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3/2/2023

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November 28, 2022

Amendments Section
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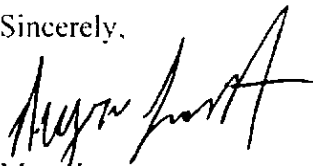
Re: Amended and Restated Articles of Incorporation of Bay Colony of Stuart Property
Owners' Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Bay Colony of Stuart 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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAY COLONY OF STUART PROPERTY OWNERS' ASSOCIATION, INC.**

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STATE
TALLAHASSEE, FL

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 on June 30, 1978.

ARTICLE I

Name

The name of the corporation shall be BAY COLONY OF STUART PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity composed of members who are owners of property located in an area known as BAY COLONY OF STUART, Stuart, Martin County, Florida. The Association shall make no distribution of income to its members, directors or officers. The Association shall exist perpetually.

ARTICLE III

Powers

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

A. 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 these Articles.

B. The Association shall have all of the powers and duties that are reasonably necessary to operate the Association pursuant to these Articles of Incorporation and Bylaws and as they may be amended from time to time, but not limited to the following:

1. To make and collect assessments against members as property owners to defray the costs, expenses and losses of the Association.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To make and amend reasonable rules and regulations regarding the maintenance, upkeep and enhancement of the area known as BAY COLONY OF STUART and of each owner's property; and to adopt reasonable rules and regulations to improve, promote and protect the area known as BAY COLONY OF STUART; provided, however, that all such regulations and their

amendments shall be approved by not less than a majority of the entire Board of Directors before such shall become effective.

4. To approve or disapprove the transfer and ownership of property located in BAY COLONY OF STUART as may be provided in the Declaration of Covenants and Restrictions of the Association.

5. To enforce by legal means the provisions of these Articles, the Declaration of Covenants and Restrictions the Bylaws and the rules and regulations of the Association.

6. To contract for the management or operation of the Association and to employ personnel to perform the services required for the proper operation of the Association.

7. To buy or lease both real and personal property for the Association's use and to sell or otherwise dispose of property so acquired.

C. All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

D. The power of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles of Incorporation, the Declaration of Covenants and Restrictions and the Bylaws.

ARTICLE IV

Members

The members of the Association shall be the record owners of property located in BAY COLONY OF STUART and after termination of the Association, shall consist of all those who are members at the time of such termination and their successors and assigns.

A. After receiving approval of the Association as may be required by the Declaration of Covenants and Restrictions, change of membership in the Association shall be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing a record of title to property located in the area known as BAY COLONY OF STUART.

B. The share of the member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his ownership of property located in BAY COLONY OF STUART.

C. The owner of each lot in the area known as BAY COLONY OF STUART shall be entitled to at least one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors as determined by the Bylaws, but shall never be less than three (3) Directors. In the absence of such determination, the Board shall consist of three (3) Directors. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE VI

Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. 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 VII

Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred 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 has been adjudged guilty of willful negligence or fraud in the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve 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 VII

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded from time to time as provided in the Bylaws.

ARTICLE IX

Amendments

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

1. Amendments must be approved by an instrument executed by owners holding not less than two-thirds (2/3) of the voting interests of the membership.

A. A copy of each amendment shall be certified by the Secretary of the State of Florida.

ARTICLE X

Registered Office and Registered Agent

The registered office of the corporation in the State of Florida shall be as designated by the Board of Directors from time to time.

The registered agent of their corporation to accept service of process in the State of Florida on behalf of this corporation shall be as designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation for Bay Colony of Stuart Property Owners Association, Inc. were approved by not less than 75% of the entire membership said approval occurring at the meeting held November 8, 2022, which 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 20th day of November, 2022.

WITNESSES AS TO PRESIDENT:

BAY COLONY OF STUART PROPERTY OWNERS ASSOCIATION, INC.

[Signature]
Print Name: Kurt Boller

By: [Signature]
William Bryan, President

[Signature]
Print Name: Linda K. Boller

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 William Bryan, as President of Bay Colony of Stuart Property Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on Nov. 20th, 2022.

Notarial Seal

[Signature]
Notary Public
Print Name: LeAnn Holycross
My Commission Expires: November 15, 2025



LEANN HOLYCROSS
Commission # HH 194833
Expires November 15, 2025
Bonded Thru Budget Notary Services

WITNESSES AS TO SECRETARY:

BAY COLONY OF STUART PROPERTY OWNERS ASSOCIATION, INC.

Kurt Bollger

Print Name: KURT BOLLGER

Linda L. Bollger

Print Name: Linda L. Bollger

By: Rosemary C. McMahon
Rosemary C. McMahon Secretary



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 Rosemary C. McMahon, as Secretary of Bay Colony of Stuart Property Owners Association, Inc., [] who is personally known to me, or [x] who has produced Drivers License / FL as identification on 11/20/22, 2022.

Notarial Seal



LEANN HOLYCROSS
Commission # HH 194633
Expires November 15, 2025
Bonded thru Budget Notary Services

Leann Holycross

Notary Public

Print Name: Leann Holycross

My Commission Expires: November 15, 2025