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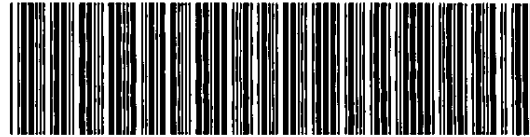
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TALLAHASSEE, FLORIDA

2014 MAY 29 A 4: 28

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[Signature]
JUN 10 11 AM
T. LEMIEUX

CERTIFICATE OF AUTHENTICITY

The undersigned, the President and Secretary of Eaglewood Homeowners Association, Inc. do hereby certify that to the best of their knowledge and belief, the attached documents are true and accurate copies of the Second Amended and Restated Articles of Incorporation as adopted by the Board of Directors of Eaglewood Homeowners Association, Inc.

IN WITNESS WHEREOF, the undersigned have caused these presents to be signed in its name by its President, Secretary and its corporate seal affixed this 30 day of April, 2014.

WITNESSES:

James R. Braun
Witness signature

JAMES R. BRAUN
Printed Name of Witness

Judith M. Ross
Witness Signature

Judith M. Ross
Printed Name of Witness

Rosa N. Gutierrez
Witness Signature

Rosa N. Gutierrez
Printed Name of Witness

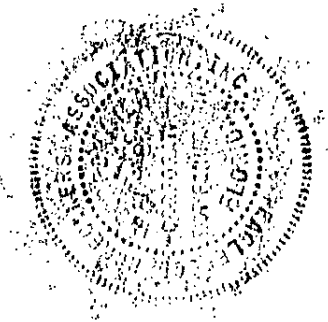
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EAGLEWOOD HOMEOWNERS
ASSOCIATION, INC.

By: Judith M. Ross
Its President

By: Maureen L. Mullins
Its Secretary

CORPORATE
SEAL (emboss here):



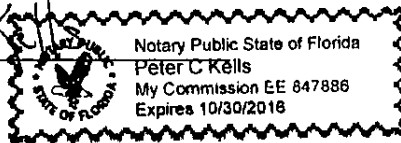
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2014 MAY 29 A 4:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30 day of April, 2014 by Judith E. Rosenthal as President of Eaglewood Homeowners Association, Inc., who is personally known to me ☒ or ☐ who has produced identification [Type of Identification: _____].

Signature

Printed Name

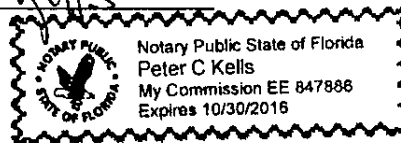


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30 day of April, 2014 by Marjorie L. Mullins as Secretary of Eaglewood Homeowners Association, Inc., who is personally known to me ☒ or ☐ who has produced identification [Type of Identification: _____].

Signature

Printed Name



**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EAGLEWOOD HOMEOWNERS ASSOCIATION, INC.
A Not-For-Profit Corporation**

**Article I
Name**

The name of this corporation is Eaglewood Homeowners Association, Inc. (hereinafter to be known as "Eaglewood").

**Article II
Purposes**

The purpose of this corporation is as follows: to change a corporate structure previously established to serve the management needs of the developer to one which more adequately meets the needs of the present and/or future owners of residences in Eaglewood.

A. To consolidate Eaglewood Homeowners-Association (a not-for-profit corporation) and the Eaglewood Country Club, Inc. (a not-for-profit corporation) into a single not-for-profit entity to carry out the administrative and management functions of Eaglewood, a Planned Unit Development.

B. To take title to and to operate, maintain, repair, improve, lease and administer the Properties of both corporations which are defined in and subject to the Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions of Eaglewood, a Planned Unit Development, which Declaration is recorded in the Official Records of Martin County, Florida (said Declaration, as amended from time to time and hereinafter referred to as the "Declaration").

C. To carry out the duties and obligations and receive the benefits given Eaglewood by the Declaration.

D. To establish Second Amended and Restated By-Laws ("By-Laws") for the operation of Eaglewood and rules and regulations for governing the same, and enforce the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

E. To make and amend reasonable regulations respecting the use of all facilities located on the real and personal property owned by Eaglewood in the manner provided in the By-Laws of Eaglewood.

F. To fix, levy, collect and enforce payment by lawful means all charges made pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expense incident to the conduct of business of

Eaglewood, including all licenses, taxes or governmental charges levied or imposed against the property of Eaglewood.

G. To provide for the management of all properties and to delegates to such manager all powers and duties necessary for carrying out assigned functions except those specifically reserved unto Eaglewood by these Articles and the By-Laws.

H. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, and maintain both real and personal property in connection with the affairs of Eaglewood, except that Eaglewood shall not convey or dispose of any common properties in any manner.

I. To hold and execute the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Declaration, these Articles, and the By-Laws of Eaglewood.

J. To purchase insurance upon property owned by Eaglewood and insurance for the protection of the members of Eaglewood.

Article III Existence

Eaglewood Homeowners Association, Inc., a not-for-profit corporation, shall have perpetual existence.

Article IV Directors

A. The affairs and property of Eaglewood shall be managed and governed by a Board of Directors ("Board") composed of seven (7) or nine (9) persons ("Directors"), the exact number to be determined by the Board of Directors prior to the annual election.

B. Directors shall be elected by the Owners in accordance with the By-Laws at the regular annual meetings of the membership of Eaglewood.

Article V Registered Office

The Registered Office of Eaglewood shall be 8520 S.E. Eaglewood Way, Hobe Sound, Florida 33455.

Article VI Officers

A. Subject to the direction of the Board, the affairs of Eaglewood shall be

administered by officers who shall be elected by and serve at the pleasure of said Board.

B. All officers shall be elected by the Board in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board shall elect a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable.

Article VII By-Laws

A. The By-Laws of Eaglewood were adopted by the Board of Directors. The By-Laws may be amended by the Board and/or Homeowners in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagees.

Article VIII Amendments

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by a majority of the Board of Directors or a majority of the members. Such proposals shall be in writing and shall be delivered to the President, who shall thereupon call a special meeting of the Homeowners not less than forty-five (45) days nor more than sixty (60) days following his receipt of the proposed amendment. Notice of such special meeting shall be given and posted in the manner provided in the By-laws. An affirmative vote of three-fourths (3/4) of the Homeowners present, including proxies, at a duly-called and held meeting of Eaglewood shall be required for approval of the proposed amendment.

B. Any amendment hereto which would affect the surface water management system established for Eaglewood, a Planned Unit Development, including the water management portions of the common areas, must be approved by the South Florida Water Management District.

C. Any Owner may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the president or notice of special meetings to vote thereon, either before, at, or after a membership meeting at which a vote is taken to amend these Articles.

Article IX Indemnification

Every Director, officer and committee member of Eaglewood shall be indemnified against all expenses and liabilities, including counsel fees reasonably incurred by or

imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being of having been a Director, officer or committee member, whether or not he is a Director, officer or committee member at the time such expenses are incurred, except in such cases wherein the Director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such settlements must be approved by the Board of Directors as being in the best interest of Eaglewood. 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 Construction

In the event of any conflict or ambiguity between the terms and conditions of the Declaration and these Articles or the By-Laws, the Declaration shall have priority over these Articles and the By-Laws and the terms and conditions of the Declaration shall take precedence over and supersede the terms and conditions of these Articles and the By-Laws. In the event of a conflict between these Articles and By-Laws, the terms of the Articles shall take precedence over the terms of the By-Laws. Any conflict or ambiguity with regard to the affairs of Eaglewood shall be resolved by reference to this provision.

Article XI Capital Stock

Eaglewood Homeowners Association, Inc., a not-for-profit corporation, shall have no capital stock and shall be composed of Homeowners rather than shareholders. Each Homeowner shall have a one-three hundredth (1/300) interest in the Corporation.

Article XII Membership

A. The Members in the Association shall consist of owners of a Lot or Residence within Eaglewood, a Planned Unit Development, located in Martin County, Florida, as shown on the Plat thereof on file in the Office of the Clerk of the Circuit Court in and for Martin County, Florida, and the spouse of such owner. Members shall qualify Membership and become Members of the Association upon recording in the Public Records of Martin County of a document transferring title to any Lot or Residence in Eaglewood, a Planned Unit Development, to said Member or that Member's spouse.

B. As more fully detailed in the Declaration of Protective Covenants, Restrictions and Limitations for Eaglewood, a Planned Unit Development, Membership in Eaglewood is part of an incident of ownership, or marriage to the owner of a Lot or Residence within Eaglewood, a Planned Unit Development.

ARTICLE XIII CONSTRUCTION

Wherever the singular masculine form of the pronoun is used in these Articles of Incorporation, it shall be construed to include the masculine, feminine or neuter, singular or plural, wherever the context so requires.
