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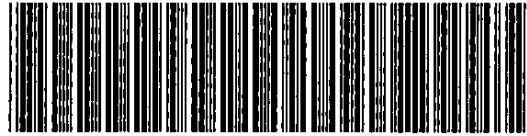
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DÉBORAH L. ROSS
DAVID B. EARLE
ELIZABETH P. BONAN

September 22, 2006

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

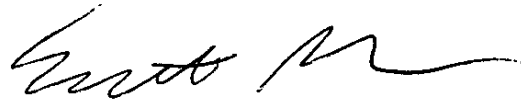
RE: Pantherwoods Master Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Panther Woods Master 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 call.

Sincerely,



Elizabeth P. Bonan, Esq.
EPB/kmr
Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PANTHER WOODS MASTER ASSOCIATION, INC.

A Corporation not for profit
Under the laws of the State of 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 Corporations on January 28, 1983 and amended on December 21, 1988 and May 7, 1997. The same Articles of Incorporation were recorded in Official Records of St. Lucie County, Florida at Official Records Book 405, Page 1586, et. seq. and amended at OR Book 618, Page 822 et. seq. and OR Book 1078, Page 939, et. seq. The same Articles of Incorporation are hereby amended and restated as approved by the Board of Directors by vote sufficient for approval at a meeting of the Board of Directors held on February 15, 2006.

ARTICLE I
NAME

The name of the corporation shall be PANTHER WOODS MASTER ASSOCIATION, INC. ("Association").

ARTICLE II
INITIAL REGISTERED OFFICE AND AGENT

The registered office of the Association shall be as designated by the Board of Directors from time to time. The registered agent of the Association shall be as designated by the Board of Directors from time to time. The principal business office of the Association shall be at such place as the Board of Directors of the Association ("Board") may designate from time to time.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain profit to the members thereof ("Members"). The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural compatibility of the Lot, Villa, Unit and Phase IV Unit use areas and common areas within that entire tract of property located in St. Lucie County, Florida, (herein called "the Property") described in Exhibit A and Exhibit B of the Declaration of Covenants, Conditions, Easements and Restrictions of PANTHER WOODS (herein called "the Declaration") recorded in the St. Lucie County public records, to promote the health, safety and welfare of the residents within the

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Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length with all definitions of terms set forth therein being applicable to such terms in these Articles;

(b) fix, levy, collect and enforce payment by any lawful means all charges and Assessments pursuant to the terms of the Declaration, to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or government charges levied or imposed against the property of the Association;

(c) 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 Association;

(d) dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedications or transfer shall be effective unless two-thirds (2/3) of the Members of each Sub-Association and three fourths (3/4) of members of the Board of Directors of the Association have approved such dedications, sale or transfer;

(e) have and exercise any and all powers, rights and privileges which a corporation organized under the Corporations Not For Profit Law of the State of Florida by law may now or hereafter have or exercise and not in conflict with these articles;

(f) maintain, repair, replace and operate the common areas and the personal property owned by the Association, if any;

(g) purchase insurance upon the common areas, if any, and insurance for the protection of the Association and its Members;

(h) reconstruct improvements to the common areas after casualty and further improve the common areas;

(i) make and amend reasonable rules and regulations respecting the maintenance, upkeep, and use of the common areas, Lots, Units, Villas and Phase IV Units;

(j) employ personnel to perform the services required for the proper operation, maintenance and upkeep of the common areas and the operation of the Association;

(k) contract for the management of the Association and the performance of its duties with a third party and delegate to said third party all of the powers and duties of

the Association except those required by these Articles or the Declaration to have the approval of the Board or the Members;

(l) borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association;

(m) do any and all other things and exercise any and all other powers which may lawfully be done or exercised by a corporation not for profit.

ARTICLE IV QUALIFICATION OF MEMBERS

Each homeowners or condominium association created to administer a particular group of Lots, Units, Villas or Phase IV Units in Panther Woods, shall be a member of the Association.

ARTICLE V VOTING RIGHTS

All voting and all decisions shall be by the Board of Directors of the Association and each member of the Board of Directors shall have 1 vote.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this Association shall be managed by the Board of Directors. Each member Sub-Association shall be entitled to designate one (1) of its members as a representative on the Board of Directors for each fifty (50) members or fraction thereof, of such Sub-Association.

The members of the Board shall serve as provided in the By-Laws. Directors may be removed in the manner provided for in the By-Laws.

ARTICLE VII OFFICERS

The Association shall be administrated by the Officers designated in the By-Laws. The Officers shall be elected in accordance with the Bylaws.

ARTICLE VIII BY-LAWS

The first By-Laws of the Association were adopted by the Board and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX
INDEMNIFICATION

Every Director and Officer of the Association shall be demnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon him, in connection with any proceeding or settlement of 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, but the provisions of this Article shall not apply if a 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 identification provided herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of the indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE X
DISSOLUTION

The Association may be dissolved in the manner provided by the laws of Florida.

ARTICLE XI
TERM

The term of this Association shall be perpetual.

ARTICLE XII
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

(a) A notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

(b) A resolution for the adoption of the proposed amendment may be proposed only by the Board. Directors not present in person or by proxy at a meeting considering an amendment may express their approval in writing provided that such approval is delivered to the secretary of the Association at or prior to the meeting. Except as elsewhere provided, amendments to these Articles shall require the assent of three-fourths (3/4) of the members of the Board of the Association.

(c) A copy of each amendment shall be filed with the Secretary of State and recorded among the Public Records of St. Lucie County, Florida.

ARTICLE XIII
TRANSACTION IN WHICH OFFICERS OR DIRECTORS
ARE INTERESTED

No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of the officers or directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorizes such a contract or transaction, or solely because of the vote of such officer or director in connection therewith. No officer or director of the Association shall incur liability by reason of the fact that such officer or director is or may be interested in any such contracts or transactions. Interested directors may be counted in determining presence of a quorum at the meeting of the Board of Directors or of any committee thereof, which authorizes contracts or transactions.

ARTICLE XIV
PARAMOUNT PROVISIONS

In the event of any irreconcilable conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall govern and control first and then the provisions of these Articles. However, the Declaration, and these Articles shall, to the extent possible, be read, construed and interpreted so that they are consistent and so that all provisions of each instrument shall be given effect. Defined terms and words in the Declaration shall have the same meaning when used in these Articles.

These Amended and Restated Articles of Incorporation for Panther Woods Master Association, Inc. were adopted by three-fourths (3/4) of the members of the Board of Directors on 2-15-06, which vote was sufficient for approval. The foregoing does not contain any amendments requiring approval by members.

WITNESSES:

PANTHER WOODS MASTER ASSOCIATION, INC.

Donald H. Williams
Printed Name: DONALD H. WILLIAMS

By: Lenore L. Ford
Lenore L. Ford, President

Granville Wille
Printed Name: GRANVILLE WILLE

Peter Buchwald
Printed Name: PETER BUCHWALD

By: George Koneval - acting secretary
GEORGE KONEVAL, Secretary

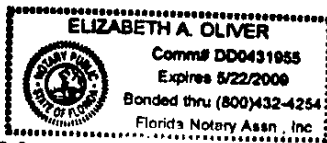
James T. Curry
Printed Name: JAMES T. CURRY

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledge before me on FEB 15, 2006, by LENORE L. FORD, as President of Panther Woods Master Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: PHOTO].

Notarial Seal

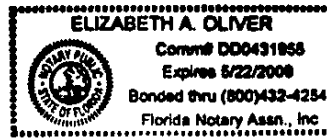


Elizabeth A. Oliver
Notary Public
Printed Name: ELIZABETH A. OLIVER
Commission Expires: 5-22-09

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledge before me on FEB 15, 2006, by GEORGE KONEVAL, as Secretary of Panther Woods Master Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: PHOTO I.D.].

Notarial Seal



Elizabeth A. Oliver
Notary Public
Printed Name: ELIZABETH A. OLIVER
Commission Expires: 5-22-09

Record and Return to:
ELIZABETH P. BONAN, ESQ.
Ross Earle & Bonan, P.A.
Post Office Box 2401
Stuart, Florida 34995