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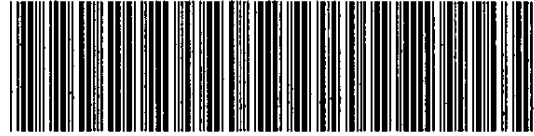
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June 19, 2008

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

RE: Martin Downs 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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARTIN DOWNS
PROPERTY OWNERS ASSOCIATION, INC.

(a corporation not for profit)

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation filed with the Florida Secretary of State on April 14, 1983, which purpose was to form a corporation not for profit under Chapter 617 (Part I) of the Florida Statutes (the "Florida Not For Profit Corporation Act").

ARTICLE I
NAME

The name of the corporation shall be MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Master Association" and its duration shall be perpetual.

ARTICLE II
PURPOSE

The purpose for which the Master Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Master Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Master Association as defined and set forth in that certain Declaration of Covenants and Restrictions for Martin Downs (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Martin County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III
POWERS

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

Section 1. Common Law and Statutory Powers. The Master Association shall have all of the common law and statutory powers of a

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corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Master Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Master Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members, Owners, Club Owners and Monarch Owner to defray the Common Expenses;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Master Association Property and the Common Property;

E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

F. To make and amend Bylaws for the Master Association and regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Master Association Property and the Common Property.

H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations of the Master Association, the declarations of covenants and restrictions for the Developments, including without limitation, the architectural and use restrictions contained therein, the Articles of Incorporation of the Associations, the Bylaws of the Associations, and the rules and regulations promulgated by the Associations.

I. To provide for management and maintenance and to authorize a management agent to assist the Master Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Master Association Property and the Common Property. The Master Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Master Association.

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Master Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Master Association shall be distributed to the Members, directors, or officers of the Master Association.

Section 4. Limitations. The powers of the Master Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERSHIP

Qualification for, and admission to, membership in the Master Association shall be regulated by the Declaration and the Bylaws of the Master Association.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Master Association shall be managed by a Board of Directors. All directors and officers must be Owners. Each member of the Master Association shall appoint one (1) member of the Board of Directors who shall serve until the next annual meeting of the Board of Directors, at which time, he may be reappointed.

ARTICLE VI OFFICERS

Officers shall be elected at the annual meeting of the Board and shall hold office until the next annual meeting of the Board of Directors or until their successors shall have been appointed and shall qualify.

ARTICLE VII INDEMNIFICATION OF OFFICERS, DIRECTORS AND MEMBERS OF THE A.R.B.

Every Director and Officer and member of the Architectural Review Board of the Master Association shall be indemnified by the Master Association as provided in the Declaration

ARTICLE VIII
BYLAWS

The Bylaws of the Master Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation of the Master Association may be amended, altered or rescinded by a vote of at least fifty-one percent (51%) of the members.

ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE

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

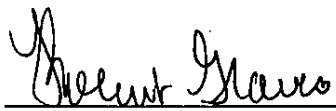
ARTICLE XI
NON-CONDOMINIUM ASSOCIATION

The Master Association is not intended to be a condominium association and is not created in accordance with Chapter 718, Florida Statutes (1983), in existence as of the date of filing the Articles with the Secretary of State, State of Florida.

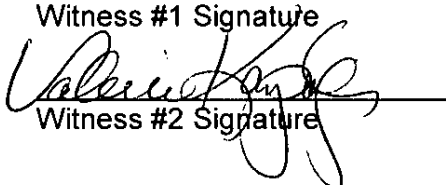
The foregoing were adopted as the Amended and Restated Articles of Incorporation of MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., a Not-for-Profit Corporation under the laws of the State of Florida, at the meeting of the Board of Directors on April 30, 2008, which vote was sufficient for approval.

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 5th day of MAY, 2008.

WITNESSES:



Witness #1 Signature



Witness #2 Signature

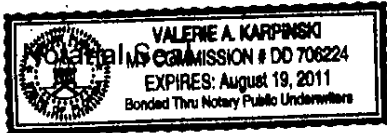
MARTIN DOWNS PROPERTY
OWNERS ASSOCIATION, INC.

By 

Dennis Rohan, President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on MAY 5, 2008, by Dennis Rohan, as President of Martin Downs Property Owners Association, Inc. [☒] who is personally known to me, or [☐] who produced identification in the form of _____.



Valerie Karpinski
NOTARY PUBLIC
Printed Name: VALERIE A KARPINSKI
Commission expires: AUGUST 19 2011

M. Paul Rice
Witness #1 Signature

Valerie Karpinski
Witness #2 Signature

STATE OF FLORIDA
COUNTY OF MARTIN

By Robert Graves
Robert Graves, Secretary



The foregoing instrument was acknowledged before me on MAY 5, 2008, by Robert Graves, Secretary of Martin Downs Property Owners Association, Inc. [☒] who is personally known to me, or [☐] who produced identification in the form of _____.

Notarial Seal

Valerie Karpinski
NOTARY PUBLIC
Printed Name: VALERIE A KARPINSKI
Commission Expires: AUGUST 19 2011