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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SEAWARD AT ATLANTIC VIEW CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on October 11, 1995, as shown by the records of this office.

The document number of this corporation is N95000004822.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twelfth day of October, 1995



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 7, 2001

CORNETT, GOOGE, ROSS & EARLE, P.A.
RIVER OAK CENTER, 1ST FLOOR
401 EAST OSCEOLA STREET
STUART, FL 34994

Re: Document Number N95000004822

The Amended and Restated Articles of Incorporation for SEAWARD AT ATLANTIC VIEW CONDOMINIUM ASSOCIATION, INC., a Florida corporation, were filed on November 2, 2001.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Doug Spittler
Document Specialist
Division of Corporations

Letter Number: 001A00060454

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR**

SEAWARD AT ATLANTIC VIEW CONDOMINIUM ASSOCIATION, INC.

The undersigned Directors, for the purpose of continuing a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is SEAWARD AT ATLANTIC VIEW CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Corporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in St. Lucie County, Florida, and known as SEAWARD AT ATLANTIC VIEW, A CONDOMINIUM (the "Condominium").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of St. Lucie County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

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

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- 4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Declaration, the By-Laws, these Articles of Incorporation and the Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including those incidental thereto.

- 4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 4.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida not for Profit Corporation Statute.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

ARTICLE 5

MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 Assignment. The share of a member in the funds and assets of the 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, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more Units shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The By-Laws 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 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. 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 By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

ARTICLE 8

DIRECTORS

- 8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws but which shall consist of not less than three (3) directors. Only members of the Association and their spouses are eligible to serve as directors.
- 8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 8.3 Election/Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications 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 9

INDEMNIFICATION

- 9.1 Indemnity. The Association 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, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, committee member, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit 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 he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a 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 which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.
- 9.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 9.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit 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 he is entitled to be indemnified by the Association as authorized in this Article 9.

- 9.4 Miscellaneous. 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 by-law, 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 such person.
- 9.5 Insurance. The Association 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 Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.
- 9.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 9 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 10

BY-LAWS

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

ARTICLE 11

AMENDMENTS

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

- 11.1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 11.2. 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) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. Approval of proposed amendments must be by not less than 66 2/3% of the votes of the members of the Association represented at the meeting at which a quorum has been attained.
- 11.3. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Developer, or an affiliate of Developer, unless Developer shall join in the execution of the amendment. No amendment to this 11.3 shall be effective.

11.4. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of St. Lucie County, Florida.

This Amended and Restated Articles of Incorporation of **SEAWARD AT ATLANTIC VIEW CONDOMINIUM ASSOCIATION, INC.** has been approved by the membership, which votes were sufficient for approval, at a Special Members' Meeting held on March 8, 2001.

IN WITNESS WHEREOF, SEAWARD AT ATLANTIC VIEW CONDOMINIUM ASSOCIATION, INC. has caused these presents to be signed in its name, by its Vice President and Secretary, and its corporate seal affixed on this Second day of October, 2001.

WITNESSES:

Linford F. Moyer
Witness #1 Signature

Linford F. Moyer
Witness #1 Printed Name

David R. Bennett
Witness #2 Signature

DAVID R. BENNETT
Witness #2 Printed Name

Linford F. Moyer
Witness #1 Signature

Linford F. Moyer
Witness #1 Printed Name

David R. Bennett
Witness #2 Signature

DAVID R. BENNETT
Witness #2 Printed Name

SEAWARD AT ATLANTIC VIEW
CONDOMINIUM ASSOCIATION, INC.

By *Sheila McCann*
Sheila McCann, Its Vice President

By *Mary Adelia McLeod*
Mary Adelia McLeod, Its Secretary



OR BOOK 1451 PAGE 937

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on October 2, 2001 by Sheila McCann, as Vice President of Seaward at Atlantic View Condominium Association, Inc., who is personally known to me, or [] who produced _____ as identification.

Notarial Seal

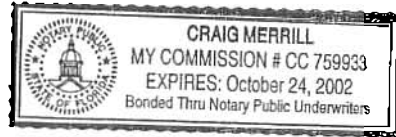


Craig Merrill
NOTARY PUBLIC
Printed Name: Craig Merrill

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on October 2, 2001 by Mary Adelia McLeod, as Secretary of Seaward at Atlantic View Condominium Association, Inc., who is personally known to me, or [] who produced _____ as identification.

Notarial Seal



Craig Merrill
NOTARY PUBLIC
Printed Name: Craig Merrill