium shall be members of the Corporation, and no other persons or entities shall be entitled to membership except as provided in item (5) of Article IV and as provided in Article VIII.

2. Membership shall be established by the acquisition and recording evidence in the Public Records of Indian River County of fee title to a Unit in the Condominium, or by acquisition and recording evidence of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any person shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any person who may own two or more Units, or who may own a fee ownership interest in two or more Units, so long as any such person shall retain title to or a fee ownership interest in any Unit.

3. The interest 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 Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation 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.

4. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit or Owner of each Unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one Unit, such member shall be entitled to exercise or cast as many votes as he owns Units in the manner provided by said By-Laws.

5. Until such time as the property described in Article II hereof, and the improvements which may be hereafter constructed thereon, are submitted to a plan of Condominium Ownership by the recordation of said Declaration of Condominium, the Membership of the corporation shall be comprised of the subscribers to these Articles of Incorporation, each of which subscribers shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

V.

The Corporation shall have perpetual existence.

VI.

The principal office of the Corporation shall be located at 400 Beach Road, Indian River Shores, Florida 32963, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may be designated from time to time by the Board of Directors.

VII.

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice Presidents, if any, Secretary and Treasurer, the Assistant Secretaries and Assistant Treasurers, if any, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Corporation, and any such person or entity may be a member of the Corporation or a Director or officer of the Corporation, or may have Directors or officers in common with the Corporation, as the case may be.

VIII.

The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the Membership as provided by the By-Laws of the Corporation.

IX.

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by

the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

XI.

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give each member written notice or printed notice of such meeting stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than seventy (70) Units in the Condominium, in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Indian River County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written notice is delivered to the Secretary of the Corporation at or prior to such meeting.

IN WITNESS WHEREOF, 400 BEACH ROAD CONDOMINIUM ASSOCIATION, INC. has caused these presents to be executed in its name by its President and its corporate seal to be hereto affixed, attested by its Secretary this 4<sup>th</sup> day of February, 2015, at Vero Beach, Indian River County, Florida.

Signed, sealed and delivered in the presence of:

400 BEACH ROAD  
CONDOMINIUM ASSOCIATION, INC

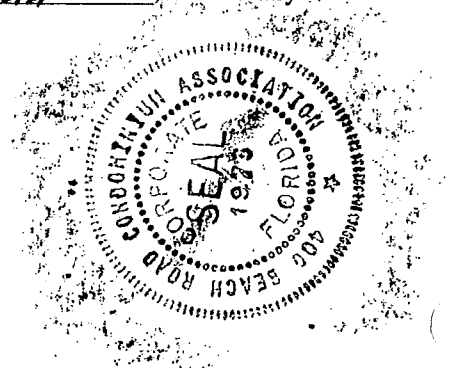
Sharon M. DeLange  
Print: Sharon M. DeLange

By: Oliver C. Henkel, Jr.  
Print Name: OLIVER C. HENKEL, JR., as President

Richard M. Marquis  
Print: Richard M. Marquis

Attest: E. Zima  
Print Name: E. ZIMA, as Secretary

(Corp. Seal)



STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me personally appeared Oliver C. Henkel, Jr. and Ernest Zima, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of the above named 400 Beach Road Condominium Association, Inc., a Florida corporation, and severally acknowledged and before me that they executed such instrument as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 4<sup>th</sup> day of February, 2015.

Sharon M. DeLange  
Notary Public, State of Florida  
My commission expires:

