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TALLAHASSEE, FLORIDA

Amend & Ret.

S. Ouellette MAR 07 2006

JECK, HARRIS & JONES, LLP

Attorneys and Counselors at Law

Writer's Direct Line: (561) 746-1344 Ext. 302
Writer's E-Mail Address: TSCOTT@JHJLLP.COM
Website: WWW.JHJLLP.COM

February 21, 2006

VIA DHL OVERNIGHT MAIL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

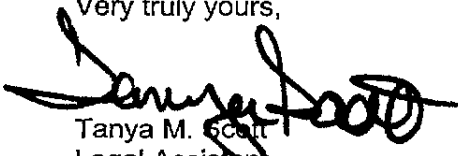
Re: Martin Arbors Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and copy of that Amended and Restated Articles of Incorporation of Martin Arbors Property Owners Association, Inc. and our firm check in the amount of \$35.00. Please record the original and send us a copy of the recorded original for our records in the enclosed DHL overnight envelope provided.

Thank you for your assistance.

Very truly yours,



Tanya M. Scott
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 2, 2006

JECK, HARRIS & JONES, LLP
TANYA SCOTT
STE. 400, 1061 EAST INDIANTOWN RD
JUPITER, FL 33477-5143

SUBJECT: MARTIN ARBORS PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: N05000008249

We have received your document for MARTIN ARBORS PROPERTY OWNERS ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 806A00014650

JECK, HARRIS & JONES, LLP

Attorneys and Counselors at Law

Writer's Direct Line: (561) 746-1344 Ext. 322
Writer's E-Mail Address: VBERTRAND@JHJLLP.COM
Website: WWW.JHJLLP.COM

3 March 2006

Via Overnight Delivery

Cheryl Coulliette
Document Specialist
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

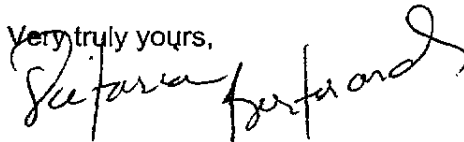
Re: Martin Arbors Property Owners Association, Inc.
Ref. Number: N05000008249

Dear Ms. Coulliette:

Per our conversation today, enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of Martin Arbors Property Owners Association, Inc. These have been revised to indicate that there are no voting members and that the Amendment was adopted on December 27, 2005. Please file the original, certify the copy and return it to us in the overnight envelope provided. Also enclosed is a copy of your letter dated March 2, 2006.

Thank you very much for your assistance with this filing.

Very truly yours,



Victoria Bertrand
Real Estate Legal Assistant

Enclosures

FILED
06 MAR -7 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MARTIN ARBORS PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

Articles of Incorporation for Dressage Estates Property Owners Association, Inc. were filed with the Secretary of State on August 11, 2005, and assigned document number 5000008249. The undersigned, being the sole Director of the aforesaid company desires to change the name of the company, and so otherwise amend and restate the Articles of Incorporation on the terms and conditions set forth herein.

In accordance with the provisions of the applicable laws of the State of Florida, the undersigned does hereby associate into a corporation not for profit, for the purposes and with the powers hereinafter set forth, and does hereby adopt as of December 27, 2005 the following Amended and Restated Articles of Incorporation. There are no Members authorized to vote.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: MARTIN ARBORS PROPERTY OWNERS ASSOCIATION, INC. (hereafter the "Association").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION**

The initial principal office and mailing address of the Association is located at 800 Village Square Crossing, Suite 115, Palm Beach Gardens, Florida 33410. The corporation may, however, maintain other offices and transact business in such other places within or without the state of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is c/o Jeck Harris & Jones, 1061 East Indiantown Road, Suite 400, Jupiter, Florida 33477 and the name of the initial registered agent of this corporation at that address is Phillipe Jeck, Esq.

**ARTICLE IV
DOCUMENTS AND DEFINITIONS**

The words and terms used in these Articles shall have the same meaning as set forth in the Amended and Restated Declaration of Covenants and Restrictions for Martin Arbors (formerly known as Dressage Estates), as amended from time to time (hereinafter called

the "Declaration"), to which these Amended and Restated Articles of Incorporation shall be attached.

ARTICLE V
PURPOSES OF THE ASSOCIATION

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

A. To operate, maintain and administer all Common Areas and any other areas for which responsibility has been delegated to the Association, including drainage easements, lakes, ponds, retention areas, culverts and related appurtenances.

B. To collect on behalf of the Association, all assessments levied by the Association against Parcels owned by Members of the Association.

C. To furnish, contract for or otherwise provide for such services, capital improvements and equipment as may be deemed necessary or desirable by the Board of Directors of the Association.

D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the Common Areas, including, without limitation, buildings, structures, streets, sidewalks, street lights, landscaping, equipment, furniture and furnishings as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

E. To carry out any of the duties and obligations assigned to it as an Association under the terms of the Declaration.

F. To operate without profit and for the sole and exclusive benefit of the Members of the Association.

G. To exercise all other common law and statutory powers and privileges that are afforded to Florida corporations not for profit.

ARTICLE VI
POWERS OF THE ASSOCIATION

The Association shall have all of the common law and statutory powers of a corporation not-for-profit, including the powers set forth in Section 617.0302 of the Florida Statutes, which are not in conflict with the terms of these Articles, the Bylaws, and the Declaration, the rights, powers and duties reasonably necessary to operate and maintain the Association, and administer the properties pursuant to the Declaration, including without limitation, the following:

A. To purchase, accept, lease or otherwise acquire title to, and to own, hold, mortgage, rent, sell, convey or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association.

B. To make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association.

C. To sue and be sued.

D. To establish a budget, fix assessments and assess Members and Parcels which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of accomplishing the objects and purposes of the Association and to create, at its election, reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements.

E. To place liens against any Parcel subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to accomplish the purposes and objectives of the Association.

F. To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation.

G. To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to accomplish the purposes for which the Association is organized.

H. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors and hire personnel to perform the services required for the operation of the Association.

I. To charge recipients of services rendered by the Association and users of property of the Association where such charge is deemed appropriate by the Board of Directors.

J. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

K. To enforce by any and all lawful means the terms and provisions of these Articles of Incorporation, the Bylaws of the Association and the Declaration.

L. To borrow money with the assent of a majority vote of the Board of Directors, and with the assent of two-thirds (2/3) of the Members voting in person or by proxy at a meeting duly called for that purpose, and mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

M. To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, utility or service company for such purposes and subject to such conditions as may be agreed upon by the Association, and as authorized by the Declaration.

N. To do any and all other acts necessary to perform the activities of the Association and to accomplish the objects and purposes of the Association, as set forth in these Articles of Incorporation, the Bylaws and the Declaration.

ARTICLE VII **MEMBERSHIP**

A. The Members of this Association shall consist of all Owners of Parcels subject to the provisions of the Declaration. Owners of Parcels shall automatically become Members upon acquisition of the fee simple title to their respective Parcels. The Association shall have two (2) classes of membership, Class "A" and Class "B". Class "A" Members shall be those Members who have received title to a Parcel from Declarant (as defined in the Declaration). The Class "B" Member shall be the Declarant, or the Declarant's successor in interest. Each such party is hereinafter sometimes referred to as a "Member".

B. The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Parcel, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Parcels, so long as such Member owns at least one (1) Parcel.

C. The interest 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 the Parcel, to which such Member's interest is related.

D. The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any Person or entity becomes entitled to membership in the Association, it shall become such person's obligation to so inform the Secretary in writing, giving such person's name, address and Parcel number. Any notice given to or vote accepted from the prior Owner of a Parcel before receipt of written notification of change of ownership of such Parcel shall be deemed to be properly given or received. The Membership rights of a Parcel owned by a corporation, partnership, limited liability company, limited partnership, Trust or other entity shall be exercised by the individual designated by the Owner (the "Voting Representative") in a written instrument provided to the Secretary of the Association. The Secretary shall be entitled to rely upon the Association's records until notified in writing of any change in Parcel ownership.

E. No action taken by a vote of the Members of the Association shall be binding upon the Association if taken in the absence of a quorum. Except as otherwise provided for in the Bylaws or the Declaration for certain actions, the Board may determine the number of Members which will constitute a quorum, which shall in no event be less than the Members or the proxies therefor entitled to cast thirty percent (30%) of the total votes of the Association.

ARTICLE VIII
DECLARANT'S RIGHT TO ADMINISTER

Until the Turnover Date, as defined in the Declaration and the Bylaws, and unless otherwise expressly prohibited by law, any and all powers of the Association and the Board may be exercised solely by Declarant, and the Association, the Board and the Owners shall be jointly bound thereby.

ARTICLE IX
BOARD OF DIRECTORS

A. The business of the Association shall be managed by a Board of Directors, which shall consist of a minimum of three (3) Directors, who, except for those Directors appointed by Declarant, must be Members of the Association. Until the Turnover Date, the Declarant shall have the right to appoint a majority of the Directors.

The initial Board of Directors shall consist of the following persons:

NAME	ADDRESS
Richard J. Sabella	800 Village Square Crossing, Ste115 Palm Beach Gardens, FL 33410
J. Peter Paganelli	800 Village Square Crossing, Ste115 Palm Beach Gardens, FL 33410
Allan B. Rothschild	800 Village Square Crossing, Ste115 Palm Beach Gardens, FL 33410

B. At the Turnover Date, not less than two (2) members of the Board elected on the Turnover Date shall serve for initial terms of one (1) year and the remaining member of the Board shall serve for an initial term of two (2) years. After the Turnover Date, at each annual meeting, Directors shall be elected to replace the members of the Board whose terms have expired. The Declarant shall be entitled to elect at least one member of the Board so long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Parcels.

C. Directors may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws, provided that any Director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be

appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint such Director.

D. No action taken by a vote of the Board shall be binding upon the Board or the Association if taken in the absence of a quorum of the Board. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business.

E. All of the rights, powers and responsibilities of the Association existing under the Bylaws and Declaration shall be exercised exclusively by its Board and its elected officers, agents, contractors and designees.

ARTICLE X OFFICERS

A. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time create by resolution, all of which shall be elected by and serve at the pleasure of the Board. The names and addresses of the persons who shall act as the officers of the Association until the election of their successors are as follows:

NAME	OFFICE	ADDRESS
Richard J Sabella	President	800 Village Square Crossing, Ste115 Palm Beach Gardens, FL 33410
J. Peter Paganelli	Vice President	800 Village Square Crossing, Ste115 Palm Beach Gardens, FL 33410
Allan B. Rothschild	Secretary/ Treasurer	800 Village Square Crossing, Ste115 Palm Beach Gardens, FL 33410

B. The Board shall elect the President, Vice President, Secretary, and the Treasurer, and as many Vice Presidents as the Board shall from time to time determine to be appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the Members' Annual Meeting. The President shall be a Director of the Association but no other officer need be a Director. The same person may hold two (2) offices; however, the same person may not be both the President and Vice President, and the same person may not be both the President and the Secretary.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify and hold harmless every Director, every Officer and every Person who is duly appointed by the Association to act as its representative, and their heirs, personal representatives, family members, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which said Person may be made a party by reason of being or having acted in a representative capacity, including reasonable fees for counsel, except in cases where such Person is finally adjudged in such action, suit or proceeding to be guilty of willful misconduct. In the event of any claim for indemnification hereunder which is based upon a settlement made or entered into by the indemnitee, the settlement shall qualify for the Association's indemnification only if the Board approves such settlement and indemnification as being in the best interests of the Association. The foregoing rights shall be in addition to all other indemnification rights to which such Person may be entitled, by law or otherwise.

ARTICLE XII **TRANSACTIONS INVOLVING DIRECTORS OR OFFICERS**

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any corporation, partnership, association, or other organization in which one (1) or more of the Association's Officers or Directors are interested shall be invalid, void or voidable solely for that reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

ARTICLE XIII **DURATION**

This Association shall have perpetual existence, unless it is dissolved as herein provided.

ARTICLE XIV **DISSOLUTION OF THE ASSOCIATION**

A. Upon expiration of the term of the Declaration, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided in Section 617.1433 of the Florida Statutes, or any applicable statute then in effect.

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

- (1) Any property or interests, including without limitation any property consisting of the surface water management system, as determined by the Board of Directors of the Association to be appropriate for dedication or conveyance to any applicable governmental agency or authority may be dedicated or conveyed to such agency or authority, if acceptable to the agency or authority. If the dedication or conveyance of the surface water management system is not accepted by said authority, then said property will be dedicated to a similar non-profit corporation.
- (2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Parcels, which are then subject to assessment in equal shares, and the share attributable to each Parcel shall be distributed to the then Owners of each Parcel.

ARTICLE XV **AMENDMENTS**

A. There shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any Mortgage held by an Institutional Mortgagee, without the prior written consent of such Mortgagee. No amendment shall be made which is in conflict with applicable governmental laws and regulations, or which is in conflict with the Declaration, unless a corresponding amendment to the Declaration is also adopted. Prior to the Turnover Date, no amendment shall make any changes which would in any way change or diminish any of the rights, privileges, powers or options herein provided for the Declarant, unless the Declarant joins in the execution of such amendment.

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

- (1) Amendments may be proposed by a resolution passed by a majority of the entire Board, setting forth the proposed amendment and directing that it be submitted to a vote at a special or annual meeting of the Association; or, by a petition signed by twenty-five percent (25%) of the Members and

delivered to the Secretary of the Association. Such proposed amendment shall be transmitted to the President of the Association or other Officer acting in the absence of the President, who shall thereupon call a special meeting of the Membership, unless the amendment is to be considered at an annual meeting.

- (2) Written notice of the meeting, setting forth the proposed amendment, or a summary of the purpose and effect of such amendment, shall be given to each Member entitled to vote thereon, in accordance with procedures set forth in the Bylaws. Any number of amendments may be submitted to the Members and voted upon at any one meeting.
- (3) In order for an amendment to be adopted, the same must be approved by the then Owners of seventy five percent (75%) of all of the Parcels, who must vote in person or by proxy at a meeting duly called for that purpose. A defeated proposed amendment may be resubmitted any number of times by the same method, except that it may be voted upon by the Members only one time in any twelve (12) month period. No provision of these Articles that requires a certain percentage vote may be amended by a smaller percentage vote.
- (4) In the event that the then Owners of seventy-five percent (75%) of all of the Parcels, by and through their Voting Representatives, sign a statement manifesting their intention that a duly proposed amendment to these Articles be adopted, then such amendment shall thereby be adopted, without regard to the preceding paragraphs.
- (5) Upon the approval of an amendment to these Articles, the Articles of Amendment shall be executed and delivered to the Florida Department of State, and a certified copy thereof shall be recorded in the Public Records of Martin County, Florida.
- (6) Prior to the Turnover Date, only the Declarant shall be authorized to amend these Articles. There are no Members authorized to vote.
- (7) The adoption of this Amendment was December 27, 2005.

ARTICLE XVI
BUDGET AND EXPENDITURES


The Association shall obtain funds with which to operate by annual assessment of its Members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Articles and By-laws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all Parcels subject to assessments, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget and make special assessments.

ARTICLE XVII
INCORPORATOR

The names and street address of the Incorporator is as follows:

NAME	ADDRESS
Richard J. Sabella	800 Village Square Crossing, Ste 115 Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned President of the Martin Arbors Property Owners Association, Inc. has hereunto set his hand and seal this 27th day of December, 2005, for the purpose of forming this non-profit corporation under the laws of the state of Florida, and the undersigned does hereby make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Richard J. Sabella

ACCEPTANCE

Having been named Registered Agent and to accept service of process for Martin Arbors Property Owners Association, Inc., at the place designated in the Articles of Incorporation, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 2/21/06


Philippe Teck
Registered Agent