

21450627

# State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of OCEAN WINDS, INC , a Florida corporation not for profit, filed on February 12, 1980, as shown by the records of this office.

The charter number of this corporation is 749583.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
12th day of February, 1980



CSR 101 Rev. 8-79

A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State

AMENDMENT TO ARTICLES OF INCORPORATION OF OCEAN WINDS, INC.

THIS AMENDMENT, Made the 11<sup>th</sup> day of February, 1980, by OCEAN WINDS DEVELOPMENT, LTD., a Florida Limited Partnership, whose address is Post Office Drawer 1268, Winter Park, Florida 32790.

WITNESSETH:

WHEREAS, Section 10.3 of Article V of the Articles of Incorporation of Ocean Winds, Inc., a Florida corporation not for profit, provides that the said Articles of Incorporation may be amended by Agreement signed and acknowledged by of the record owners of units in Ocean Winds, a Condominium and,

WHEREAS, Ocean Winds Development, Ltd., the Developer of Ocean Winds, a Condominium, owns all condominium units in Ocean Winds, a Condominium, as of the date of execution of this Amendment.

NOW, THEREFORE, know all men by these presents:

1. THAT Subsection 3.2(i) of the Articles of Incorporation of Ocean Winds, Inc., is hereby deleted in its entirety and the following provision substituted therefor:

(i) The Association may contract for the management and maintenance of the condominium property and may authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as, but not limited to, the submission of proposals, collection of assessments, preparation and maintenance of records, enforcement of rules, and maintenance, repair and replacement of the common elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the power and duties granted by the condominium documents and the Condominium Act, including, but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

2. THAT Section 5.5 of Article V of the Articles of Incorporation is hereby deleted in its entirety and the following provision substituted therefor:

FILED  
FEB 12 9 27 AM '80  
STATE  
TALLAHASSEE  
FLORIDA



21450630

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of OCEAN WINDS, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on October 30, 1979, as shown by the records of this office.

The charter number for this corporation is 749583.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
31st day of October, 1979.



CER 101 Rev. 5-79

A handwritten signature in black ink, appearing to read 'George Firestone'.

George Firestone  
Secretary of State

## ARTICLES OF INCORPORATION

OF

OCEAN WINDS, INC.

FILED  
 JUN 13 12 PM '79  
 TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE INAME

The name of the corporation shall be OCEAN WINDS, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE IIPURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the provisions of Condominium Act, Chapter 718, Florida Statutes, for the operation of OCEAN WINDS, a condominium, to be located upon the following lands in Volusia County, Florida, to wit:

Lots 1 through 3, inclusive, Block 6, ORTONA, as recorded in Map Book 9, Page 144; AND Also, Lots 1 and 2, Block C, ORTONA as recorded in Map Book 5, Page 32; all of the Public Records of Volusia County, Florida, and all improvements thereon.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE IIIPOWERS

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

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

a. Assess. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

b. Disburse. To use the proceeds of assessments in the exercise of its powers and duties.

c. Maintain. To maintain, repair, replace and operate the condominium property.

d. Insure. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners, as well as liability insurance for the protection of Directors of the Association.

e. Reconstruct. To reconstruct improvements after casualty and further improve the condominium property.

f. Regulate. To make and amend reasonable regulations respecting the use of the property in the condominium.

g. Approve. To approve or disapprove the leasing, transfer, mortgage and ownership of units as provided by the Declaration of Condominium.

h. Enforce. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

i. Management Contract. To contract for the maintenance, management or operation of the condominium property and to delegate to such manager all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium or the By-Laws to have the approval of the Board of Directors or the membership of the Association.

j. Employment. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

k. Payment of Liens. To pay taxes and assessments which are liens against any part of the condominium other than individual apartment units and the appurtenances thereto, and to assess the same against the apartment units subject to such liens.

l. Utilities. To pay the cost of all power, water, sewer and other utility services rendered to the condominium and not billed to owners of individual apartment units.

3.3 The Association shall have the power to purchase a unit in the condominium and to hold, lease, mortgage and convey the same.

#### ARTICLE IV

##### MEMBERS

4.1 The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in

the Public Records of Volusia County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 his unit.

#### ARTICLE V

#### DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than nine (9) Directors. Each Director shall be a person entitled to cast a vote in the Association, except as provided in Section 5.3 hereof and by the By-Laws.

5.2 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified 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.

5.3 The initial Board of Directors of OCEAN WINDS, INC. shall consist of three (3) members and shall be elected by the Developer, who need not be members entitled to vote in the Association. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors.

5.4 The Board of Directors shall call a special members' meeting at such time as the Developer has conveyed fifteen percent (15%) or more of the units in the condominium at which meeting the unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

The Board of Directors shall call a special members' meeting:

a. Within three (3) years after the Developer has conveyed fifty percent (50%) of the units in the condominium; or

b. Within three (3) months after the Developer has conveyed ninety percent (90%) of the units in the condominium; or

c. When all of the units in the condominium have been completed and some of the units have been sold, and none of the others are being offered for sale by the Developer in the ordinary course of business;

whichever shall first occur, at which meeting the unit owners other than the Developer shall be entitled to elect a majority of the members of the Board of Directors.

5.5 Anything herein to the contrary notwithstanding, from and after the time the unit owners other than the Developer are entitled to elect a majority of the members of

the Board of Directors and for so long as the Developer shall hold for sale in the ordinary course of business any units in the condominium, the Developer shall be entitled to designate or elect the same number of Directors elected by unit owners other than the Developer, less one (1) Director.

5.6 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Robert N. Gardner	1215 Louisiana Avenue Post Office Drawer 1268 Winter Park, Florida 32790
Joseph J. Gardner	1215 Louisiana Avenue Post Office Drawer 1268 Winter Park, Florida 32790
Robert L. Secrist, Jr.	1215 Louisiana Avenue Post Office Drawer 1268 Winter Park, Florida 32790

#### ARTICLE VI

##### OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	-	Robert N. Gardner
Vice President	-	Joseph J. Gardner
Secretary/Treasurer	-	Robert L. Secrist, Jr.

#### ARTICLE VII

##### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be:

1215 Louisiana Avenue  
Post Office Drawer 1268  
Winter Park, Florida 32790

The name of the corporation's initial registered agent at such address shall be:

Robert L. Secrist, Jr.

#### ARTICLE VIII

##### INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses

and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding 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 Association, 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 a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. 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 IX

##### 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 by the By-Laws.

#### ARTICLE X

##### AMENDMENTS

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

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by seventy-five percent (75%) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than seventy-five percent (75%) of the members of the Association.

10.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of apartment units in the manner required for the execution of a deed.

10.4 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.5 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Volusia County, Florida.

ARTICLE XI

TERM

The term of the Association shall be perpetual.

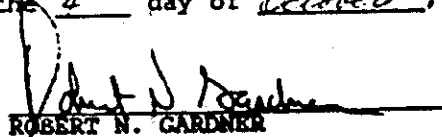
ARTICLE XII

SUBSCRIBERS

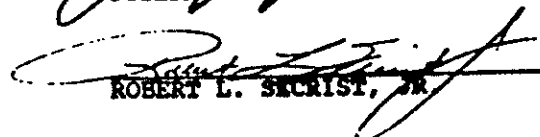
The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert N. Gardner	1215 Louisiana Avenue Post Office Drawer 1268 Winter Park, Florida 32790
Joseph J. Gardner	1215 Louisiana Avenue Post Office Drawer 1268 Winter Park, Florida 32790
Robert L. Secrist, Jr.	1215 Louisiana Avenue Post Office Drawer 1268 Winter Park, Florida 32790

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures on the 4 day of October, 1979.

  
ROBERT N. GARDNER

  
JOSEPH J. GARDNER

  
ROBERT L. SECRIST, JR.

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared ROBERT N. GARDNER, to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of October, 1979.

  
Notary Public - State of Florida

(Notarial Seal)

My Commission Expires:

Notary Public, State of Florida at large  
My Commission Expires Dec. 20, 1981  
Printed by American Press & Security Company

STATE OF FLORIDA )  
 )SS:  
COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared JOSEPH J. GARDNER, to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of October, 1979.

William H. Jackson  
Notary Public - State of Florida

(Notarial Seal)

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Dec. 20, 1981  
Bonded by American Sure & County Company

STATE OF FLORIDA )  
 )SS:  
COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared ROBERT L. SECRIST, JR., to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of October, 1979.

William H. Jackson  
Notary Public - State of Florida

(Notarial Seal)

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Dec. 20, 1981  
Bonded by American Sure & County Company

FILED  
OCT 30 3 12 PM 1979  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA