

**Exhibit “D”**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ADMIRAL OWNERS’ ASSOCIATION, INC.  
f/k/a Island Dunes Owners’ Association, Inc.  
a corporation not for profit organized  
under the laws of the State of Florida**

*This is the Amended and Restated Articles of Incorporation of The Admiral Owners’ Association, Inc. recorded at Official Records Book 400, Page 2076 et. seq., and amended at Official Records Book 572, Page 2969 et. seq., and Official Records Book 1086, Page 2954 et. seq., Public Records of St. Lucie County, Florida.*

**ARTICLE I**

The name of the corporation shall be THE ADMIRAL OWNERS’ ASSOCIATION, INC. Hereafter, the corporation shall be referred to as the “Association”, with its principal place of business located at 8750 State Road A-1-A, Hutchinson Island, Jensen Beach, Florida 33457.

**ARTICLE II**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718(2023), Florida Statutes, as amended from time to time, hereinafter called the “Condominium Act”, for the operation of Island Dunes Condominium A.

**ARTICLE III**

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

A. The Association shall have all of the common law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate Island Dunes Condominium A.

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

D. 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.

#### **ARTICLE IV**

A. The members of the Association shall consist of all of the record owners of condominium units in Island Dunes Condominium A, hereinafter referred to as "Condominium Units", and after termination of a condominium shall consist of those who are members at the time of such termination, and their successors and assigns, together with record owners of apartments in condominiums not terminated.

B. Membership shall be acquired by recording in the Public Records of St. Lucie County, Florida, a deed or other instrument establishing record title to a Condominium Unit in ISLAND DUNES CONDOMINIUM A, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

D. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each unit he owns, except as otherwise provided in the By-Laws.

#### **ARTICLE V**

The Association shall have perpetual existence.

#### **ARTICLE VI**

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may, from time to time, designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Secretary or Assistant Secretary. Officers of the Association 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.

#### **ARTICLE VII**

A. The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be not less than three (3) nor more than twelve (12).

## **ARTICLE VIII**

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 in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he 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 duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

## **ARTICLE IX**

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

## **ARTICLE X**

A. In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

B. The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times, and written summaries which shall be supplied at least annually to members or their duly authorized representatives.

C. The Association shall perform an annual audit of Association financial affairs which may be performed by any independent accountant at the Board's discretion.

## **ARTICLE XI**

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

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of



his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering such amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than sixty-six and two-thirds (66-2/3%) percent of the votes of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without consent in writing by all members and the joinder of all record owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment shall be filed with the Department of State, pursuant to the provisions of the applicable Florida Statutes.

### ARTICLE XII

The term "units that will ultimately be operated by the Association" shall refer to the one hundred eight (108) Condominium Units that have been constructed as part of Island Dunes Condominium A.

These Amended and Restated Articles of Incorporation of The Admiral Owners' Association, Inc., were approved by 66 2/3<sup>rd</sup> % of the entire membership which vote was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 29 day of February, 2024.

**WITNESSES AS TO PRESIDENT: THE ADMIRAL OWNERS' ASSOCIATION, INC.**

[Signature]  
Print Name: Alvin Stucker

By: [Signature] President  
William Fitzgerald

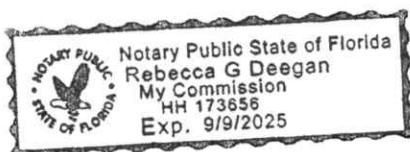
[Signature]  
Print Name: David Duran

STATE OF FLORIDA  
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of  physical presence or [ ] online notarization, by William Fitzgerald, as President of The Admiral Owners' Association, Inc., [ ] who is personally known to me, or [ ] who has produced \_\_\_\_\_ as identification on February 29<sup>th</sup>, 2024.

Notarial Seal

[Signature]  
Notary Public



WITNESSES AS TO SECRETARY: THE ADMIRAL OWNERS' ASSOCIATION, INC.

Print Name: Alan Stuckler

By: Douglas Way, Secretary

Print Name: David Duncan



STATE OF FLORIDA  
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of  physical presence or [ ] online notarization, by Douglas Way, as Secretary of The Admiral Owners' Association, Inc., [ ] who is personally known to me, or [ ] who has produced \_\_\_\_\_ as identification on February 29th, 2024.

Notarial Seal

Rebecca G Deegan  
Notary Public

