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June 6, 2003

Personal and Confidential

Thelma Lewis
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

Dear Ms. Lewis:

Re: Merger of Mariner Sands Country Club, Inc., into
Mariner Sands Property Owners' Association, Inc.
With its Name Changed to Mariner Sands Country Club, Inc.

Enclosed please find the original and one copy of Articles of Merger of Mariner Sands Country Club, Inc., into Mariner Sands Property Owners' Association, Inc., the surviving corporation. Please file the original and return the copy to me certified. My check in the amount of \$78.75 to cover the \$35.00 filing fee for Mariner Sands Country Club, Inc., the \$35.00 filing fee for Mariner Sands Property Owners' Association, Inc., and \$8.75 for a certified copy is also enclosed. Please file the original and return the certified copy to me.

Also enclosed are the original and one copy of the Amended and Restated Articles of Incorporation of Mariner Sands Country Club, Inc. (the foregoing surviving corporation formerly known as Mariner Sands Property Owners' Association, Inc., changing its name to Mariner Sands Country Club, Inc.), as well as my check in the amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy. Please file the original amendment and return the copy to me certified.

You will note that the effective date is July 1, 2003.

If you have any problems with this filing, please telephone me collect.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By _____

John B. McCracken

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Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINER SANDS COUNTRY CLUB, INC.
f/k/a Mariner Sands Property Owners Association, Inc.
A Florida Not for Profit Homeowners' Association
Adopted April 29, 2003
Effective July 1, 2003**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Mariner Sands Country Club, Inc. (the "Association"), hereby files the following Amended and Restated Articles of Incorporation which have been approved by its Board of Governors at a meeting held on March 12, 2003 and by vote of the Members of the Association at a Special Meeting of the Membership held on April 29, 2003, pursuant to the requirements of these Articles of Incorporation and Chapter 617, Florida Statutes.

ARTICLE 1- NAME

The name of this corporation is MARINER SANDS COUNTRY CLUB, INC. The corporation is sometimes referred to herein as the "Association".

ARTICLE 2- DEFINITIONS

All terms used herein which are defined in the Amended and Restated Mariner Sands Community Covenants, as amended and recorded in the Public Records of Martin County, Florida (the "Declaration"), shall have the same meanings when used herein.

**ARTICLE 3- PRINCIPAL OFFICE, REGISTERED OFFICE, AND
REGISTERED AGENT**

The principal place of business and registered office of the Association is:

6500 Mariner Sands Drive
Stuart, Florida 34997.

The Registered Agent of the Association at the above address is:

Larry C. Gerstner

ARTICLE 4- OBJECTS, PURPOSES AND POWERS

Section 4.1 This Association is a corporation not-for-profit organized for non-profitable purposes and activities, no part of its net earnings shall inure to the benefit of any private shareholder or Member of the Association. The Association is a Florida Homeowners' Association, which shall operate pursuant to Chapter 720, Florida Statutes.

Section 4.2 The objects and purposes for which this Association is organized are to act as a Florida homeowners' association pursuant to Chapter 720, Florida Statutes, and:

4.2.1 To establish, maintain, operate and provide all community services of every kind and nature required or desired by the Members including without limitation those services and functions described in the Declaration.

4.2.2 To provide for enforcement of the Declaration.

4.2.3 To engage in such other activities as may be to the mutual benefit of the Members.

4.2.4 To own, operate and manage property conveyed to it in accordance with the Declaration.

4.2.5 To do all things necessary and proper to carry out and accomplish the above objects and purposes and such other objects and purposes as are deemed necessary or proper by its Board of Governors.

Section 4.3 In furtherance of the aforesaid objects, purposes and powers, the Association shall have all of the powers of a Corporation Not for Profit and of a Florida Homeowners' Association organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Association which powers shall include but are not limited to, the power:

4.3.1 To make, levy and collect assessments, and to expend the proceeds of such assessments and charges for the benefit of its Members.

4.3.2 To contract with others to provide the services, benefits and advantages desired.

4.3.3 To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Association.

4.3.4 To maintain, repair, replace and operate its property.

4.3.5 To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Association.

4.3.6 To employ personnel to perform the services authorized by these Articles.

4.3.7 To purchase insurance upon its property for the protection of the Association and its Members.

4.3.8 To reconstruct improvements on and to its property after casualty or other loss.

4.3.9 To make additional improvements on and to its property.

4.3.10 To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous. Such acts would require an affirmative vote of sixty-six and two-thirds

percent (66-2/3%) of those Members casting ballots, with a minimum of fifty percent (50%) of those eligible to cast ballots having done so.

4.3.11 To dedicate all or any portion of its property or any interest therein to public use. Such an act would require an affirmative vote of seventy-five percent (75%) of those members of the Association eligible to cast ballots.

4.3.12 To enforce by legal action the provisions of these Articles, the By-Laws, and the Declaration of the Association.

4.3.13 To issue Golf-Equity Certificates and Equity Certificates and charge Initial Contributions and Amenity Fees as set forth in the By-Laws, the Declaration, and the Florida Statutes.

ARTICLE 5- MEMBERS

Section 5.1 The Members of the Association shall consist of all owners of Residential Parcels, but shall not include mortgagees or other holders of security interests only. Notwithstanding the foregoing, or anything set forth elsewhere in the Governing Documents, if more than two persons are the owners of a single Residential Parcel, no more than two of them shall be permitted to exercise the membership rights of a Member, except that a child who is living with a Member parent on a Residential Parcel shall enjoy the membership privileges of the parent through age 23. On and after 12:01 a.m., July 1, 2003, all new Members shall be required to pay a nonrefundable Initial Contribution and the owner of each Residential Parcel shall be required to pay an annual Amenity Fee for the operations and maintenance of Common Property (except the Golf Facilities and Fitness Center) that shall be in an amount determined by the Board of Governors from time to time. There shall be a class of Members also known as Golf Members who are Members in Good Standing who hold Golf-Equity Certificates as described in the Declaration and the By-Laws.

Section 5.2 Membership in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Residential Parcel.

Section 5.3 The owner of each Residential Parcel as described in the By-Laws shall have one (1) vote. Only Golf Members shall be entitled to vote on matters or participate on committees relating to the Golf Facilities.

When more than one (1) person holds an ownership interest or interests in any Residential Parcel, the vote for such Residential Parcel shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) owner cast votes with respect to any Residential Parcel. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a Residential Parcel, such vote shall not be recognized and the Residential Parcel shall not be counted for any purpose until the dispute is resolved.

Section 5.4 Members holding Golf-Equity Certificates who are current in payment of assessments, dues and other obligations for the Golf Facilities shall also be Golf Members. Golf Members shall have one (1) vote on matters relating to the Golf

Facilities that, under the terms of the Declaration or By-Laws, require approval by Golf Members only.

ARTICLE 6- TERM

The Association shall exist perpetually.

ARTICLE 7- BOARD OF GOVERNORS

The business and affairs of the Association shall be managed by a Board of Governors consisting of nine (9) Governors who shall be elected, as provided in the By-Laws. Only Members of the Association shall be qualified to be members of the Board of Governors and at least six (6) members of the Board of Governors shall be Golf Members.

ARTICLE 8- OFFICERS

The Officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Officers of the Association shall be elected by the Board of Governors of the Association in accordance with the provisions of the By-Laws of the Association.

ARTICLE 9- INDEMNIFICATION

Every Governor, Officer, committee member, and employee designated by the Board of Governors of the Association, shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with 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 Governor, Officer, committee member or employee so designated by the Board of Governors of the Association, or any settlement thereof whether or not he is a Governor, Officer, committee member or employee so designated by the Board of Governors at the time such expenses are incurred, except in such cases wherein the Governor, Officer, committee member or employee so designated by the Board of Governors, is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Governors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Governor, Officer, committee member or designated employee may be entitled.

ARTICLE 10- DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Governor or Officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association, except that Members holding Golf-Equity Certificates or Equity Certificates which have not been redeemed shall, in the event of dissolution, after payment of all creditors and prior to any distribution described hereafter, receive the (i) refundable equity portion due under the terms of their respective Golf Equity Certificates and Equity Certificates, (ii) plus any assessment added to such Equity

Certificates' value, (iii) plus any Refundable Membership Deposit paid by the respective Members. Thereafter, the Members holding Golf Equity Certificates which are not on the Refund List and which have not been downgraded, shall, on an equal pro-rata basis, be deeded or paid the value of the Golf Facilities formerly owned by the predecessor corporation known as Mariner Sands Country Club, Inc.. Unless agreed to the contrary by the affirmative vote of seventy-five percent (75%) of those Members eligible to cast ballots, upon dissolution of the Association, after payment of creditors and Members holding Golf-Equity Certificates or other Equity Certificates, and the distribution of the remaining Golf Facilities assets, as aforesaid, the remaining assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency, or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE 11- AMENDMENT OF ARTICLES

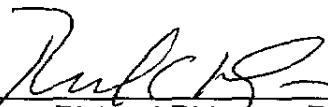
These Articles may be amended by the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of those Members casting ballots, with a minimum of fifty percent (50%) of those eligible to cast ballots having done so; provided however, that any provision in these Articles requiring an affirmative vote of a higher percentage may not be amended unless such higher percentage of affirmative votes is obtained.

ARTICLE 12- BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws may be altered, amended, or rescinded as provided in Section 19.1 of the By-Laws by the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of those Members casting ballots, with a minimum of fifty percent (50%) of those eligible to cast ballots having done so. Amendments to the By-Laws of the Association that relate to the use and enjoyment of the Golf Facilities may only be approved by Golf Members.

IN WITNESS WHEREOF, the undersigned, Mariner Sands Country Club, Inc., files these Amended and Restated Articles of Incorporation, which were approved by vote of the Members of the Association by the vote required by the Articles of Incorporation at a duly called and noticed meeting held April 29, 2003 to be effective at 12:01 a.m., July 1, 2003.

MARINER SANDS COUNTRY CLUB, INC.

By 
Richard Ridgway, President

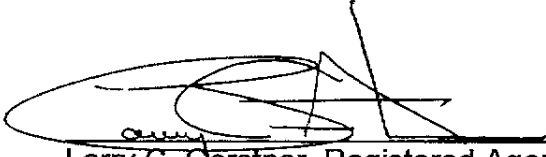
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Mariner Sands Country Club, Inc., having been heretofore organized under the laws of the State of Florida, has named Larry C. Gerstner, located at the Registered Office of the corporation at 6500 Mariner Sands Drive, Stuart, Martin County, Florida, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Larry C. Gerstner, Registered Agent