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Amended &  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DR  
12/27/12

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December 19, 2012

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

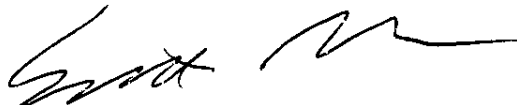
RE: Yorktown Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above referenced Association, 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 call.

Sincerely,



Elizabeth P. Bonan, Esq.

EPB/kmr

enclosures

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
YORKTOWN PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)**

FILED  
2012 DEC 21 PM 1:33  
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 on June 8, 1981 and amended on March 5, 1987.

**ARTICLE I  
NAME**

The name of the corporation shall be YORKTOWN PROPERTY OWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association", or the "Corporation."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Association will be located at a location determined by the Board of Directors from time to time.

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Association and the registered office shall be as designated by the Board of Directors from time to time.

**ARTICLE IV  
PURPOSE**

A certain Declaration of Covenants and Restrictions for Yorktown (the "Declaration") has been imposed upon certain lands in Martin County, Florida. The Declaration established and designated that the lands shall be known as "Yorktown". All terms used herein which are defined in the Declaration shall have the same meaning herein as therein. This Association is organized to serve as the instrumentality of property owners in Yorktown for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of Yorktown for the benefit of all owners thereof; of providing and promoting recreational activity within Yorktown through the acquisition of land and facilities (whether by fee simple ownership, leasehold or other possessory use interest), the maintenance of said land and facilities, and such other means and methods as it may deem in the best interest of its members; to exercise all power and discharge all

responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration; to acquire, hold, convey and otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper.

## **ARTICLE V POWERS**

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

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles and, in addition, all of the powers set forth in the Declaration, which are not in conflict with applicable law.

2. The Corporation shall have all of the powers reasonably necessary to implement the purpose of the corporation, including but not limited to the following:

a. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation, in accordance with the Declaration.

b. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments 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 business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

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

d. To borrow money, and with the consent of two-thirds (2/3) of the members, to 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. To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by two-thirds (2/3) of the members.

f. To purchase insurance upon all of the Association property and pursuant to the Declaration.

g. To reconstruct improvements upon its property after casualty, and to further improve the property.

h. To promulgate and amend rules and regulations with respect to the use of its property, the Common Property and the Units.

i. To enforce, by legal means, the provisions of the Declaration, as the same may be amended from time to time.

j. To enforce, by legal means, the provisions of these Articles, the By-Laws of the corporation and the rules and regulations for use of the property.

k. To employ such personnel to perform the services required for proper management of the Association.

## **ARTICLE VI MEMBERS AND VOTING RIGHTS**

The qualification of the members, the manner of their admissions to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of each lot containing a residential dwelling unit (hereinafter referred to as a "Unit") subjected to the Declaration, shall automatically become members of the Association upon acquisition of a fee simple title to any Unit subjected to the Declaration, by the filing of record therefor a deed in the office of the Clerk of Circuit Court in and for Martin County, Florida, evidencing such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his fee simple interest in the Unit upon which automatic membership is based or his interest is transferred and/or conveyed by operation of law, at which time the membership (with respect to the Unit conveyed) shall automatically be conferred upon the transferee. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to the Declaration.

3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated and transferred in any manner, except as an appurtenance to his Unit. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws.

4. Each member of the Association shall be entitled to one (1) vote for each Unit in which he holds the interest required for membership. When more than one person holds such interest in any Unit, all such persons shall be members, and the vote for such Unit shall be exercised as they among themselves determine, but in no even shall more than one (1) vote be cast with respect to any such Unit.

## **ARTICLE VII BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors (hereinafter sometimes referred to as the "Board"), consisting of five (5) Unit owners. Directors shall be elected by unit owners in the manner and in accordance with the method provided for in the Bylaws of the Association, as the same shall be constituted from time to time. Directors shall serve for terms of two (2) years and their terms shall be staggered as provided in the Bylaws.

## **ARTICLE VIII OFFICERS**

The officers of the corporation shall be elected by the Board of Directors, in accordance with the By-Laws of the corporation and, under the direction of the Board, shall carry out those duties assigned to them by the By-Laws. The officers shall consist of a President, Vice President, and a Secretary/Treasurer. All officers must be members of the Association. In addition, the Directors may provide for such agents, supervisory personnel or employees of the corporation as they shall see fit, none of whom need be members of the corporation. Officers will be elected annually to hold office until the next annual meeting of the Board or until their successors are elected and qualified.

## **ARTICLE IX DISSOLUTION OF THE ASSOCIATION**

Upon dissolution of the Association, other than incident to a consolidation or merger, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. There shall be dedicated to any applicable municipal or other governmental authority any property determined by the Board of Directors of the Association to be appropriate for such dedication, provided the authority is willing to accept the dedication.

2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

The Association may be dissolved upon a resolution to that effect being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of the Association's members.

#### **ARTICLE X BY-LAWS**

The Bylaws of the Association may be amended, altered or rescinded as provided in the Bylaws.

No amendment shall be made to the By-Laws that is in conflict with the Articles of Incorporation or the Declaration. A copy of each amendment shall be attached to a certificate, certifying that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be executed by the officers of the Association with the formalities of the execution of a deed.

#### **ARTICLE XI PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, directors or officers for services rendered; nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617 and 720, Florida Statutes.

#### **ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, 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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. 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 XIII TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because the officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that the director or officer may be interested in any such contract or transaction.

2. Interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, however, any such interests must be divulged at the meeting and noted in the minutes of the meeting.

### **ARTICLE XIV AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3) of the members of this Association present at any meeting of the members of the Association called at least in part to consider such amendment, or approved in writing by the members of this Association having not less than two-thirds (2/3) of the total membership vote.

### **ARTICLE XV DURATION**

The term of the Association shall be perpetual.

These Amended and Restated Articles of Incorporation for Yorktown Property Owners Association, Inc. were approved by a majority of the Board of Directors at their meeting held on August 8, 2012 and by two-thirds (2/3) of the members present at a meeting held on October 24, 2012.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 3rd day of December 2012.



WITNESSES AS TO PRESIDENT:

Nedra R. White  
Printed Name: NEDRA R. WHITE

June L. Carroll  
Printed Name: June L. Carroll

YORKTOWN PROPERTY OWNERS  
ASSOCIATION, INC.

By: Laura Van Walleendael  
Laura Van Walleendael, President

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Dec. 3rd, 2012,  
by Laura Van Walleendael as President of Yorktown Property Owners Association,  
Inc. [ ☒ ] who is personally known to me, or [ ] who has produced identification [Type of  
Identification: \_\_\_\_\_].

Notarial Seal



Diane Frazier  
COMMISSION #EE216140  
EXPIRES: JAN. 31, 2014  
WWW.AARONNOTARY.COM

[Signature]  
Notary Public

WITNESSES AS TO SECRETARY:

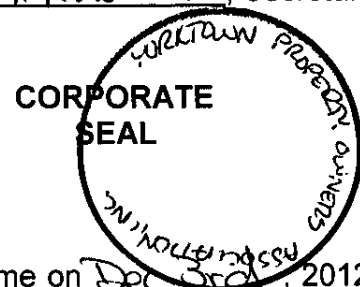
Laura Van Walleendael  
Printed Name: Laura Van Walleendael

June L. Carroll  
Printed Name: June L. Carroll

STATE OF FLORIDA  
COUNTY OF Martin

YORKTOWN PROPERTY OWNERS  
ASSOCIATION, INC.

By: Nedra R. White  
NEDRA R. WHITE, Secretary



The foregoing instrument was acknowledged before me on Dec. 3rd, 2012,  
by Nedra R. White as Secretary of Yorktown Property Owners Association,  
Inc. [ ☒ ] who is personally known to me, or [ ] who has produced identification [Type of  
Identification: \_\_\_\_\_].

Notarial Seal



Diane Frazier  
COMMISSION #EE216140  
EXPIRES: JAN. 31, 2014  
WWW.AARONNOTARY.COM

[Signature]  
Notary Public