

EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation originally filed with the Department of State, Division of Corporations on June 6, 1980 and recorded in the Public Records of Martin County, Florida at Official Records Book 503, Page 1562.

Stuart West Property Owners Association, Inc. (hereinafter "Corporation") was formed as a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statutes 617 et. seq.:

ARTICLE I.

The name of the corporation shall be:

THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II.

The general purpose of this non-profit Corporation shall be as follows:

To own, maintain and manage common areas in the subdivision of Stuart West, and to otherwise provide for the common interests of lot owners in the said subdivision.

ARTICLE III.

All persons who are lot owners within Stuart West Subdivision shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer a lot owner. Membership in this Corporation shall be limited to such lot owners.

ARTICLE IV.

This Corporation shall have perpetual existence.

ARTICLE V.

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than 3 nor more than the number specified in the By-Laws. The Directors shall be elected at the annual meeting of the membership

for a term as provided in the Bylaws or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of Directors and for filling vacancies on the Directorate, shall be established by the By-Laws.

Section 2. The principal Officers of the Corporation shall be:

President
Vice-President
Secretary
Treasurer

(the last two Officers may be combined) who shall be elected from time to time in the manner set forth in the By-Laws adopted by the Corporation.

ARTICLE VI.

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors.

The By-Laws may be amended, altered, supplemented or modified by the membership at the Annual Meeting or at a duly convened special meeting of the membership attended by a majority of the membership by vote as follows:

- a. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total quorum as specified in the By-Laws to be adopted.
- b. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three-fourths (3/4ths) of the total vote of the membership.

ARTICLE VII.

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided for the amendment of the By-Laws as set forth in Article VI above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State and all filing fees paid.

ARTICLE VIII.

This corporation shall have such powers as corporations not for profit generally possess under the laws of the State of Florida.

The corporation shall have power to assess the lands in the subdivision on an annual basis, or, specially, to carry out the purposes of the corporation and provide for the maintenance or construction of commonly-owned facilities and lands. Such assessments shall be liens upon lands assessed and all assessments shall be on an area basis, and shall be payable upon certification by the Directors.

ARTICLE IX.

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses, etc.

This Corporation shall issue no share of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the By-Laws. The voting rights of the lot owners of parcels in said property shall be as set forth in the By-Laws.

These Amended and Restated Articles of Incorporation for Stuart West Property Owners Association, Inc. were approved by the Board of Directors and the Members, with a vote sufficient for approval at the meetings held on November 14, 2014, and May 19, 2015, respectively.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this _____ day of _____.

WITNESSES AS TO PRESIDENT:

STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

Printed Names: _____

By: _____, President

Printed Name: _____

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on _____, 2015, by _____, as President of Stuart West Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

Notary Public

WITNESSES AS TO SECRETARY:

Printed Name: _____

Printed Name: _____

STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

By: _____, Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on _____, 2015 by _____, as Secretary of Stuart West Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

Notary Public