

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION, PLEASE SEE
CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT:**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OVERLOOK DOCKS ASSOCIATION, INC.**

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as- follows:

**ARTICLE I
NAME**

The name of the corporation shall be OVERLOOK DOCKS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Docks Association. The Principal office of the Docks Association shall be 1167 Hillsboro Mile, Hillsboro Beach, FL 33062. The Board of Directors of the Docks Association may change the principal office of the Docks Association from time to time.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is as follows:

1. A condominium known as OVERLOOK was constructed on certain lands located in Broward County, Florida, and is more particularly described as follows:

The North 300 feet of the South 1,735 feet of Government Lot 4 of Section 8, Township 48 South, Range 43 East, less the right-of- way of State Road AIA, and also less the North 100 feet of the South 1,635 feet of said Government Lot 4, lying West of said State Road AIA.

hereinafter called the "Land". This corporation is organized to provide a means of administering the dockage area contiguous to the land by the assignees thereof pursuant to the Submerged Land Lease and Marine Facility Operating License, and any modifications or extensions thereof.

2. The Declaration of Condominium of Overlook, a Condominium, and other documents governing the condominium are recorded in the Public Records of Broward County, Florida.

3. All funds and the titles of all properties acquired by the Docks Association and their proceeds shall be held in trust for the Members in accordance with the provisions these Articles of Incorporation, and the Bylaws. The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE III

POWERS

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

1. The Docks 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 of Incorporation or the By-Laws, or the governing documents of OVERLOOK, as such documents may be amended from time to time and all powers and duties reasonably necessary to operate the Docks Association pursuant the Articles and by-Laws, including, but not limited to the following:

- a. To make and collect dues and assessments against Members to defray the costs, expenses, and losses of the Docks Association. To levy special assessments or other charges against Members for unpaid charges for maintenance, repair, or replacement, which is the Member's responsibility, or for any other purposes authorized by State law, these Articles and/or the By-laws.
- b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c. To buy, lease, own, operate, and mortgage both real and personal property for Docks Association use, and to sell or otherwise dispose of property so acquired.
- d. Employing and dismissing the personnel necessary for the maintenance and operation of the dock slips.
- e. Maintaining bank accounts on behalf of the Association and designating the signatories required therefor.
- f. To approve or disapprove the leasing, transfer, ownership and possession of dock slips.
- g. To maintain, repair, replace, reconstruct, add to, and operate the dockage area for use by its Members in accordance with the provisions of these Articles, the By-Laws, or the governing documents of Overlook Condominium.
- h. To purchase insurance upon the property and insurance for the protection of the Docks Association, its officers, directors and Members.
- i. To reconstruct and repair improvements after casualty, and to construct additional improvements on the dock property.
- j. To make and amend reasonable Rules and Regulations for the maintenance, conservation and the use of the dock property and for the health, comfort, safety and welfare of the Members.
- k. To enforce by legal means the provisions of these Articles, the Bylaws of the Docks Association, the Rules and Regulations and other documents governing the Docks Association, as amended from time to time, for the use of the docks.

- l. To contract for the management, maintenance, and operation of the dockage space
- m. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.
- n. To levy fines and/or suspend use rights for violations of the Rules and Regulations, or violations of the provisions of these Articles of Incorporation, and/or the By-laws. No fine shall exceed \$100.00, or \$100.00 per day for continuing violations (or such greater amount as may be permitted by law from time to time) nor shall any fine be levied except after giving fourteen (14) days reasonable notice and opportunity for a hearing before the Board to the affected Member and, if applicable, his tenant, licensee or invitee.
- o. To contract for the management and maintenance of the dock property and to authorize a management agent to assist the Docks Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the property with such funds as shall be made available by the Docks Association for such purposes. The Docks Association and its officers shall however, retain at all times the powers and duties granted by the Florida Not For Profit Act, these Articles, the By-Laws, including, but not limited to, the making of assessments and dues, promulgation of rules and execution of contracts on behalf of the Docks Association.
- p. To appoint committees to assist in the functioning of the Docks Association and to make recommendations to the Board of Directors.
- q. To manage and operate the property according to the provisions of the Submerged Land Lease and the Marine Facility Operating License.
- r. The Docks Association shall have all of the powers granted to it in the governing documents of the Condominium of OVERLOOK, a condominium, as is recorded in the Public Records of Broward County, Florida.

2. Limitation. The powers of the Docks Association shall be subject to and shall be exercised accordance with the provisions of these Articles, the Bylaws of the Docks Association, the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), all as amended from time to time.

ARTICLE IV **Members**

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

1. All boat slip assignees shall be members of the Dock Association and no other person or entities shall be entitled to membership.
2. Following approval by the Dock Association, membership in the Docks Association

shall be established by an assignment of rights to a specific portion of the dock space and the notification in writing to this corporation of the information along with a copy of the assignment to the Dock Association Office, the new assignee designated by such instrument thereby becoming a member of the Docks Association. The membership of the prior assignee shall thereby terminate.

3. The share of a member in the funds and assets of the Dock Association cannot be assigned, pledged or transferred in any manner whatsoever.

4. Members of the Docks Association shall be entitled to one vote for each slip assigned to such member. Voting rights will be exercised in the manner provided by the By-Laws of the Docks Association. Any person or entity owning more than one dock space assignment shall be entitled to one vote for each space owned.

ARTICLE V

Directors

1. Number and qualification. The affairs of the Docks Association will be managed by a Board of not less than three nor more than five directors, as shall be determined by the By-Laws, and in the absence of that determination shall consist of five (5) Directors. Directors must be Members of the Docks Association.

2. Duties and powers. All of the duties and powers of the Docks Association existing under the Florida Not For Profit Corporation Act, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the dock owners when that is specifically required.

3. Election; removal. Directors of the Docks Association shall be appointed or elected at the annual meeting of the members in the manner set out in the By-Laws. Directors may be removed and vacancies in the Board of Directors shall be filled as set out in the By-Laws.

4. Standards. A Director shall discharge his duties as a director, including any duties as a member of a Committee in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Docks Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by one or more officers or employees of the Docks Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters a Director reasonably believes are within the person's professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

ARTICLE VI

Officers

The affairs of the Docks Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Docks

Association 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-By-laws may provide for removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

ARTICLE VII

Indemnification

1. **Indemnity.** The Docks Association shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, employee, officer, agent or committee member (each, an "Indemnatee") of the Docks Association, against liability incurred by him in connection with such proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Docks Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Docks Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

2. **Indemnification.** The Docks Association shall indemnify any person, who was or is a party to any proceeding by or in the right of the Docks Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Docks Association against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Docks Association, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. **Expenses.** To the extent that an Indemnatee has been successful on the merits or otherwise in defense of any proceeding referred to in Section 7.1 or 7.2, above, or in defense of any claim, issue or matter therein; he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

4. **Advancing Expenses.** Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Docks Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the affected director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Docks Association as authorized in this Article 7. Expenses incurred by other Indemnitees may be paid in advance upon such terms and condition as the Board deems appropriate.

5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Indemnitee of the Docks Association, or is or was serving, at the request of the Docks Association, as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Docks Association would have the power to indemnify him against such liability under the provisions of this Article.

6. Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

7. Definitions. For purposes of this Article 7, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; and the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer, the term "serving at the request of the Docks Association" shall be deemed to include any service as a director, officer, employee or agent of the Docks Association that imposes duties on such persons.

ARTICLE VIII

By-Laws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and Members in the manner provided by the Bylaws.

ARTICLE IX

Amendments

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

9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

9.2. Adoption. A resolution for the adoption of a proposed amendment may be proposed by a majority Board of Directors or one third (1/3) if the Members of the Docks Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be by

- a. not less than a majority vote of the entire membership of the Board of Directors and by not less than a majority vote, in person or by proxy, of the entire membership of the Docks Association; or

- b. not less than seventy-five (75%) percent of the entire membership of the Docks Association.

9.3. Recording. A copy of each amendment shall be recorded in the public records of Broward County, Florida.

ARTICLE X

Term

The term of the Dock Association shall be perpetual, unless the Association is terminated sooner by the action of its members.

ARTICLE XI

Registered Agent

The registered agent and office of the Association shall be CLAIRE CALANDRA, 1167 HILLSBORO MILE, HILLSBORO BEACH, FL 33062. The Board may change the Association's registered agent from time to time as permitted by law and filed with the Florida Division of Corporations.