

N23156

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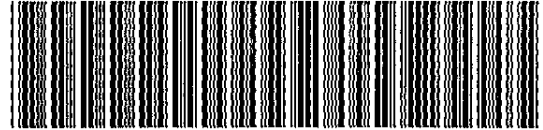
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR AMER

ROSS EARLE & BONAN, P.A.

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DAVID B. EARLE
ELIZABETH P. BONAN

ATTORNEYS AT LAW
ROYAL PALM FINANCIAL CENTER
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May 27, 2005

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

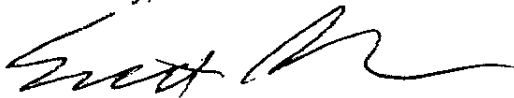
RE: Mallard Creek Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Mallard Creek Homeowners Association, Inc., 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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 2, 2005

ELIZABETH P. BONAN, ESQ.
ROSS EARLE & BONAN, P.A.
P.O. BOX 2401
STUART, FL 34995

SUBJECT: MALLARD CREEK HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N23156

We have received your document for MALLARD CREEK HOMEOWNERS 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6878.

Alan Crum
Document Specialist

Letter Number: 305A00039195

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MALLARD CREEK HOMEOWNERS ASSOCIATION, INC.
(Substantial Revisions – please consult present text)

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 October 26, 1987.

ARTICLE I

NAME

The name of the corporation shall be MALLARD CREEK HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the certain Declaration of Covenants and Restrictions for Mallard Creek as amended from time to time (the "Declaration") recorded in the office of the Clerk of the Circuit Court in and for Martin County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

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

Section 1. Common Law and Statutory Powers. 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 and Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Association Property and the Common Property and to maintain such other property as provided in the Declaration;
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend By-Laws for the Association and regulations respecting the use of the Property;
- G. To pay all taxes and other assessments which are liens against the Association Property and the Common Property;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Property;
- I. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Association Property, the Common Property and such other property maintained by the Association. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including

the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors. All directors and all officers must be Members of the Association. The directors shall be elected by the Members of the Association at the annual meeting.

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. The officers shall consist of a President, Vice-President, Secretary and Treasurer.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE IX

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges

of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X
AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded upon approval of at least fifty-one percent (51%) of the votes of the Members. Votes may be cast at a meeting of the Members, voting in person or by proxy or Members may express their approval by written consent. Provided however, that no such amendments shall conflict with the terms of the Declaration; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall be Elizabeth P. Bonan, Esq. and the street address of the registered office of the Association shall be 759 South Federal Highway, Suite 212, Stuart, Florida 34994. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

These Amended and Restated Articles of Incorporation for Mallard Creek Homeowners Association, Inc. were approved by two-thirds (2/3) of the Members, which vote was sufficient for approval on APRIL 21-05.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 12 day of May.

WITNESSES:

**MALLARD CREEK HOMEOWNERS
ASSOCIATION, INC.**

Ellen Slover
Printed Name: Ellen Slover

By John Slover
John Slover President

Joseph A. Murphy, III
Printed Name: JOSEPH A. MURPHY, III

Ellen Slover
Printed Name: Ellen Slover

By: Joan Grady
JOAN GRADY, Secretary

Les J. Murphy
Printed Name: LESA J. MURPHY

**CORPORATE
SEAL**

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on 5/12, 2005, by JOHN SLOVER, as President of Mallard Creek Homeowners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Les J. Murphy
MY COMMISSION # DD134175 EXPIRES
July 16, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Les J. Murphy
Notary Public
Printed Name: LESA J. MURPHY
Commission Expires: _____

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on 5/12, 2005 by JOAN GRADY, as Secretary of Mallard Creek Homeowners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Les J. Murphy
MY COMMISSION # DD134175 EXPIRES
July 16, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Les J. Murphy
Notary Public
Printed Name: _____
Commission Expires: _____

JOINDER OF MASTER ASSOCIATION

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereby joins in this Amended and Restated Articles of Incorporation for Mallard Creek Homeowners Association, Inc. for the sole purpose of agreeing to perform its obligations contained herein.

WITNESSES:

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC.

Valerie Karpinski
Printed Name #1: VALERIE KARPINSKI

By: Richard Shelby Its President

Carole Romagnolo
Printed Name #2: Carole Romagnolo

By: Robert Graves Its Secretary

Valerie Karpinski
Printed Name #1: VALERIE KARPINSKI
Carole Romagnolo
Printed Name #2: CAROLE ROMAGNOLLO

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF MARTIN

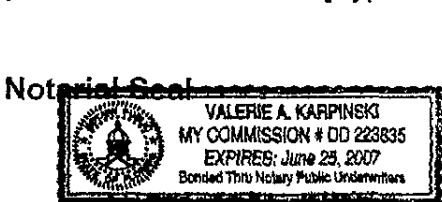
The foregoing instrument was acknowledged before me on MAY 19, 2005, by RICHARD SHELBY as President of Martin Downs Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].



Valerie Karpinski
Notary Public

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on MAY 19, 2005, by ROBERT GRAVES as Secretary of Martin Downs Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].



Valerie Karpinski
Notary Public

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Mallard Creek Homeowners Association, Inc.

Dated: 2/8/06



Elizabeth P. Bonan, Esquire