

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on October 29, 2008, for SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 714254.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-ninth day of October, 2008



CR2EQ22 (01-07)


Kurt S. Browning
Secretary of State

**AMMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION.**

FILED
08 OCT 29 PM 3:53
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Florida Department of State Document #714254

Pursuant to the provisions of Section 617.1006, Florida statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation (the "Articles"):

ARTICLE I - NAME

The name of the corporation is SANDPIPER BAY HOMEOWNERS ASSOCIATION (the "Association").

ARTICLE II — DEFINITIONS

Act - means Chapter 617, Florida statute.

Articles of Incorporation - includes original, amended and restated articles of incorporation of the association and all amendments thereto.

Board of Directors - means the group of persons vested with the management of the affairs of the association irrespective of the name by which such group is designated, including, but not limited to, managers or trustees.

Bylaws - means the code or codes of rules adopted for the regulation or management of the affairs of the association irrespective of the name or names by which such rules are designated.

Association - means a corporation not for profit, subject to the provisions of Chapter 617, Florida statute.

Corporation not for profit - means an association no part of the income or profit of which is distributable to its members, directors, or officers.

Electronic transmission - means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of an electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers and or similar devices. **Insolvent** - means the inability of the association to pay its debts as they become due in the usual course of its affairs.

Mail - means the United States mail, facsimile transmissions, and private mail carriers handling Nationwide mail services.

Majority - means more than fifty (50%) percent of the total number of votes eligible to be cast on any given matter.

Member - means one (1) or two (2) adult person(s) having membership rights in the association in accordance with the provisions of these Articles of Incorporation, the Bylaws and the Provisions of Chapter 617, Florida statute.

ARTICLE III - DURATION

The term of existence of the Association is perpetual.

ARTICLE IV – PRJNCIPLE PLACE OF BUSINESS AND ADDRESS

The principal place of business and mailing address of the Association is the City of PORT ST LUCIE, ST LUCIE COUNTY, FLORIDA

PLACE OF BUSINESS:

Morningside Library
2410 SE Morningside Blvd
Port St Lucie, FL 34952

MAILING ADDRESS

Sandpiper Bay Homeowners Assoc.
PO Box 7111
Port St Lucie, FL 34985

ARTICLE V - PURPOSE

To operate without profit for the benefit of the Members of the Association (the "Members"), and to promote and protect the health, safety and social welfare of its Members in such matters as civic and community affairs, quality of life, enhancement of the environment and preservation and or enhancement of property values of Member's residences and / or lot(s). Additionally, to foster sociability and good fellowship among the Membership by promoting social, cultural and other activities as deemed appropriate. The Association shall conduct all of its activities in compliance with Chapter 617, Florida Statutes, entitled "Corporations Not For Profit", as the same may be, from time to time, amended.

ARTICLE VI - ADOPTION OF BYLAWS

The Membership shall adopt Bylaws consistent with these Articles. The Bylaws of the Association shall contain provisions for the regulation and management of the affairs of the Association not inconsistent with law or these Articles. Any such provision set forth in the Articles need not be set forth in the Bylaws These Articles need not set forth any of the Association powers enumerated in the Act.

ARTICLE VII - COMPLIANCE WITH STATUTES, ARTICLES OF INCORPORATION & BYLAWS.

The Board of Directors, Officers and Members shall, at all times, recognize and comply with all applicable federal, state, county and local statutes, codes and ordinances, and, recognize and comply with the Association's Articles of Incorporation and Bylaws, as the same may be, from time to time, amended

ARTICLE VIII - GENERAL POWERS

The general powers of the Association are to collect and expend funds solely and exclusively for the benefit of its Members in accordance with the purposes set forth in these Articles and the Bylaws, and, to have all other powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Bylaws.

ARTICLE IX – MEMBERSHIP IN AND MANAGEMENT OF THE ASSOCIATION

Section 9.1 General management. The general management of the affairs of the Association shall be vested in the Board of Directors, comprising of Members.

Section 9.2 Number. The number of Directors of the Association constituting the entire Board of Directors shall be not less than seven (7) nor more than twelve (12), excepting, there shall be one (1) additional Director for each one-hundred (100) Memberships over a total of seven-hundred (700) at any given time, with a equal reduction at any such time the Membership number falls beneath the herein afore specified equivalent level. The total number of Directors, based on the specific flexibility as specified herein, constituting the entire Board of Directors, shall be such number as may be, from time to time, determined by resolutions by said Board of Directors

ARTICLE X – LIMITATION ON DISTRIBUTION OF ASSETS AND/OR EARNINGS

No part of the assets and/or earnings of the Association shall inure to the benefit of, or be distributable to its Directors, Officers, Membership or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for approved services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five (V) hereof.

ARTICLE XI - DISSOLUTION.

Upon dissolution of the Association, all of its assets remaining, after provision for creditors and payment of all cost and expenses of such dissolution, shall be distributed as prescribed by Florida statute(s).

ARTICLE XII – INDEMNIFICATION

The Board of Directors, Officers, Assistant Officers and Committee members shall not be liable to each other or the Association for any errors or omissions, including errors of judgments, or any acts or omissions made in good faith as such while serving the Association in any of the afore stated capacities. The Association shall indemnify and hold harmless its officers, directors, assistant officers or committee members except for any action taken that is contrary to the provisions of these Articles, the Bylaws and/or Statutes.

ARTICLE XIII - AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in the manner provided by law, except as prohibited herein. Additionally, these Articles may be altered, amended or repealed by the affirmative vote [in person, by proxy] of Members representing a majority of all of the then current Memberships in the Association (limit one vote per residence or lot), by votes cast at an Annual Meeting or Special Meeting of the Membership called for, but not necessarily limited to, that purpose at which a quorum is present. Any Amendment(s) shall only become effective upon the filing of such amendments with the Florida Secretary of State, Division of Corporations.

Annual Meeting or Special Meeting of the Membership called for, but not necessarily limited to, that purpose at which a quorum is present. Any Amendment(s) shall only become effective upon the filing of such amendments with the Florida Secretary of State, Division of Corporations.

ARTICLE *XIV* - NOTICES

Notice of Meetings shall be given as provided in the Bylaws and in compliance with the Act.

ARTICLE XV – CONFLICT

In the event that any portion of these Articles conflict with any federal, state, county or local statute, that portion shall be subordinated to same and effect shall be given to the intent manifested by the portion held invalid or inoperative, and, the remainder of said Articles remain valid and operative. In the event of a conflict between the Articles and the Bylaws, the Articles shall

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

SANDPIPER BAY HOMEOWNERS ASSOCIATION, INC.
(present name)

714254

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.10006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

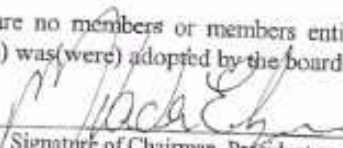
See Amended and Restated Articles of Incorporation attached as Exhibit "A"

SECOND: The date of adoption of the amendment(s) was: October 16, 2008

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the new number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.


Signature of Chairman, President or other officer

MARIO VAN DEN ELZEN
Typed or printed name

PRESIDENT
Title

10/16/2008
Date