

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OLEANDER PINES ASSOCIATION, INC.**

The purpose of this 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 January 31, 1990.

**ARTICLE I**

The name of the corporation shall be: OLEANDER PINES ASSOCIATION, INC. and, for convenience, shall be referred to in this instrument as the "Corporation".

**ARTICLE II**

The purpose for which the Corporation is organized is to provide an entity for:

- a) The administration, maintenance, repair and replacement of the real property described in Exhibit "A" attached hereto, hereinafter called the "Subdivision", and any additions thereto, pursuant to the provisions of that certain Declaration of Restrictions affecting the property described on Exhibit "A" hereinafter called the "Declaration."; and
- b) The operation and maintenance of the Common Area described in Exhibit "B" attached hereto including but not necessarily limited to the surface water management systems as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.
- c) The enforcement of the provisions of the Declaration. The corporation shall make no distribution of income to its members, directors or officers.

**ARTICLE III**

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

- 1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit in conflict with the terms of these Articles, the By-Laws or the Declaration as they may be amended from time to time, including but not limited to the following:
  - a) To collect assessments against members as owners, to defray the costs, expenses and losses of the Association.
  - b) To use the proceeds of assessments in the exercise of its powers and duties.
  - c) To maintain, repair, administer and replace the Common Area as provided in the Declaration of Restrictions.
  - d) To purchase insurance upon those portions of the Common Area under its ownership and administration and insurance for the protection of the Corporation and its members as Owners.

JOSEPH E. SMITH, CLERK OF THE CIRCUIT COURT  
SAINT LUCIE COUNTY  
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e) To reconstruct improvements upon those portions of the Common Area under its ownership and administration after casualty and the further improvement of such properties.

f) To make and amend reasonable regulations respecting the use of the Common Area and other property in the Subdivision.

g) To contract for the management of the Common Area in the Subdivision and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Corporation.

h) To employ personnel to perform the services required for proper administration and maintenance of those portions of the Subdivision under its ownership and administration.

i) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Corporation and the Regulations for the use of the Common Area property in the Subdivision.

j) To sue and be sued.

2. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

3. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE IV

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

1. The owners of all lots within the Subdivision shall be members of the Corporation and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of fee title to a lot within the Subdivision, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more lots, or who may own a fee ownership interest in two or more lots so long as such party shall retain title to or a fee ownership interest in any lot.

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 lot. 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 purposes authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.



4. The Corporation shall have one class of voting membership:

Members shall be all owners and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

#### ARTICLE V

The Corporation shall have perpetual existence; provided however, if the Association is dissolved, that the Common Area consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

#### ARTICLE VI

The principal office of the Corporation shall be designated by the Board of Directors.

#### ARTICLE VII

The name of the resident agent and address is as designated from time to time by the Board of Directors.

#### ARTICLE VIII

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President and Treasurer, and the Secretary and, if any, the Assistant Secretaries and Assistant Treasurers, 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 Association, and the affairs of the Corporation, and such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director or officer of the Corporation, as the case may be.

#### ARTICLE IX

The number of members of the Board of Directors shall consist of not less than three (3) nor more than five (5) persons. 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. All Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation. There shall never be less than (3) Directors of this Corporation.

#### ARTICLE X

The Board of Directors shall elect a President, a Vice President and Treasurer, and a Secretary, and as many Vice Presidents, Assistant Treasurers and Assistant Secretaries 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 the 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.

#### ARTICLE XI

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

#### ARTICLE XII

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 proceedings 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 of the Corporation, whether or not he is 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 the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply 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.

#### ARTICLE XIII

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 vote of the members entitled to cast a majority of the votes of the entire membership, 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 to each member written 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) days 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 entitled to cast not less than 66% of the votes of the entire membership 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. 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 vote is delivered to the Secretary of the Corporation at or prior to such meeting.

These Amended and Restated Articles of Incorporation for Oleander Pines Association, Inc. were approved by not less than 66% of the votes of the entire membership on November 18, 2015, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 23 day of December, 2015.

WITNESSES AS TO PRESIDENT:

OLEANDER PINES ASSOCIATION, INC.

[Signature]  
Printed Name: Kelly Gonzalez  
Pamela S. Karns  
Printed Name: Pamela S. Karns

By: [Signature]  
ROBERT POHORENCE President

STATE OF FLORIDA  
COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on 12/23, 2015, by Robert Pohorence as President of Oleander Pines Association, Inc. [ ] who is personally known to me, or [  ] who has produced identification: [Type of Identification: Florida driver license].

Notarial Seal  Lori A. DeSalvo  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF064453  
Expires 10/20/2017

[Signature]  
Notary Public

WITNESSES AS TO SECRETARY:

OLEANDER PINES ASSOCIATION, INC.


[Signature]  
Printed Name: Kelly Gonzalez  
Pamela S. Karns  
Printed Name: Pamela S. Karns

By: [Signature]  
William J. Geier Secretary

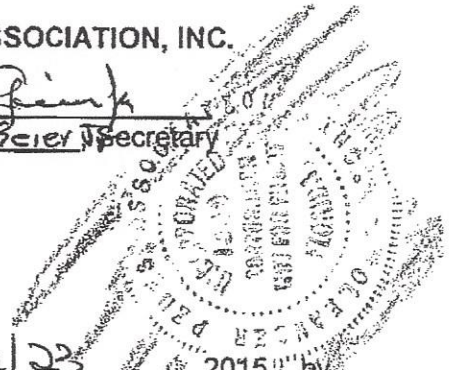
STATE OF FLORIDA  
COUNTY OF St Lucie

CORPORATE SEAL

The foregoing instrument was acknowledged before me on 12/23, 2015, by William J Geier Jr as Secretary of Oleander Pines Association, Inc. [ ] who is personally known to me, or [  ] who has produced identification: [Type of Identification: Florida driver license].

Notarial Seal  Lori A. DeSalvo  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF064453  
Expires 10/20/2017

[Signature]  
Notary Public



**EXHIBIT "A"**

All of Oleander Pines, according to the plat thereof, as recorded in Plat Book 28 at Pages 14, 14a & 14b of the Public Records of St. Lucie County, Florida.

## EXHIBIT "B"

1. Tract A
2. Drainage systems and structures located within the subdivision
3. Irrigation systems which service areas for the common beautification of the subdivision
4. Lighting which services areas for the beautification and illumination of the subdivision
5. Such other property which may be brought within Association Control.