

EXHIBIT "C"

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JUPITER HARBOUR CONDOMINIUM ASSOCIATION, INC.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is JUPITER HARBOUR CONDOMINIUM ASSOCIATION, INC., and its mailing address is 1000 North U.S. Highway One, J 600, Jupiter, Florida 33477 or another location designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The terms defined in the Second Consolidated and Amended Declaration of Condominium for Jupiter Harbour, a Condominium, as amended from time to time, shall have the same meaning in this document.

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 Act for the operation of Jupiter Harbour, A Condominium located in Palm Beach 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.

Section 3.2. Powers and Duties.

A. General. For the accomplishment of its purposes, the Association shall have all of 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 these Articles, the Declaration, the By-Laws or law.

B. Powers.

The Association shall have all of the powers necessary to operate the Condominium pursuant to the Condominium Act and other laws, Declaration and By-Laws as they may be amended from time to time, 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 Association, and to use the funds in the exercise of its powers and duties.
2. To protect, maintain, repair, replace, and operate The Condominium, the Association Property, and adjacent areas pursuant to the Condominium Documents.
3. To purchase insurance upon the Property for the protection of the Association and its members, as required by law.
4. To make improvements of the Property, subject to any limitations contained in the Declaration, and to reconstruct improvements after casualty.
5. 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.
6. To contract for the management and maintenance of the Condominium and the Property, 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.
7. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
8. To borrow money with the following limitations:

- (a) The Association shall have the right to borrow money upon the approval of the Board of Directors:
 - (i) up to an amount which is 20% of the annual budget, cumulatively in a budget year;
 - (ii) without limitation if either the State of Florida or the United States Government declare an emergency or disaster for an area which includes the Condominium;
 - (iii) the limitation on Board authority does not apply to borrowing to purchase a Unit subject to an assessment lien or to exercise the Association's right of first refusal, for which the Board may authorize borrowing up to the estimated fair market value of the Unit and in case of a casualty for the cost of necessary repairs;
- (b) In addition, the Association shall have the right to borrow money upon the approval of those holding a majority of the Association's voting interests voting at a meeting in person or by proxy.

- 9. To purchase Units in the Condominium.
- 10. To contract for bulk rate data, including video, telephony, internet and television service for the Condominium, subject to the rights of Owners to cancel same if and as provided in the Condominium Act.
- 11. To provide exterminating services for the Units.
- 12. To trim mangroves in and around the Condominium Property.
- 13. To provide any and all other utilities and services and take any other action to maintain the Condominium.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

C. Duties.

- 1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting.
- 2. The Association shall prepare a Question and Answer Sheet if and as required

by the Condominium Act and Administrative Rules and shall update it annually.

3. The Association shall maintain an adequate number of copies of the Declaration, Articles, By-Laws and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, on the Property, to ensure their availability to Owners and prospective purchasers. 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 other than contracts with employees of the Association, and contracts for attorneys and accountants service, and any other service contracts exempted from the foregoing requirement by the Condominium Act or Administrative Rules as amended from time to time.
5. The Association shall obtain competitive bids for materials, equipment and services when 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.

Section 3.3. Emergency Powers. The following shall apply to the extent not in conflict with the Condominium Act:

- A. In anticipation of or during any emergency defined in Section 3.3.E below, the Board of Directors of the Association may:
 1. Modify line of succession to accommodate the incapacity of any Director, Officer, employee or agent of the Association; and
 2. Relocate the principal office or designate alternative principal offices or authorize the Officers to do so.
- B. During any emergency defined in Section 3.3.E below:
 1. Notice of a meeting of the Board of Directors need be given only to those Directors whom it is practicable to reach and may be given in any practicable

- manner, including by publication and radio;
2. One or more Officers of the Association present at a meeting of the Board of Directors may be deemed to be Directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
 3. The Director or Directors in attendance at a meeting shall constitute a quorum.
- C. Corporate action taken in good faith during an emergency under this Section 3.3 to further the ordinary affairs of the Association:
1. Binds the Association; and
 2. May not be used to impose liability on a Director, Officer, employee, or agent of the Association.
- D. An Officer or Director of the Association acting in accordance with any emergency By-Laws is only liable for willful misconduct.
- E. An emergency exists for purposes of this section if a quorum of the Association's Directors cannot readily be assembled because of some catastrophic event when there is a probability of significant loss to the Association.

Section 3.4. Condominium property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with and subject to the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

Section 3.5. Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

Section 3.6. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws, together with applicable laws.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership. The members of the Association shall be as provided in Article VI(1) of the Declaration.

Section 4.2. Voting. The Owners of each Unit, collectively, shall be entitled to that vote as set forth in Article V 2 of the Declaration and the By-Laws. Fractional voting is absolutely prohibited. Other provisions regarding voting rights are set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board of Directors in the manner and accordance with the relevant provisions specified in the By-Laws. Each Director must be a member of the Association or a person who resides with the member. Each Director must have attained the age of eighteen (18) years. Other provisions regarding qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718, 617 and (if applicable) 607, Florida Statutes and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Owners, when such approval is specifically required in the law or Declaration, By-Laws, and these Articles of Incorporation.

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

ARTICLE VI

OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

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

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

ARTICLE VII

INDEMNIFICATION

Section 7.1. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, every officer, and every member of a committee of the Association against all

expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding or settlement or appeal of such proceeding and including administrative proceeding to which he/she may be a party because of his/her being or having been a Director, officer, or member of a committee of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor; or
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had a reasonable cause to believe his action was lawful; or
- C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which an indemnified party may be entitled.

ARTICLE VIII

BY-LAWS

The By-Laws of the Association may be amended pursuant to the procedures set forth in the By-Laws.

ARTICLE IX

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 9.1. Proposal. Amendments to these Articles may be proposed by resolution of the Board of Directors or by written petition signed by the owners of ten percent (10%) or more of the Units.

Section 9.2. Procedure; Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual members' meeting, unless insufficient time to give proper notice remains before that meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the

Owners. New words shall be inserted in the test by underlining and words deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: “Substantial rewording of Articles. See provision _____ for present text.”

Section 9.3. Vote Required. Except as otherwise provided by Florida Law, or by specific provision of the Condominium Documents, these Articles may be amended by concurrence of not less than a majority of the entire Board of Directors and not less than 80 percent (80%) of those holding voting interests of the Association voting in person or by proxy at a members’ meeting. If the amendments were proposed by written petition signed by the Owners pursuant to Section 9.1. above, then the concurrence of the Board of Directors shall not be required.

Section 9.3. Provisos. Notwithstanding any provision contained in the Condominium Documents to the contrary:

- A. No amendment shall operate to unlawfully discriminate against any Unit or class or group of Units.
- B. An Amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirements 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.
- C. Article XI of these Articles may be amended by the vote of a majority of the 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.

Section 9.5. 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 shall be recorded in the Public Records of Palm Beach County. The Certificate of Amendment shall, on the first page, state the book and page of the Public Records where the original Declarations, the Consolidated and Amended Declaration of Condominium of the Island at Rive Harbour, a Condominium and the Declaration are recorded. The Certificate shall be executed with the formalities required for the recording of a deed. The Amendment shall be effective upon recording in the Public Records of the County. Any Amendment to Article XI of these Articles, this Section 9.5 shall not apply.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

Prior to the filing of these Articles, the Registered Agent for the Association was Brian Dan, and the Registered Office of the Registered Agent was 450 Australian Avenue, Suite 720, West Palm Beach, Florida 33401. The Registered Agent for the Association is Michael J. Gelfand, Gelfand & Arpe, P.A., 1555 Palm Beach Lakes, Blvd., West Palm Beach, Florida 33401.