

# State of Florida



Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation, filed February 14, 1991, for L-I-T-W CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N21516.

BK3118PG0617

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
15th day of February, 1991.



CR2E022 (6-88)

*Jim Smith*

Jim Smith  
Secretary of State

EXHIBIT "B"

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

L-I-T-W CONDOMINIUM ASSOCIATION, INC.

FILED  
1991 FEB 14 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of L-I-T-W CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, which was originally incorporated under the name name on July 9, 1987 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of L-I-T-W CONDOMINIUM ASSOCIATION, INC. shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is L-I-T-W CONDOMINIUM ASSOCIATION, INC., and its mailing address is 4570 Stack Boulevard, Melbourne, Florida 32901.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration of Condominium for THE GABLES II AT LAKE-IN-THE-WOODS, A CONDOMINIUM, as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated by reference into these Articles.

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THIS INSTRUMENT PREPARED BY:

LEVINE AND FRANK, P.A.  
3426 Ocean Drive  
Vero Beach, FL 32963  
Telephone: (407) 569-2405

ARTICLE III

PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium and Corporate Acts for the operation of The Cablas IX at Lake-in-the-Woods, A Condominium, located in Brevard County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida.

Section 3.2. Powers and Duties. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration, the By-Laws or the Florida Condominium and Corporate Acts. The Association shall have all of the powers reasonably necessary to operate the Condominium pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties; and to levy and collect Charges.
- B. To protect, maintain, repair, replace and operate the Properties pursuant to the Condominium Documents.
- C. To purchase insurance upon the Properties for the protection of the Association and its members, as required by law.
- D. To make improvements of the Properties, subject to any limitations contained in the Declaration, and to reconstruct improvements after casualty.
- E. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, including the Units and the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
- F. To enforce the provisions of the Condominium and Corporate Acts, the Condominium Documents and any Rules and Regulations of the Association.
- G. To contract for the management and maintenance of the Condominium and the Properties, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

- II. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- I. To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- J. Except to provide for living accommodations of management personnel, the Association shall not have the power to purchase a Unit except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. The foregoing shall not be changed without approval of 75% of the voting interests of the entire membership of the Association. The Association's power to purchase other real property is governed by the Declaration.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

**Section 3.3. Emergency Powers.**

- A. In anticipation of or during any emergency defined in Section 3.3.E below, the Board of Directors of the Association may:
  - 1. Modify lines of succession to accommodate the incapacity of any Director, Officer, employee or agent of the Association; and
  - 2. Relocate the principal office or designate alternative principal offices or authorize the Officers to do so.
- B. During any emergency defined in Section 3.3.E below:
  - 1. Notice of a meeting of the Board of Directors need be given only to those Directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;
  - 2. One or more Officers of the Association present at a meeting of the Board of Directors may be deemed to be Directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
  - 3. The Director or Directors in attendance at a meeting shall constitute a quorum.
- C. Corporate action taken in good faith during an emergency under this Section 3.3 to further the ordinary affairs of the Association:

1. Binds the Association; and
  2. May not be used to impose liability on a Director, Officer, employee, or agent of the Association.
- D. An Officer, Director, or employee of the Association acting in accordance with any emergency By-Laws is only liable for willful misconduct.
- E. An emergency exists for purposes of this section if a quorum of the Association's Directors cannot readily be assembled because of some catastrophic event.

Section 3.4. Condominium property. All funds and the titles of all properties acquired by the Association 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.

Section 3.5 Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

Section 3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

#### ARTICLE IV

##### MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership.

- A. The members of the Association shall be the record owners of a fee simple interest in Units in the Condominium, as further provided in the By-Laws.
- B. A change of membership shall be established and become effective by recording in the Public Records of Brevard County, Florida, a deed or other similar instrument and by the delivery to the Association of a copy of such instrument. The failure of a new record owner to deliver a copy of such instrument to the Association shall not deprive the new record owner of membership in the Association.

Section 4.2. Voting. The owners of each Unit, collectively, shall be entitled to one vote in Association matters. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

Section 4.3. Quorum. The quorum for voting at members' meetings shall be 33 1/3% of the voting interests of the entire membership.

Section 4.4. Special Meetings of the Membership. The minimum percentage of voting interests of the membership enabled to require the Board of Directors to call a special meeting of the membership is 25%; refer to Section 3.2 of the By-Laws for further provisions on this subject.

Section 4.5. Action by Members Without a Meeting. No action permitted or required to be taken at an annual or special meeting of the members shall be taken without a meeting. The only exception is where the Declaration, Articles or By-Laws specifically permit action to be taken by written joinder and consent.

#### ARTICLE V

#### DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Each Director must be a member of the Association or a spouse of a member, and must have attained the age of eighteen (18) years. Other provisions regarding qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718, 617 and 607, Florida Statutes and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the Law or Condominium Documents; and/or
- B. action by the Executive Committee, if any, in the manner as provided for in the By-Laws.

Section 5.3. Election; Removal. Subject to the provisions contained in Section 5.4 next below, Director(s) of the Association shall be elected at the Annual Meeting of the members in the manner determined by and subject to the terms and provisions 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.

Section 5.4. Current Directors (In Office as of the Date of Filing these Articles). The names and addresses of the members of the current Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Ed Slattery  
Unit 212-1  
4890-1 Lake Waterford Way West  
Melbourne, FL 32901

William Gensler  
Unit 213-2  
5110-2 Park Lake Drive  
Melbourne, FL 32901

Floyd Pickering  
Unit 224-5  
4830-1 Lake Waterford Way West  
Melbourne, FL 32901

James Richey  
Unit 212-4  
4890-4 Lake Waterford Way West  
Melbourne, FL 32901

Sharonlee Wood  
Unit 203-7  
4944-7 Lake Waterford Way West  
Melbourne, FL 32901

#### ARTICLE VI

##### OFFICERS

Section 6.1. Officers. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors.

Section 6.4. Current Officers (In Office as of the Date of Filing these Articles). The names and addresses of the current Officers who shall serve until their successors are designated by the Board of Directors are as follows:

Ed Slattery - President  
See address above

William Gensler - Vice President  
See address above

Floyd Pickering - Vice President  
See address above

James Richey - Treasurer  
See address above

Sharonlee Wood - Secretary  
See address above

#### ARTICLE VII

##### INDEMNIFICATION

Section 7.1. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, every officer, and every member of a committee of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of

such proceeding) (and including administrative proceeding) to which he/she may be a party because of his/her being or having been a Director, officer or member of a committee of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had a reasonable cause to believe his action was lawful; or
- C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

Section 7.2. The Association shall, at the Association's expense, and if available, purchase insurance to protect the persons referred to in this Article VII.

#### ARTICLE VIII

##### BY-LAWS

The Amended and Restated By-Laws of the Association are as approved by the membership of the Association, and may be altered, amended or rescinded by the vote of both the Board of Directors and members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

#### ARTICLE IX

##### AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 9.1. Proposal. Amendments to these Articles may be proposed by resolution of the Board of Directors or by written petition signed by the owners of one-fourth (1/4) of the Units. If any Amendment is proposed by



written petition, the Board of Directors shall adopt a resolution approving the Amendment.

Section 9.2. Procedure, Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time to give proper notice remains before that meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the Owners. New words shall be inserted in the text by underlining and words to be deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See provision \_\_\_\_ for present text."

Section 9.3. Vote Required. Except as otherwise provided by Florida Law, these Articles may be amended by concurrence of a majority of the entire Board of Directors and not less than 60% of the voting interests of the entire membership of the Association.

Section 9.4. Provision. Notwithstanding any provision contained in the Governing Documents to the contrary:

- A. No amendment shall operate to unlawfully discriminate against any Unit or class or group of Units.
- B. An Amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- C. Article XII of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.
- D. Additional Limitations. 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 3.4 through 3.6 above, without approval in writing by all members and the joinder of all record owners of mortgages upon Units.

Section 9.5. Recording and Effective Date. A copy of each Amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy certified by the Department of State shall be recorded in the Public Records of Brevard County, Florida. The Certificate of Amendment shall, on the first page, state the book and page of the Public Records where the Declaration is recorded. The Certificate shall be executed

with the formalities required for the recording of a deed. The Amendment shall be effective upon recording in the Public Records of Brevard County, Florida. Exception. As to any Amendment to Article XII of these Articles, this Section 9.5 shall not apply.

ARTICLE XI

TERM

The term of the Association shall be perpetual.

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Association is Jay Steven Levine, Esquire, and the Registered Office is 3300 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410.

CERTIFICATE OF ADOPTION OF THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the duly elected and acting President and Secretary of the Association hereby certify that the foregoing was approved by at least 75% of the entire Board of Directors on January 17, 1991, at a special Board Meeting called for the purpose, with a quorum present; and was approved by at least 60% of the voting interests of the entire Association on January 17, 1991 at an Owners' Meeting called for the purpose, with a quorum present.

The foregoing both amend and restate the Articles of Incorporation in their entirety.

EXECUTED this 30th day of January, ~~XXXX~~ 1991

WITNESSES:

L-I-T-W CONDOMINIUM ASSOCIATION, INC.

Carol Scroggin

BY: Edward J. Bratton  
President

Carol Scroggin

ATTEST: Shawnee B. Wood  
Secretary

STATE OF FLORIDA )  
 ) ss  
COUNTY OF BREVARD )

I HEREBY CERTIFY that on this 30th day of January, ~~XXXX~~ 1991, before me personally appeared Edward J Slattery and Sharon Lee Wood, President and Secretary, respectively of L-I-T-W CONDOMINIUM ASSOCIATION, INC., a Florida Corporation not for profit, to me known to be the individuals and officers described in and who executed the aforesaid Certification as their free acts and deeds as such duly authorized officers; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at Melbourne, in the County of Brevard, State of Florida, the day and year last aforesaid.

Carol Ann Slattery  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:  
Notary Public, State of Florida at Large  
My Commission Expires Feb. 1, 1992  
Bonded thru Agent's Notary Brokerage

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of L-I-T-W CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles, I agree to act in the capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED THIS 9 day of FEB, 1991.

CABLES\exhibitB

Jay Steven Levine  
REGISTERED AGENT - JAY STEVEN LEVINE