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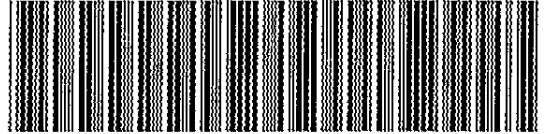
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January 3, 2003

Secretary of State
Division of Corporations
Department of State
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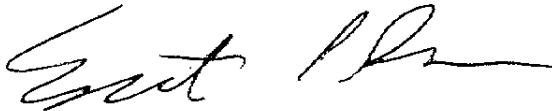
Re: Villas of Village Green Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed for filing is an Amended and Restated Articles of Incorporation for Villas of Village Green Property Owners' 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 give me a call.

Sincerely,



Elizabeth P. Bonan, Esq.
Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION INC.**

FILED
03 JAN -6 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Corporation, on March 26, 1980.

**ARTICLE I
NAME**

The name of this Corporation is VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION INC.

**ARTICLE II
PURPOSES**

The Corporation does not contemplate pecuniary gain or profit, direct, or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the property owners in the Villas of Village Green and for this purpose to:

- (a) own, acquire, build, operate and maintain recreation facilities for the benefit of property owners, including but not limited to: parks, playgrounds, commons, open spaces, streets; including buildings, structure and personal properties incident thereto, hereinafter referred to as "the common properties and facilities";
- (b) maintain unkept lands or trees;
- (c) to fix and collect assessments (or charges) to be levied against The Properties;
- (d) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (e) pay taxes, if any , on the common properties and facilities;
- (f) enter into and bind the property owners to contracts for bulk cable television service and trash collection; and

- (g) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION INC. shall be a member of the VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION INC. from the date such member acquires title to his lot, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

ARTICLE IV
TERM

This Corporation shall have perpetual existence.

ARTICLE V
OFFICERS

The officers shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be members of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of nine (9) Directors who are members of the Association. Directors terms shall be staggered and each Director shall be elected for the term of three (3) years. At each annual meeting of the members, three (3) Directors shall be elected for a term of three (3) years.

ARTICLE VII
BYLAWS

The Bylaws of the Corporation may be made, amended, altered or rescinded at a regular or special meeting of the members, by a vote of fifty-five percent (55%) of those members present and voting in person or by proxy; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in the Articles of Incorporation of applicable law.

ARTICLE VIII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles may be amended, altered or rescinded at a regular or special meeting of the members, by a vote of fifty-five percent (55%) of those members present and voting in person or by proxy; and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE IX
VOTING RIGHTS

VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION INC. shall have one class of voting membership: Members shall be all those owners as defined in Article III. Members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article III. When more than one person holds such interest or interests in any Lot all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

ARTICLE X
ADDITIONS TO PROPERTIES

Additions to the properties described in Article II may be made only in accordance with provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this Corporation to such approval and must have the assent of two-thirds of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XI
MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XII
MORTGAGES; OTHER INDEBTEDNESS

The Corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties. The total debts of the Corporation including the principle amount of such mortgages outstanding at any time shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIII
QUORUM

The presence at the meeting of members entitled to cast or of proxies entitled to cast, thirty percent (30%) of the total votes shall constitute a quorum for any action governed by the Articles of Incorporation or by the Bylaws of this corporation.

ARTICLE XIV
DEDICATION OF PROPERTIES OR TRANSFER
OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XV
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Corporation, Association, Trust or other organization to be devoted to purposes as nearly practicable the same as those to which they were required to be devoted by the Corporation.

No such disposition of VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION, INC. properties shall be effective to divest or diminish any right or title to any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

WE HEREBY CERTIFY that the foregoing Amended and Restated Articles of Incorporation of the Villas of Village Green Property Owners' Association, Inc. were duly adopted by the affirmative vote of fifty-five percent (55%) of members present in person or by proxy, which votes were sufficient for approval, at a Special Members' Meeting on December 9, 2002.

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 3rd day of January, 2003.

WITNESSES:

Michelle Jay
Printed Name #1: Michelle Jay

Nancy J. Hodde
Printed Name #2: Nancy T. Hodde

Michelle Jay
Printed Name #1: Michelle Jay

Nancy J. Hodde
Printed Name #2: Nancy T. Hodde

VILLAS OF VILLAGE GREEN PROPERTY OWNERS' ASSOCIATION, INC.

By: Ben Lombardi
Ben Lombardi, Its President

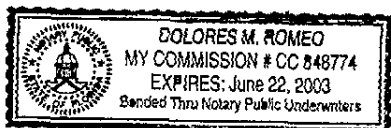
By: Louise Dingee
Louise Dingee, Its Secretary



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on January 3rd, 2003, by Ben Lombardi, as President of the Villas of Village Green Property Owners' Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: Florida Driver License].

Notarial Seal



Dolores M. Romeo
Notary Public
Printed Name: DOLORES M. ROMEO

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on January 3rd
2003, by Louise Dingee, as Secretary of the Villas of Village Green Property Owners'
Association, Inc. [] who is personally known to me, or [] who has produced
identification [Type of Identification: Florida Driver License].

Notarial Seal



Dolores M. Romeo
Notary Public
Printed Name: DOLORES M. ROMEO