

**EXHIBIT 2**

## EXHIBIT "P"

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**JAMESTOWN OF INDIAN HARBOUR BEACH**  
**~~HOMEOWNERS'~~ CONDOMINIUM ASSOCIATION, INC.**

The undersigned, by these Articles of Incorporation, associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes and certify as follows:

**ARTICLE 1**  
**NAME**

The name of the corporation shall be JAMESTOWN OF INDIAN HARBOUR BEACH ~~HOMEOWNERS~~ CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association. The place of business shall be 130 East Colonial Court, Indian Harbour Beach, Florida, 32937, Brevard County, Florida, and its Post Office address shall be 130 East Colonial Court, Indian Harbour Beach, Florida, 32937, or such other place as the Board of Directors may from time to time designate.

**ARTICLE 2**  
**PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 718.102 of the Florida Condominium Act, Florida Statutes, Chapter 718, for the operation of Jamestown, a condominium, according to the Declaration of Condominium now or hereafter recorded in the Public Records of Brevard County, Florida, located upon land situated in Brevard County, Florida.

2.2 The Association shall issue no shares of stock of any kind, shall pay no dividends to any members, and shall make no distributions of income to its members, directors or officers. The Association may -pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformance with its purpose, and upon dissolution or final liquidation, may make distributions to its members as permitted by the courts having jurisdiction thereof, and no such payment shall be deemed to be a dividend or a distribution of income.

**ARTICLE 3**  
**POWERS**

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

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Florida Condominium Act, except as limited by these Articles and the Declaration of Condominium, and all

of the powers and duties reasonably necessary to operate the condominium pursuant to said Declaration as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as apartment owners, to defray the costs, expenses and losses of the condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To manage, administer, maintain, repair, replace and operate the condominium property.

(d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members, as apartment owners.

(e) To reconstruct improvements after casualty and to further improve the condominium property.

(f) To make and amend reasonable Rules and Regulations respecting the use of the condominium property; provided, however, that all such Rules and Regulations and their amendments, except the Rules and Regulations adopted prior to the first members' meeting provided for in the By-Laws of the Association (hereinafter called By-Laws), shall be approved by the members of the Association at an annual or special meeting thereof, before such Rules and Regulations shall become effective.

(g) To approve or disapprove the lease, transfer, mortgage and ownership of apartments as may be provided by the Declaration and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration, these Articles, the By-Laws and the Rules and Regulations respecting the use of the property in the condominium.

(i) To contract for the management of the condominium with a third party and to delegate to such third party all powers and duties of the Association, except over such matters as are specifically required by the Declaration to have approval of the Board of Directors or the members of the Association.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(k) To employ personnel to perform the services required for proper operation of the condominium.

(l) To operate and manage the condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may be from time to time amended and to otherwise perform, fulfill and exercise the powers and privileges, options, rights, duties, obligations and responsibilities entrusted or delegated to it by the Declaration or By-Laws or both.

3.3 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, these Articles, and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

**ARTICLE 4**  
**MEMBERS**

4.1 The members of the Association shall constitute all of the record owners of condominium apartments in Jamestown, and after termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving the approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument accompanied by the address of the new owner to which all notices to the member shall be sent. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

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

4.4 The owner of each apartment shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws.

**ARTICLE 5**  
**TAX EXEMPT STATUS**

No part of the net earnings of the Association may inure to the benefit of, or be distributable to, the trustees, managers, directors, officers, employees, agents, members or other private persons, except as specifically authorized in the Regulations; it being the intent of the Association to qualify as a not-for-profit corporation under Florida law and as a "Condominium Management Association" under the following provisions of Section 528 of the Internal Revenue Code:

(a) Organized and operated to provide for the acquisition, construction, management, maintenance and care of Association property;

(b) 80 percent or more of the gross income of such organization for the taxable year consists solely of amounts received as membership dues, fees or assessments from owners of residential units;

(c) 90 percent or more of the expenditures of the organization for the taxable year are expenditures for the acquisition, constructions, management, maintenance, and care of association property;

(d) No part of the net earnings of such organization inures (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private shareholder or individual; and

(e) Such organization elects (at such time and in such manner as the Secretary by regulation prescribes) to have the section apply for the taxable year,

**ARTICLE 8**  
**DIRECTORS**

6.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of ~~three~~ **five** directors. Directors ~~need not~~ **must** be members of the Association.

6.2 Directors of the Association shall be elected at the first meeting and at the annual meetings of the members in the manner determined by 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.

6.3 The first election of directors shall be held within sixty (60) days after the unit owners, other than the developer, are entitled to elect a member or members to the Board of Directors in accordance with Chapter 718 of the Florida Statutes. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

6.4 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Dale P. Shedd	5900 Price James Drive Springfield, Virginia 22152
Phillip Zimmerman	130 East Colonial Court Indian Harbour Beach, Florida 32937
Tom Powell	5900 Price James Drive Springfield, Virginia 22152

**ARTICLE 7**  
**OFFICERS**

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the first meeting and following each annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. Vacancies shall be filled by the Board of Directors. These names and

addresses of the officer who shall serve until their successors are elected by the Board of Directors are as follows:

<u>Officer</u>	<u>Name</u>	<u>Address</u>
PRESIDENT	Tom Powell	5900 Price James Drive Springfield, Virginia 22152
VICE PRESIDENT	Dale P. Shedd	5900 Price James Drive Springfield, Virginia 22152
SECRETARY-TREASURER	Phillip Zimmerman	130 East Colonial Court Indian Harbour Beach, Florida 32937

The directors and officers may lawfully and properly exercise the powers set forth in Article 3 hereof, notwithstanding the fact that some or all of them, who may be directly or indirectly involved in the exercise of such powers and the negotiation and/or consummation of agreements executed pursuant to such powers, are some or all of the persons with whom the Association enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the Association enters into such agreements, and all such agreements shall be presumed conclusively to have been made and entered by the directors and officers of this Association in the valid exercise of their lawful authority.

### **ARTICLE 8** **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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, unless said director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, however, that in the event of a settlement, this indemnification shall be given only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled,

### **ARTICLE 9** **BY-LAWS**

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

### **ARTICLE 10** **AMENDMENTS**

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

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

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a writing signed by ten percent (10%) or the members of the Association, Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval of the proposed amendment in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, in order to be adopted, such amendment must be approved:

(a) by not less than ~~sixty-six and two-thirds~~ fifty-one percent (~~66-2/3%~~) (51%), of the entire membership of the Board of Directors and by not less than ~~sixty-six and two-thirds~~ fifty-one percent (~~66-2/3%~~) (51%), of the votes of the entire membership of the Association; or

(b) by not less than eighty percent (80%) of the votes of the entire membership of the Association,

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3 hereof, without the approval in writing of all members and all record owners of mortgages upon the apartment units. No amendment shall be made that is in conflict with the Florida Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be certified by the Secretary of State of the State of Florida and shall be recorded in the Public Records of Brevard County, Florida.

## **ARTICLE 11** **TERM**

The term of the Association shall be perpetual unless JAMESTOWN, a condominium, is terminated. In the event of such termination, the Association shall be dissolved in accordance with Florida law.

## **ARTICLE 12** **DEFINITIONS**

12.1 The definitions contained in the Florida Condominium Act are hereby adopted to the extent that such definitions are applicable to those Articles of Incorporation.

12.2 The term "Developer" means The Klingbeil Company, qualified to do business in Florida,

12.3 The term JAMESTOWN, a condominium, means the condominium property whose Declaration of Condominium is executed by the Developer and in which Declaration this Association is designed as the operating entity.

**ARTICLE 13**  
**SUBSCRIBERS**

The name(s) and address(es) of the subscriber(s) of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Hubert C. Normile, Jr.	482 N. Harbor City Boulevard Melbourne, Florida 32935
Richard W. Foster	5900 Price James Drive Springfield, Virginia 22152
Phillip Zimmerman	130 East Colonial Court Indian Harbour Beach, Florida 32937

**ARTICLE 14**  
**LOCATION AND REGISTERED AGENT**

~~The address of the initial business office of the corporation is 130 East Colonial Court, Indian Harbour Beach, Brevard County, Florida, 32937. The name of the initial Registered Agent of the corporation is Hubert C. Normile, Jr., an individual resident in Florida, whose business office is 482 N. Harbor City Boulevard, Melbourne, Florida 32935. The name and address of the Association's registered agent for service of process is the Whynot Law Firm, 1280 Seminola Blvd., Casselberry, Florida 32707, or any other entity or person as may be determined by the Association's Board of Directors from time to time and at their sole discretion.~~

~~IN WITNESS WHEREOF, the subscribers have affixed their signatures this 27<sup>th</sup> day of October 1978.~~

IN WITNESS WHEREOF, the President of the Association's Board of Directors has affixed his signature as of the date indicated on the Certificate of Amendment to which the above Amended and Restated Articles of Incorporation are attached.