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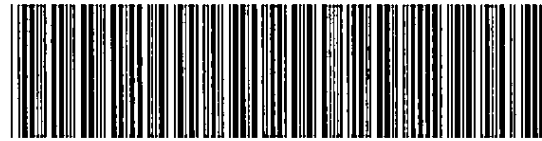
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& PLANNED DEVELOPMENT LAW

February 11, 2022

Amendments Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

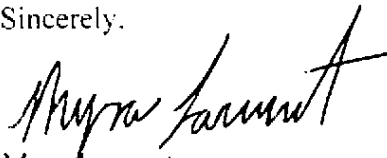
Re: Amended and Restated Articles of Incorporation of Evergreen Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Evergreen Property Owners Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

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

Sincerely,



Myra Laurent  
Paralegal to Elizabeth P. Bonan, Esq.  
Enclosures

022 FEB 15 AM

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EVERGREEN PROPERTY OWNERS ASSOCIATION, INC.  
A Florida Corporation Not for Profit**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purpose of the Articles filed with the Secretary of State on August 18, 1977 and amended on August 16, 1985 and June 10, 2021.

**ARTICLE 1.**

**Name and Address**

1.1) Name. The name of this corporation is EVERGREEN PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit. (For convenience corporation shall hereinafter be referred to as the "Association.")

1.2) Address. The Principal office of the Association shall be as designated by the Board of Directors from time to time.

**ARTICLE 2.**

**Purpose**

2.1) Purpose. The general purpose for which the Association is organized is to provide an entity pursuant to the ordinances of Martin County, Florida, for the maintenance, operation and management of Evergreen, formerly known as MID-RIVERS YACHT AND COUNTRY CLUB, a Planned Unit Development (herein the "Planned Unit Development"), located in Martin County, Florida.

2.2) The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, operation and management of the roads, streets, rights-of-way and Common Area within that certain tract of property located in Martin County, Florida, known as Evergreen, formerly known as MID-RIVERS YACHT AND COUNTRY CLUB, a Planned Unit Development (herein referred to as the "Property").

2.3) Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

### ARTICLE 3.

#### Powers

3.1) Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of that certain Declaration of Covenants, Conditions and Restrictions applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court for Martin County, Florida, as the same may be amended from time to time, or these Articles of Incorporation.

3.2) Specific Powers. The Association shall have all of the powers and privileges reasonably necessary to maintain, manage and operate the Planned Unit Development pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments against the members who are Owners in the Planned Unit Development pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, mortgage, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of at least sixty-six and two-thirds percent (66 2/3%) or two hundred (200) of its members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area shown on the Plat to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by at least eighty percent (80%) or at least two hundred forty (240) of the members, agreeing to such dedication, sale or transfer, and recorded in the public records of Martin County, Florida;

(f) Participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall

have the assent of at least eighty percent (80%) or at least two hundred forty (240) of the members;

(g) To use the proceeds of assessments in the exercise of its power and duties;

(h) To maintain, repair, replace, manage, and operate the property;

(i) To purchase insurance upon the property and insurance for the protection of the Association and its members as Owners;

(j) To make and amend reasonable rules and regulations respecting the use of the property in the Planned Unit Development; provided, however, that all such rules and regulations and amendments thereto shall be approved at least 66 2/3% of those Members voting on an amendment, provided that at least 150 votes are cast (one vote per Lot). Members may vote in person or by proxy at a membership meeting or by written consent;

(k) To enforce by legal means the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the rules and regulations, if any, for use of the property of the Planned Unit Development;

(l) To contract for the management of the Planned Unit Development and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration to have the approval of Directors or the membership of the Association;

(m) To employ personnel to perform the services required for proper operation of the Planned Unit Development;

(n) Upon the vote of at least eighty percent (80%) or at least two hundred forty (240) of the members, to acquire or enter into agreements whereby it acquires ownership or other possessory or use interest in real and personal property, including, but not limited to, marinas and other recreational facilities, whether or not contiguous to the lands of the Planned Unit Development, intended to provide for the enjoyment, recreation or other use or benefit of its members, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof;

(o) To purchase Parcels in the Planned Unit Development and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

3.3) Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the

provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

3.4) Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

#### ARTICLE 4. Members

4.1) Members. The members of the Association shall consist of all of the record owners of Parcels in the Planned Unit Development from time to time.

4.2) Change of Membership. Change of membership in the Association shall be established by the recording in the Public Records of Martin County, Florida, of a deed or other instrument establishing a change of record title to a Parcel in the Planned Unit Development and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

4.3) Limitation on Transfer of Share of Assets. 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 the member's Parcel.

4.4) Voting. There shall be only one class of voting ownership. The Owner of each Parcel shall be entitled to at least one vote as member of the Association. The exact number of votes to be cast by Owners of a Parcel and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

#### ARTICLE 5. Directors

5.1) Board of Directors. The affairs of the Association shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be members of the Association.

5.2) Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

#### ARTICLE 6. Officers

6.1) Officers. The affairs of the Association shall be administered by a President, Vice President, Secretary and Treasurer and such other officers as may be designated in the Bylaws of the Association. The officers 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 7. Indemnification

7.1) Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal 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 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 in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 8. Bylaws

8.1) Bylaws. The Bylaws of the Association shall be adopted by the First Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE 9. Amendments

9.1) Amendments. Amendments to the 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 considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Such approvals must be by not less than at least 66 2/3% of those Members voting on an amendment (one vote per Lot), provided that at least 150 votes are cast. Members may vote in person or by proxy at a membership meeting or by written consent.

ARTICLE 10.

Term

10.1) Term. The term of the Association shall be perpetual.

ARTICLE 11.

Registered Agent

11.1) Registered Agent. The street address of the Association's registered office and the name of its Registered Agent at such address shall be as designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation for Evergreen Property Owners Association, Inc were approved by written consent of at least sixty-six and two-thirds percent (66 2/3%) of the Members voting, with at least 150 Members voting, 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 9<sup>th</sup> day of February, 2022.

**WITNESSES AS TO PRESIDENT:**

Cheryl Marcinko  
Print Name: Cheryl Marcinko

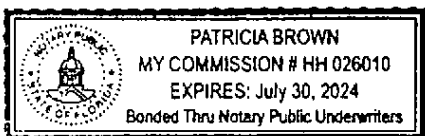
**EVERGREEN PROPERTY OWNERS ASSOCIATION, INC.**

By: David Regan  
DAVID REGAN, President

Print Name: Patricia Brown  
STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by David Regan, as President of Evergreen Property Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced \_\_\_\_\_ as identification on 2/9, 2022.

**Notarial Seal**



Patricia Brown  
Notary Public  
Print Name: Patricia Brown  
My Commission Expires: 07/30/2024



WITNESSES AS TO SECRETARY:

Cheryl Manciano  
Print Name: Cheryl Manciano

Karen M. DeGuiso  
Print Name: Karen M. DeGuiso

STATE OF FLORIDA  
COUNTY OF marion

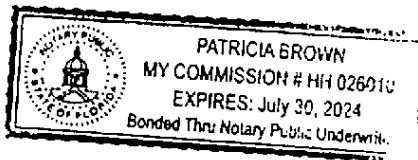
EVERGREEN PROPERTY OWNERS  
ASSOCIATION, INC.

By: Debra J. Haefler, Secretary



The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Debra Haefler, as Secretary of Evergreen Property Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced \_\_\_\_\_ as identification on 2/9, 2022.

Notarial Seal



Patricia Brown  
Notary Public  
Print Name: Patricia Brown  
My Commission Expires: 07/30/2024