

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RIVER BEND CONDOMINIUM ASSOCIATION OF BREVARD, INC.,
A NOT-FOR-PROFIT CORPORATION**

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EXHIBIT C

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

RIVER BEND CONDOMINIUM ASSOCIATION OF BREVARD, INC.*,
A NOT- FOR- PROFIT CORPORATION

***Note: This is the corporate name on file with the Secretary of State, not the Articles of Incorporation recorded in the Public Records of Brevard County along with the Original Declaration of Condominium.**

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of River Bend Condominium Association of Brevard, Inc, a Florida corporation not-for-profit, which was originally incorporated under the same name on October 15, 2001, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617 1007(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 1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of River Bend Condominium Association of Brevard, Inc shall henceforth be as follows.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is River Bend Condominium Association of Brevard, Inc., and its mailing address is 3360 S Atlantic Avenue, Office, Cocoa Beach, Florida 32931.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association", the Amended and Restated Declaration of Condominium, as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles", and the Amended and Restated Bylaws of the Association as the "Bylaws". All other definitions contained in the Amended and Restated Declaration are incorporated by reference into these Articles.

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 statutes for the operation of River Bend, 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. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer, except as otherwise provided for by any law, as amended from time to time

Section 3.2 Powers and Duties

- A. **General.** For the accomplishment of its purposes, the Association shall have all 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 the Declaration, the Bylaws or the Condominium Act and Corporate Act. The powers of the Association shall also be as set forth in the Declaration and Bylaws, which shall include the promulgation of rules and regulations with respect to the property in the Condominium, the Units included, and Association property.
- B. **Powers.** The Association shall have all of the powers reasonably necessary to operate the Condominium pursuant to the Declaration and Bylaws as they may hereafter be amended, including, but not limited to:
1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Condominium and the Association, and to use the funds in the exercise of its powers and duties.
 2. To protect, maintain, repair, replace and operate the property in the Condominium pursuant to the Condominium Documents.
 3. To purchase insurance upon the Condominium for the protection of the Association and its members, as required by law
 4. To make improvements of the property in the Condominium, subject to any limitations contained in the Declaration.
 5. To reconstruct improvements after casualty.
 6. To make, amend, and enforce reasonable rules and regulations governing the use of the Condominium and Association property, inclusive of the Units, the operation of the Association, and

including the frequency, time, location, notice and manner of the inspection and copying of official records.

7. To contract for the management and maintenance of the Condominium, 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.
8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium and Association property.
9. To demand rent from tenants in connection with the Association's right to the assignment of rents pursuant to Section 718.116, Florida Statutes, as amended from time to time.
10. To suspend the use of common elements in accordance with Section 718.303(4), Florida Statutes, as amended from time to time.

C. **Limitation on Corporate Powers.** The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties, nor prohibit the Association from contracting with a Director or officer, or entity owned in part or in whole by same, subject to the provisions of the Condominium Act as amended from time to time.
2. The Association may borrow money upon the approval of the Board of Directors alone.
3. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles, and the Bylaws.
4. All powers of the Association conferred by the Declaration and Bylaws are incorporated into these Articles by reference.

D. **Duties.**

1. The Association shall post notices of Board meetings and the membership meetings inside the glass box in the lobby and posted on the Association website, unless a different location is dictated by a future Rule and Regulation of the Board.
2. The Association shall prepare a Question and Answer Sheet and shall update it at least annually if and as required by the Condominium Act and Administrative Rules as amended from time to time.
3. The Association shall maintain an adequate number of copies of the Condominium Documents and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, and the most recent year-end financial report, on the Condominium or Association property, to ensure their availability to Owners. The Association shall also place the foregoing on the website of the Association. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.
4. The Association shall ensure that the following contracts shall be in writing:
 - (a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.
 - (b) Any contract, regardless of term, for the provision of services.
5. The Association shall obtain competitive bids for materials, equipment and services where required by the Condominium Act and Administrative Rules as amended from time to time. This provision shall not require the Association to accept the lowest bid.
6. The Association shall obtain and maintain fidelity bonding as required by the Condominium Act and Administrative Rules.
7. The Association shall keep a roster of Owners and their addresses based on information supplied in writing by the Owners from time to time to the Association, and shall keep a roster of Institutional Mortgagees providing the Association with notice pursuant to Section 21 5 of the Declaration.

8. To operate, maintain and manage the surface water or storm water management system(s) consistent with applicable permits, and shall assist in the enforcement of the Declaration which relates to the surface water or storm water management system(s).
9. To levy and collect adequate assessments against the Owners for the costs of maintenance and operation of the surface water or storm water management system(s)
10. The Association shall retain official records for those retention periods (some of which are from inception of the Association) as provided for in the Condominium Act as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership. The members of the Association shall be all record owners of Units.

Section 4.2. Voting The Owners of each Unit, collectively, shall be entitled to that vote as set forth in the Bylaws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the Bylaws.

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 in accordance with the relevant provisions specified in the Bylaws. Qualifications of Directors are contained in the Bylaws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718 and 617, 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.

Section 5.3. Election; Removal Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in the

Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The affairs of the Association shall be administered by the Directors holding the offices designated in the Bylaws.

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

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

ARTICLE VII

BYLAWS

The Bylaws 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 Bylaws; with the vote of the Board alone permitted only if and as permitted in the Bylaws

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1. Proposal. Amendments to these Articles may be proposed by a majority of the entire membership of the Board of Directors or by written petition signed by at least thirty percent (30%) of the voting interests of the members of the Association. Only one co-owner of a Unit need sign the petition for that Unit

Section 8.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at the annual or a special members' meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once certified, the Board shall call a meeting of the members to

vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the annual or a special members' meeting. The full text of any amendment to the Articles shall be included in the notice of the members' meeting of which a proposed amendment is considered by the Owners members

Section 8.3 Vote Required Except as otherwise provided by Florida law, or by specific provision in these Articles, these Articles may be amended by concurrence of a majority of the entire membership of the Board of Directors then serving and not less than a majority of the voting interests of all members of the Association. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.

Section 8.4. 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 bearing the filing stamp of the Department of State shall be recorded in the public records of the County. 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 by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County Exception. As to any amendment to Article X of these Articles, this Section 8 shall not apply

Section 8.5. Provisos Notwithstanding any provision contained in these Articles to the contrary

- A. 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
- B. Article X 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.

ARTICLE IX

TERM; DISSOLUTION

Section 9.1. The term of the Association shall be perpetual.

Section 9.2. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system(s) must be transferred to and accepted by an entity which will comply with the operable provisions of the Florida Administrative Code, and be approved by the St Johns River Water Management District prior to such termination, dissolution or liquidation

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and Registered Office for the Association shall be as reported to the Division of Corporations in an annual report or otherwise from time to time.