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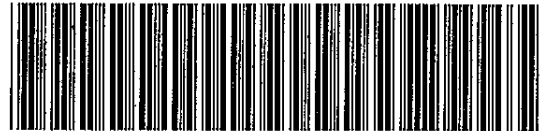
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March 20, 2006

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Martin Meadows Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.  
EPB/kmr  
Enclosures

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DIVISION OF CORPORATIONS

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**PROPOSED**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**MARTIN MEADOWS HOMEOWNERS ASSOCIATION, INC.**

A Florida Not-for-Profit Corporation

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on November 7, 1979.

**ARTICLE I**

**NAME**

The name of this corporation shall be MARTIN MEADOWS HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II**

**PURPOSES**

The general nature, objects and purposes of the Association are:

(a) To promote the health, safety and social welfare of the owners of the property, which area will be hereinafter referred to as MARTIN MEADOWS.

(b) To maintain and/or repair landscaping in the general and/or common areas, access paths, streets, and other common areas, structures and other improvements in MARTIN MEADOWS for which the obligation to maintain and repair has been delegated and accepted.

(c) To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings of any type, including walls, fences, antennae, sewers, drains, disposal systems, or their structures constructed, placed or permitted to remain in MARTIN MEADOWS as well as the alteration, improvement, addition or change thereto.

(d) To control and maintain the drainage facilities in MARTIN MEADOWS.

(e) To provide, purchase, acquire, replace, improve, maintain and/or repair such building, structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

- (f) To operate without profit for the sole and exclusive benefit of its members.

### **ARTICLE III**

#### **GENERAL POWERS**

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by laws of the State of Florida.

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

(f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) To borrow money, and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes, or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

(i) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

## **ARTICLE IV**

### **MEMBERS**

(a) The members shall consist of the property owners in MARTIN MEADOWS and all such property owners shall be members of the Association.

(b) Members. Members shall be all owners of lots or parcels in MARTIN MEADOWS. Owners of lots or parcels in MARTIN MEADOWS shall represent themselves in person or by proxy. Owners of lots or parcels shall automatically become members upon acquisition of fee simple title to such lot or parcel.

## **ARTICLE V**

### **VOTING AND ASSESSMENTS**

(a) Subject to the restrictions and limitations hereinafter set forth, each member shall have one vote for each lot owned by such member in MARTIN MEADOWS.

(b) The Association will obtain funds with which to operate by assessment of its members in accordance with provisions of the Declaration of Covenants and Restrictions for MARTIN MEADOWS as supplemented by the provisions of the by-laws of the Association relating thereto.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

(a) The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) and not more than eleven (11) directors. The Directors must be, members of the Association and need not be residents of the State of Florida. Elections shall be by plurality vote.

(b) Term. Directors shall serve two-year staggered terms. Except as provided herein to the contrary, the term of each directors service shall extend until the second annual meeting after the director's election or until he is removed in the manner elsewhere provided. In the event the membership votes to change the number of directors as provided in the Bylaws, the Board shall adopt an election procedure whereby the staggered terms of the directors shall remain proportionate.

## **ARTICLE VII**

### **OFFICERS**

(a) The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two or more officers may be held by the same person except

the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

#### **ARTICLE VIII**

#### **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE IX**

#### **BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles which may be amended or repealed by a majority of the Board of Directors.

#### **ARTICLE X**

#### **AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed by a majority vote of the members.

#### **ARTICLE XI**

#### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

(a) The Association hereby indemnifies any Director or Officer made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem property.

(b) The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

## **ARTICLE XII**

### **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

(a) No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting at the Board of Directors or of a committee which authorized the contract or transaction.

### **ARTICLE XIII**

#### **DISSOLUTION OF THE ASSOCIATION**

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the members, subject to the limitation set forth below, each member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the property which is owned by the member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution shall count as a whole year for the purposes of the proceeding fractions.

(b) The Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3) of the members of the Association and, if such decree is necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statute Ann §617.05 or statute of similar import. In the incorporation by annexation or otherwise of all or part of by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

(c) In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of the Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to MARTIN MEADOWS unless made in accordance with the provisions of such covenants and deeds.

These Amended and Restated Articles of Incorporation for Martin Meadows Homeowners Association, Inc. have been approved by a majority vote of the members, which vote was sufficient for approval on November 12<sup>th</sup>, 2005.

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 day of MARCH 11, 2006.

WITNESSES:

MARTIN MEADOWS HOMEOWNERS  
ASSOCIATION, INC.

Kevin Reyner  
Printed Name #1: Kevin Reyner

By: David L. Heaton, Its President

Christy Stallings  
Printed Name #2: Christy Stallings

Kevin Reyner  
Printed Name #1: Kevin Reyner

By: James S. Pike, Its Secretary

Christy Stallings  
Printed Name #2: Christy Stallings

CORPORATE  
SEAL

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on  
MARCH 11, 2006, by DAVID L. HEATON as President of Martin Meadows  
Homeowners Association, Inc. [ ☒ ] who is personally known to me, or [ ☐ ] who has  
produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal

Deborah S. Reyer  
Notary Public

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on  
MARCH 11, 2006, by JAMES S. PIKE, as Secretary of Martin Meadows  
Homeowners Association, Inc. [ ☒ ] who is personally known to me, or [ ☐ ] who has  
produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal

Deborah S. Reyer  
Notary Public



Deborah S. Reyer  
My Commission DD236699  
Expires August 12, 2007