

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC.**  
(A corporation not-for-profit under the laws of the State of Florida)

We, the undersigned, hereby associate ourselves into a corporation not for profit under the laws of Florida, for the purposes herein mentioned.

**ARTICLE 1**  
**NAME**

The name of the corporation shall be OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

**ARTICLE 2**  
**PURPOSE**

2.1 Purpose. This Association is organized to provide an entity to carry out and accomplish the purposes and perform the duties of the Homeowners Association described in the instrument entitled "Amended and Restated Declaration of Covenants and Restrictions for Ocean Village Villas, Volusia County, Florida, and Notice of Provisions of Ocean Village Villas Homeowners Association, Inc." (hereinafter referred to as the "Declaration"), to be recorded in the Public Records of Volusia County, Florida in connection with the recording of the subdivision plat of Ocean Village Villas Subdivision.

2.2 Nonprofit Organizations. The Association shall make no distribution of income to its members, directors, or officers, being conducted as a nonprofit organization for the benefit of its members.

**ARTICLE 3**  
**POWERS**

The Association shall have the following powers:

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

3.2 Powers of Association. The Association shall have the power to administer and enforce the provisions of the Declaration more fully described in Article 2 herein and all of the powers and duties reasonably necessary to carry out the responsibilities and duties conferred upon it by the Declaration, as it may be amended and supplemented from time to time, including, but not limited to, the following:

a) To make and establish reasonable rules and regulations regarding the use of Association common property subject to its jurisdiction.

b) To make and collect assessments against members of the Association to defray the cost, expenses and losses of the Association.

c) To use the proceeds of assessments in the exercise of its powers and duties.

d) To maintain, repair, replace, operate and manage the Association property, including the right to reconstruct improvements after casualty and to make and construct additional improvements upon Association property.

e) To purchase insurance upon the Association property and improvements and insurance for the protection of the Association and its members.

f) To enforce by legal means the provisions of the Declaration, as amended from time to time, these Amended and Restated Articles of Incorporation, and the Amended and Restated Bylaws of the Association which may be hereafter adopted and the rules and regulations governing the use of the Association property.

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

h) To contract for the management and operation of portions of the Association property susceptible of separate managements or operation.

i) To employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and its properties.

j) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration and any Declaration supplementary thereto.

k) To organize, promote and support undertaking and activities for the benefit and general welfare of the residents of Ocean Village Villas.

3.3 Property of Association. All funds and the titles of all the properties acquired by the Association, and their proceeds, shall be held for the benefit of the members of the Association in accordance with the provisions of the Declaration, these Amended and Restated Articles of Incorporation and the Bylaws.

3.4 Title Upon Dissolution. In the event of the dissolution of the Association, title to all real property shall vest in the members as provided by law, subject, however, to the same easements and rights of use by the residents of Ocean Village Villas as existed prior to dissolution. Upon dissolution of the Association, all money and other personal property of the Association shall, as may be practicable, be distributed in the same manner as votes are apportioned among lot or parcel owners.

## **ARTICLE 4**

### **MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION**

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as stated in the Declaration at Article VIII and as follows:

4.1 Membership. Every person or entity who is a record owner of any Lot or Dwelling Unit which is subject to assessment by the Association shall be a member of the Association; provided, that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. No owner's tenants shall be members.

4.2 Voting Rights. Members shall be every person or entity who is a record owner of any Lot or Dwelling Unit which is subject to assessment by the Association. Members shall be entitled to one (1) vote for each Lot or Dwelling Unit and in no event shall more than one (1) vote be cast with respect to any such Lot or Dwelling Unit.

4.3 Quorum and Voting Authority: The quorum for any action of the Association shall be the presence at the meeting of members of the Association, or of proxies, entitled to cast thirty percent (30%) of all the votes of the membership. A vote of the majority of the quorum as determined hereinabove shall determine the action of the Association. Furthermore, if the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the requirement that written notice of said meeting be sent to all members at least fourteen (14) days in advance of the meeting setting forth the purpose of the meeting. The required quorum at any such subsequent meeting shall be one-half (½) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

4.4 Termination of Membership. Immediately upon the divestment of a member's ownership interest in a lot, regardless of the means by which such ownership may be divested, such owner's membership shall terminate. Any successor owner shall be entitled to membership after providing written notice to the Association of such ownership interest. At the request of the Association, the successor owner shall provide the Association with a certified copy of the instrument evidencing his ownership interest.

4.5 Interest of Members in Assets of Association. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance of his/her Dwelling Unit. The funds and assets of the Association belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws which may be hereafter adopted.

## **ARTICLE 5**

### **PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT**

The principal office of the Association shall be located at 635 Flamingo Drive, Club House, Ormond Beach, Florida 32176 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors shall also have the right to relocate the principal office. The Resident Agent is designated with the State of Florida, Department of State, Division of Corporations.

## **ARTICLE 6**

6.1 Number of Directors. The affairs of the Association will be managed by the Board consisting of five (5) directors. Directors must be owners of the Association.

6.2 Election at and Date of Annual Meeting. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

Unless otherwise determined by the Board, the election of the Directors shall be held on the last Saturday in January. The Directors shall serve until successor directors are elected and any vacancies in their number occurring before such election shall be filled by the remaining Directors.

6.3 Directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are designated on the annual report filed with the State of Florida, Department of State, Division of Corporations.

## **ARTICLE 7**

### **OFFICERS**

7.1 Offices. The Board of Directors shall elect a President, Vice President, Secretary and a Treasurer. The same person may hold two or more offices, the duties of which are not incompatible; however, the office of President and Treasurer and President and Secretary shall not be held by the same person.

7.2 Officers. The affairs of the Association shall be administered by the officers elected by the Board of Directors. 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 shall serve at the pleasure of the Board of Directors. The names and addresses of the present officers who shall serve until their successors are elected by the Board of Directors are designated on the annual report filed with the State of Florida, Department of State, Division of Corporations.

## **ARTICLE 8**

### **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/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, indemnification shall apply only when a majority of the Board of Directors, not including the accused director, has approved such settlement and reimbursement as being in the best interest 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 9**

### **TERM**

The term of the Association shall be perpetual.

## **ARTICLE 10**

### **AMENDMENTS**

Except as otherwise herein provided, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Proposal of Amendment A resolution for the adoption of a proposed amendment may be proposed either (a) by the Board of Directors of the Association acting upon a vote of a majority of the directors, or (b) by members of the Association whose lots twenty-five (25%) of the total votes are appurtenant, whether meeting as members or by instrument in writing signed by them.

10.2 Procedure for Adoption. 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 Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days not later than thirty (30) days after the receipt by him/her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written, printed or electronic notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. Such notice shall be mailed to 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/her postal address as it appears on the records of the Association, 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 Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. In order to become effective, the affirmative vote of a majority of the total votes appurtenant to all lots subject to Association assessment is needed.

A copy of each amendment, after it has become effective, 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, and upon the registration of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida.

10.3 Written or Electronic Vote of Members. At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written or electronic vote of any member of the Association 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 Association at or prior to such meeting.

10.4 Conflict. No amendment of these Articles shall be made that is in conflict with the Declaration as amended from time to time.