

755550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200318849092

10/03/18--01005--002 **35.00

FILED
18 OCT -3 PM 3:18
CLERK OF COURT
TALLAHASSEE, FLORIDA

OCT 15 2018
S. YOUNG

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IRONWOOD PROPERTY OWNER'S ASSOCIATION, INC.**

FILED
18 OCT -3 PM 2:15
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 on December 16, 1980.

**ARTICLE I
NAME**

The name of this corporation is IRONWOOD PROPERTY OWNER'S ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II
DEFINITIONS**

All terms used herein which are defined in the Declaration of Protective Covenants for IRONWOOD recorded in the Public Records of Martin County, Florida ("Covenants") shall have the same meanings when used herein.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business and registered office of the Corporation shall be as designated from time to time by the Board of Directors. The registered agent of the Corporation shall be designated from time to time by the Board of Directors.

**ARTICLE IV
OBJECTS, PURPOSES AND POWERS**

Section 1. This corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or Member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

a. 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 Covenants.

b. To provide for enforcement of the Covenants.

c. To engage in such other activities as may be to the mutual benefit of the Members and the owners of lots in IRONWOOD PROPERTY OWNER'S ASSOCIATION, INC.

d. To own, operate and manage property conveyed to it by the Developer in accordance with the terms and provisions of the Covenants.

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

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

g. To make, establish and enforce reasonably rules and regulations governing the use of the Lots and property owned by the Corporation.

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

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

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

k. To purchase insurance upon its property for the protection of the Corporation and its Members.

l. To reconstruct improvements constructed on its property after casualty or other loss.

m. To make additional improvements on and to its property.

n. To dedicate all or any portion of its property or any interest therein

to public use.

o. To enforce by legal action the provisions of these Articles, the By-Laws of the Corporation, and the Covenants.

To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary and proper by its Directors. The Corporation shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE V

MEMBERS

Section 1. The Members of this Corporation shall consist of all owners of lots in IRONWOOD PROPERTY OWNER'S ASSOCIATION, INC., but shall not include mortgagees or other holders of security interests only.

Section 2. Membership in this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a lot.

Section 3. The Corporation shall have one class of membership. Members shall be all persons owning one or more lots.

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

ARTICLE VI

TERM

This Corporation shall exist perpetually.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of five (5) Directors. The Board of Directors shall be elected by the Members of the Corporation entitled to vote.

ARTICLE VIII
OFFICERS

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Vice President, need not be members of the Board of Directors.

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation 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 Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer 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 Directors approves such settlement and reimbursement as being for the best interest of the Corporation. 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 X
DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Unless agreed to the contrary by seventy-five (75%) percent of the

Membership, upon dissolution of the Corporation, the assets of the Corporation 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 Corporation. No disposition of the Corporation'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 XI **AMENDMENT OF ARTICLES**

The Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XII **BY-LAWS**

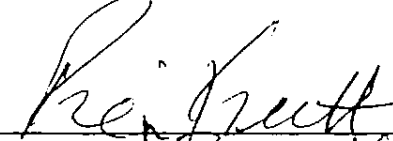
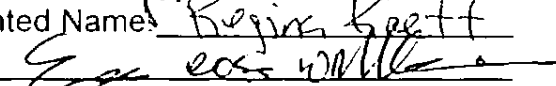
The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

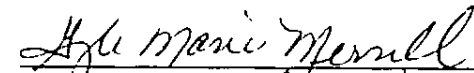
WE HEREBY CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Ironwood Property Owner's Association, Inc. were approved by two-thirds (2/3) of all members. Said approval occurring at the Members' Meeting held on June 22, 2018, which vote was sufficient for approval.

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 day of JULY, 2018.

WITNESSES AS TO PRESIDENT:

**IRONWOOD PROPERTY
OWNER'S ASSOCIATION, INC.**

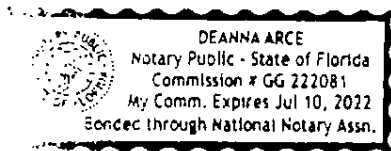

Printed Name: Regina Krett

Printed Name: Felicia Rose Jackson

By: 
Gayle Marie Merrill President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on JULY 9, 2018,
by CAYLE MERRILL, as President of Ironwood Property Owner's Association,
Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of
Identification: _____].

Notarial Seal



[Signature]
Notary Public

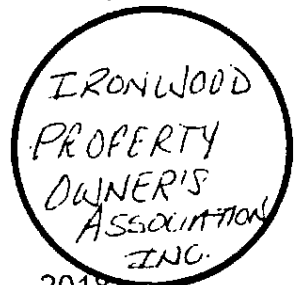
WITNESSES AS TO SECRETARY:

IRONWOOD PROPERTY
OWNER'S ASSOCIATION, INC.

[Signature]
Printed Name: Josh Summa
[Signature]
Printed Name: Victor Rivera

By: [Signature]
Jeffrey P. Rudolph, Secretary

CORPORATE
SEAL



Connecticut
STATE OF FLORIDA
COUNTY OF Fairfield

The foregoing instrument was acknowledged before me on July 5, 2018,
by Jeffrey P. Rudolph, as Secretary of Ironwood Property Owner's Association,
Inc. [☐] who is personally known to me, or [☒] who has produced identification [Type of
Identification: FL. Drivers License].

Notarial Seal

[Signature]
Notary Public

DONALD MIGLIARDI
Notary Public, Fairfield County
My Comm. Exp. January 31, 2020