

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
NETTLES ISLAND, 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 shall be NETTLES ISLAND, 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 NETTLES ISLAND, 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 to be 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 all powers and duties necessary to properly operate and maintain the condominium as more fully set out in the 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 and Florida law.

## 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 my 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.

## **ARTICLE 10**

### **BY-LAWS**

The By-Laws of the Association have been adopted by the Members and may be altered, amended or rescinded in the manner provided in the By-Laws.

## **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 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 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.

**ARTICLE 12**

**REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation is 401 E. Osceola Street, Stuart, Florida 34994 and the name of the initial registered agent of this corporation at that address is Jane L. Cornett.

These Amended and Restated Articles of Incorporation of NETTLES ISLAND, INC. have been approved by the membership, which votes were sufficient for approval, at a Members' Meeting held on \_\_\_\_\_, 2002

IN WITNESS WHEREOF, NETTLES ISLAND, INC., has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 7 day of March, 2003.

WITNESSES:

NETTLES ISLAND, INC.,

Pamela M. DiRobbio  
Printed Name #1: Pamela M. DiRobbio

By: Esther Peabody  
Esther Peabody, Its President

THERESA A. STOVAL  
Printed Name #2: Theresa A. Stoval

Pamela M. DiRobbio  
Printed Name #1: Pamela M. DiRobbio

By: John Miller  
John Miller, Its Secretary

THERESA A. STOVAL  
Printed Name #2: Theresa A. Stoval



STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on the 6 day of March, 2003 by ESTHER PEABODY and JOHN MILLER, as President and Secretary, respectively of NETTLES ISLAND, INC., [X] who are personally known to me, or [ ] who have produced identification [Type of Identification: \_\_\_\_\_].

Seal/Stamp



Maureen Tegeder  
Notary Public  
Printed Name: MAUREEN TEGEDER  
My commission expires: 3-14-04