

**N95000001335**

LAW OFFICES

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March 15, 1995

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation  
The Colony of Rocky Point Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find the fully executed Articles of Incorporation for The Colony of Rocky Point Homeowners Association, Inc. to be recorded with the State of Florida. A check in the amount of \$122.50 is also enclosed to cover the filing fee.

Please return the recorded Articles of Incorporation to this office in the pre-addressed, stamped envelope provided.

Thank you for your assistance.

Sincerely,

*Deborah L. Hodge*

Deborah L. Hodge  
Secretary to Linda R. McCann, Esquire

/dlh

Enclosures

*[Handwritten signature]*

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ARTICLES OF INCORPORATION  
OF  
THE COLONY OF ROCKY POINT HOMEOWNERS ASSOCIATION, INC.

(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation is THE COLONY OF ROCKY POINT HOMEOWNERS ASSOCIATION, INC. ("Association").

ARTICLE II  
REGISTERED OFFICE - REGISTERED AGENT

The street address of the Registered Office of the Association is 1501 Decker Avenue, E-519, Stuart, Florida 34994. The name of the Registered Agent of the Association is Stephen P. Conway.

ARTICLE III  
DEFINITIONS

The definitions in the Declaration of Covenants and Restrictions for THE COLONY OF ROCKY POINT ("Declaration") recorded or to be recorded in the Public Records of Martin County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV  
PURPOSE OF THE ASSOCIATION

The Association is formed to: (a) provide for ownership operation, maintenance and preservation of the Common Areas and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and its members within the Property; and (d) promote the health, safety and welfare of the members of the Association.

ARTICLE V  
NOT FOR PROFIT

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for its members.

ARTICLE VI  
POWERS OF THE ASSOCIATION

The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations and

operate and maintain the Association and Common Areas, including, but not limited to the following:

(a) To perform all the duties and obligations of the Association set forth in the Declaration, By-Laws and as herein provided.

(b) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing the Association and Property.

(c) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, these Articles and By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including, but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(d) To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association.

(e) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(f) To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of the Property to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines.

(g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(h) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Property, Common Areas and Lots and to effectuate all of the purposes for which the Association is organized.

(i) To have and to exercise any and all powers, rights and privileges which a non-profit corporation, organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

(j) To employ personnel and retain independent contractors to contract for management of the Association, Property and Common Areas and to delegate in such contract all or any part of the powers and duties of the Association; to contract for services to be provided to the Association, Common Areas and Property such as,

but not limited to security services, maintenance, garbage pick-up and other utilities.

(k) To contract with other entities for the benefit of the Association and its members.

(l) To establish committees and delegate certain of its functions to those committees.

#### ARTICLE VII VOTING RIGHTS

The Association shall have two (2) classes of voting members:

CLASS A. The Owner of each Lot shall be a Class A member. Each Class A member who owns a Lot in the Project shall be entitled to one (1) vote for each Lot owned. When more than one (1) person owns an interest in any Lot, all persons shall be members. The vote associated with that Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Developer is the Class B member. The Class B membership shall cease on the happening of the earlier of the occurrence of one of the following events:

(a) One hundred twenty (120) days after all of the Lots that will be ultimately subject to the Declaration have been conveyed to Owners other than Builders; or

(b) Such earlier date as Developer may determine.

#### ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of not less than three (3) persons. Board members appointed by Developer or elected by Class B members need not be members of the Association. Board members elected by Class A members must be members of the Association. The first board shall consist of three (3) persons. Thereafter, the number of Directors shall be increased or decreased as set forth in the By-Laws of the Association.

The election or appointment, as the case may be, of Directors shall be held at the annual meeting. Directors shall be elected or appointed as the case may be, for a term expiring on the date of the next annual meeting.

The Directors named in these Articles shall serve until the next election of Directors. Any vacancies in the first Board shall be filled by the Developer. The names and addresses of the members of

the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Stephen P. Conway  
1501 Decker Avenue #E-519  
Stuart, Florida 34994

Leonard D. Conway  
1501 Decker Avenue #E-519  
Stuart, Florida 34994

Leonard T. Conway  
1501 Decker Avenue #E-519  
Stuart, Florida 34994

#### ARTICLE IX DISSOLUTION

In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Common Areas in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

#### ARTICLE X DURATION

The Association shall have perpetual existence.

#### ARTICLE XI AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed by a vote of the majority of the entire Board. Until the project completion date, amendments may also be proposed by the Class B member. Thereafter, amendments may also be proposed by twenty-five percent (25%) of the members of each class entitled to vote on the amendment. If a vote of the members is required, the proposed amendment shall be submitted to a vote of the members entitled to vote at a special or annual meeting of the members.

2. Call for Meeting. Upon the adoption of a resolution proposing an amendment, the Association shall thereupon call a special meeting of the class of membership entitled to vote on the amendment, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary/Treasurer to give each member written notice stating the purpose of the meeting, place, day and

hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than fifteen (15) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the member at the address as it appears on the books of the Association.

3. Vote Necessary. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of (i) until the sale of a Lot in the project to an Owner other than Declarant by a majority of the Board; and (ii) thereafter, while Class B memberships exist, by a majority of the Class B members only; and (iii) thereafter, by seventy-five percent (75%) of the votes of both the Class A members and Board.

4. By Written Statement. Notwithstanding the provisions of 1 and 2 above, if an amendment may be adopted by the Board or members and the required number of the Board or members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

5. Filing. Articles of Amendment containing the approved amendment shall be executed by Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

- (a) The name of the corporation;
- (b) The amendment(s) so adopted;
- (c) The date of the adoption of the amendment.

Articles of Amendment shall be filed, together with the appropriate filing fees, within ten (10) days from approval with the Office of the Secretary of the State of Florida for approval.

6. Limitations.

A. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of: (i) Developer, including, without limitation, the right to designate and select the Directors as provided herein and the rights reserved to Developer in the Declaration, without the prior written consent thereto by Developer, which may be granted or denied in its sole discretion; and (ii) any mortgagee without the prior written consent of such mortgagee.

**ARTICLE XII  
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Stephen P. Conway  
1501 Decker Avenue #E-519  
Stuart, Florida 34994

**ARTICLE XIII  
OFFICERS**

The Board shall elect a President, Secretary/Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine.

The names and addresses of the officers who shall serve until their successors are elected by the Board are as follows:

President:                   Stephen P. Conway  
                                  1501 Decker Avenue #E-519  
                                  Stuart, Florida 34994

Vice President:           Leonard D. Conway  
                                  1501 Decker Avenue #E-519  
                                  Stuart, Florida 34994

Secty/Treas:               Leonard T. Conway  
                                  1501 Decker Avenue #E-519  
                                  Stuart, Florida 34994

**ARTICLE XIV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of all other rights to which such Director or Officers may be entitled.

ARTICLE XV  
TRANSACTIONS IN WHICH DIRECTORS OR  
OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officer or directors or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the board or a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the undersigned incorporator of THE COLONY OF ROCKY POINT HOMEOWNERS ASSOCIATION, INC. has executed these Articles of Incorporation, this 2nd day of February, 1996.

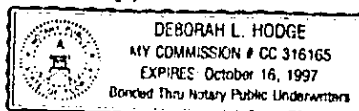
  
STEPHEN P. CONWAY

STATE OF FLORIDA     )  
COUNTY OF FLORIDA    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_ by Stephen P. Conway who \_\_\_\_\_ is personally known to me, or \_\_\_\_\_ has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Notary Name: \_\_\_\_\_  
Notary Serial No.: \_\_\_\_\_  
(if any)





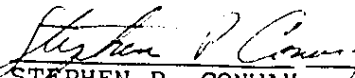
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Colony of Rocky Point Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1501 Decker Avenue, E-519, Stuart, Florida 34994, has named Stephen P. Conway, located at 1501 Decker Avenue, E-519, Stuart, Florida 34994, as its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
STEPHEN P. CONWAY  
Registered Agent

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1994

N95000001335

LAW OFFICES

MOYLE, FLANIGAN, KATZ, FITZGERALD & SHEEHAN, P.A.

900 SOUTH FEDERAL HIGHWAY • 11<sup>TH</sup> FLOOR

POST OFFICE BOX 658

STUART, FLORIDA 34995-0058

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FACSIMILE (407) 288-1499

GREGORY D. COOK  
LINDA R. McCANN  
RESIDENT ATTORNEYS

WEST PALM BEACH OFFICE  
TELEPHONE (407) 659-7500  
FACSIMILE (407) 659-1769

TALLAHASSEE OFFICE  
TELEPHONE (904) 851-3828  
FACSIMILE (904) 851-8788

February 26, 1996

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The Reef Phase II Homeowners Association, Inc.  
Our File No. 19/603/3

Gentlemen:

Enclosed herewith is Articles of Amendment to the Articles of Incorporation of The Colony of Rocky Point Homeowners Association. Please file the Amendment and issue a Certificate of Good Standing for the corporation under the new name. The firm's check in the amount of \$43.75 is enclosed.

If you have any questions, please do not hesitate to call.

Sincerely,



Linda R. McCann

LRM:klj  
Enclosures

SECSTATE.LTR

FILED  
96 JUN 19 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 6/24  
Amend  
JNC



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 4, 1996

LINDA R. MCCANN, ESQ.  
MOYLE, FLANIGAN, KATZ, FITZGERALD, ET AL  
P. O. BOX 658  
STUART, FL 34995-0658

SUBJECT: THE COLONY OF ROCKY POINT HOMEOWNERS ASSOCIATION,  
INC.  
Ref. Number: N95000001335

We have received your document for THE COLONY OF ROCKY POINT HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 896A00009521

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF

THE COLONY OF ROCKY POINT HOMEOWNERS ASSOCIATION, INC.  
(a Corporation Not-For-Profit)

In compliance with the requirements of the Articles of Incorporation of The Colony Of Rocky Point Homeowners Association, Inc., (the "Association") filed for record with the State of Florida on March 20, 1995, and the Declarant being the sole owner of all lots in The Colony of Rocky Point, and there being no other members of the Association;

NOW, THEREFORE, the Board of Directors of The Colony of Rocky Point Homeowners Association, Inc. unanimously votes this 21st day of February, 1996, to amend the Articles of Incorporation of The Colony of Rocky Point Homeowners Association, Inc. by:

1. Changing the name of the Corporation to **THE REEF PHASE II HOMEOWNERS ASSOCIATION, INC.**

2. Changing the address for the Registered Office and Registered Agent to 5305 Reef Way, Stuart, Florida 34997.

IN WITNESS WHEREOF, the undersigned President of said corporation has executed these Articles of Amendment this 21<sup>st</sup> day of February, 1996.

  
STEPHEN P. CONWAY, President

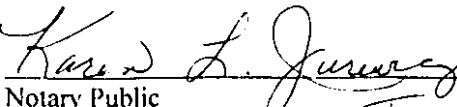
Attested:

  
LEONARD T. CONWAY, Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

FILED  
96 JUN 19 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing was acknowledged before me this 21<sup>st</sup> day of February, 1996, by Stephen P. Conway, the President of The Reef Phase II Homeowners Association, Inc. (f/n/a The Colony of Rocky Point Homeowners Association, Inc.), on behalf of said Corporation, and he is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public

Print Name: KAREN L. JUREWICZ

[Notary Stamp]