

**EXHIBIT "C"**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**GROVE ISLE AT VERO BEACH CONDOMINIUM ASSOCIATION, INC.**

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EXHIBIT "C"

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

GROVE ISLE AT VERO BEACH CONDOMINIUM ASSOCIATION, INC.

The purpose of this Second Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on November 26, 1985 and amended on February 22, 2007.

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of GROVE ISLE AT VERO BEACH CONDOMINIUM ASSOCIATION, INC. which was originally incorporated under the same name on November 26, 1985, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of GROVE ISLE AT VERO BEACH CONDOMINIUM ASSOCIATION, INC. shall henceforth be as follows:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is GROVE ISLE AT VERO BEACH CONDOMINIUM ASSOCIATION, INC., and its mailing address is 680 Lake Orchid Circle, Vero Beach, Florida 32962.

**ARTICLE II**

**DEFINITIONS**

For convenience, the corporation shall be referred to in these Second Amended and Restated Articles as the "Association"; the Second Amended and Restated Declarations of Condominium as the "Declaration"; and the Second Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Second Amended and Restated Declarations are incorporated by reference into these Articles.

## ARTICLE III

### PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the condominium and corporate statutes for the operation of Grove Isle at Vero Beach, a Condominium and Grove Isle East, a Condominium. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer.

#### Section 3.2 Powers and Duties.

A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Declarations, the By-Laws or the Condominium Act and such powers as limited or modified by the provisions of Section 3.2.C below. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Condominiums, the Units included, and Association property.

B. Powers. The Association shall have all of the powers reasonably necessary to operate the Condominiums pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:

1. To make and collect annual and special assessments and charges against members of the Association to defray the costs, expenses and losses of the Condominiums and the Association, and to use the funds in the exercise of its powers and duties.

2. To protect, maintain, repair, replace and operate the property in the Condominiums pursuant to the Condominium Documents.

3. To purchase insurance upon the Condominiums and Association Property for the protection of the Association and its members, as required by law.

4. To make improvements of the property in the Condominiums and Association Property, subject to any limitations contained in the Declaration.

5. To reconstruct improvements after casualty.

6. To make, amend, and enforce reasonable rules and regulations governing the use of the Condominium and Association property, inclusive of the Units,

the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.

7. To contract for the management and maintenance of the Condominiums and Association Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium and Association property.

9. To contract with Garden Homes at Grove Isle Homeowners' Association, Inc. regarding the maintenance of the entrance and use of the recreational areas. See Section 12.15 of the Declaration for further provisions.

10. To borrow money and assign assessment and lien rights as collateral for a loan.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.

2. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

D. Duties.

1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting.

2. The Association shall prepare a Question and Answer Sheet and shall update it at least annually if and as required by the Condominium Act and Administrative Rules as amended from time to time.

3. The Association shall maintain an adequate number of copies of the Condominium Documents and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, on the Condominium or Association property, to ensure their availability to Owners. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.

4. The Association shall ensure that the following contracts shall be in writing:

(a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.

(b) Any contract, regardless of term, for the provision of services; other than contracts with employees of the Association, and contracts for attorneys and accountants services, and any other service contracts exempted from the foregoing requirement by the Condominium Act or Administrative Rules as amended from time to time.

5. The Association shall obtain competitive bids for materials, equipment and services where required by the Condominium Act and Administrative Rules as amended from time to time. This provision shall not require the Association to accept the lowest bid.

6. The Association shall obtain and maintain fidelity bonding as required by the Condominium Act and Administrative Rules.

7. The Association shall keep a roster of Owners and their addresses and mortgagees and their addresses based on information supplied in writing by the Owners from time to time to the Association.

#### **ARTICLE IV**

##### **MEMBERSHIP AND VOTING IN THE ASSOCIATION**

Section 4.1. Membership. The members of the Association shall be the record Owners of Units in the Condominiums.

Section 4.2. Voting. The Owners of each Unit, collectively, shall be entitled to an equal vote. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

## ARTICLE V

### DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718 and 617, Florida Statutes and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

A. approval by Owners, when such approval is specifically required in the Law or Condominium Documents; and/or

B. action by the Executive Committee, if any.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in 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.

## ARTICLE VI

### OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

## ARTICLE VII

### BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded by the vote of the Board of Directors in the manner provided in the By-Laws.

## ARTICLE VIII

### AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1. Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the voting interests of the members of the Association. Only one co-owner of a Unit need sign the petition for that Unit.

Section 8.2 Vote Required. Except as otherwise provided by Florida law, or by specific provision in these Articles, these Articles may be amended by concurrence of not less than a majority of the membership of the Board of Directors then serving and by not less than a majority of the voting interests of all members of the Association. Members may express concurrence by a vote cast, in person or by proxy, at a duly convened meeting of the members or by written consent. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.

Section 8.3. Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy shall be recorded in the public records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Article X of these Articles, this Section 8 shall not apply.

Section 8.4. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

B. Article X of these Articles may be amended without the need for a Board vote or amendment to the Articles so long as a statement of change of registered agent and/or office is filed with the Department of State.

C. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in these Articles in favor of or reserved to record owner(s) of any mortgage(s) or impair the priority or validity of any mortgage(s) unless the particular mortgagee(s) shall join and consent in the execution of the amendment.



ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Association shall be as designated by the Board of Directors from time to time, and the Registered Office is 680 Lake Orchid Circle, Vero Beach, Florida 32962.

These Amended and Restated Articles of Incorporation for Grove Isle at Vero Beach Condominium Association, Inc. were approved by a majority of the Board of Directors and by at least 60% of the Members of the Association, which approvals are sufficient for approval.

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 24<sup>th</sup> day of February, 2016.

WITNESSES AS TO PRESIDENT:

GROVE ISLE AT VERO BEACH  
CONDOMINIUM ASSOCIATION, INC.

Kelly Hagen

By: William Sances

Printed Name: Kelly Hagen

WILLIAM SANCES, President

Robert R. M... ..

Printed Name: ROBERT R. M...

STATE OF FLORIDA

COUNTY OF Indian River

The foregoing instrument was acknowledged before me on February 24, 2016, by William Sances, as President of Grove Isle at Vero Beach Condominium Association, Inc. [ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Kelly Hagen  
Notary Public



WITNESSES AS TO SECRETARY:

Kelly Hagen

Printed Name: Kelly Hagen

Robert Mowatt

Printed Name: ROBERT MOWATT

STATE OF FLORIDA

COUNTY OF Indian River

The foregoing instrument was acknowledged before me on February 24, 2016, by Judeann Langlois, as Secretary of Grove Isle at Vero Beach Condominium Association, Inc. [ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal

GROVE ISLE AT VERO BEACH  
CONDOMINIUM ASSOCIATION, INC.

By: Judeann Langlois  
Judeann Langlois, Secretary

CORPORATE  
SEAL

Kelly Hagen  
Notary Public

