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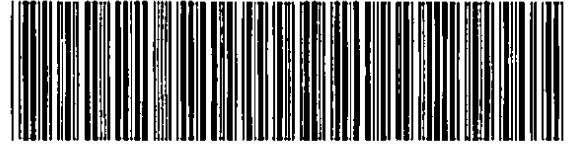
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JOHN P. CARRIGAN*
LAUREN A. CARROLL
JAMES A. ALDERMAN

+CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

November 16, 2021

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

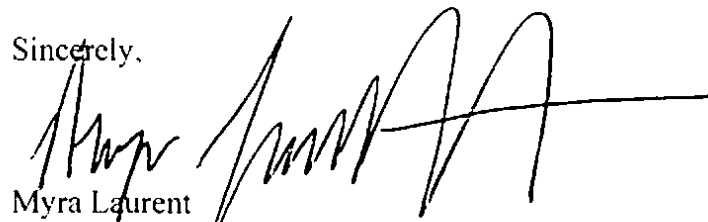
Re: Amended and Restated Articles of Incorporation of Bridgetown Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Bridgetown Property Owners Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Myra Laurent
Paralegal to Elizabeth P. Bonan, Esq.
Enclosures

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

FILED
21 Nov 23 PM 2:32
STATE
FLORIDA

The purpose of this Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation as originally filed with the Secretary of State on December 30, 2003.

**ARTICLE I
DEFINITIONS**

- A. The terms contained in these "Articles" with initial capital letters have the meaning defined in the Declaration of Protective Covenants and Restrictions for Bridgetown Community as recorded amongst the Public Records.
- B. The following word when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meaning:
 - 1. "Director" means a member of the Board.

**ARTICLE II
NAME**

The name of this corporation shall be Bridgetown Property Owners Association, Inc., a Florida corporation not for this profit (hereinafter "Association"), whose address is as designated by the Board of Directors from time to time.

**ARTICLE III
PURPOSES**

The purpose for which the Association is organized is to take title to, operate and maintain the Association Property in accordance with the Provisions, Benefits and Burdens established by the Declaration and to carry out the Provisions, Benefits and Burdens and to enforce said Provisions, Benefits and Burdens as set forth in the Community Documents and to operate, lease, trade, sell and otherwise deal with the personal and real property of the Association.

ARTICLE IV

POWERS

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

- A. The Association 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 the Community Documents, including without limitation the powers set forth in Florida Statutes Chapter 617.
- B. The Association shall have all of the powers to be granted to the Association in the Declaration.
- C. The Association shall have all of the powers reasonably necessary to implement the Association's purposes, including, but not limited to, the following:
 - 1. To do any acts required or contemplated by the Association under the Declaration or any other of the Community Documents;
 - 2. To purchase, own, convey, lease and encumber (including mortgage) real and personal property;
 - 3. To make, establish and enforce reasonable rules and regulations governing the Property or any portions thereof including, without limitation, the Association Property;
 - 4. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Operating Expenses in the manner provided in the Declaration, and to use and expend the proceeds of such Assessments in the exercise of the Association's powers and duties hereunder;
 - 5. To administer, manage and operate the Property, including the Surface Water or Stormwater Management System permitted by the South Florida Water Management District Permit, in accordance with the Community Documents and to maintain, repair, replace and operate the Association Property, including the Surface Water or Stormwater Management System permitted by the South Florida Water Management Permit, in accordance with the Community Documents;
 - 6. To enforce by legal means the obligations of the membership of the Association and the Provisions, Benefits and Burdens of the Community Documents;
 - 7. To employ personnel, retain independent contractors and professional personnel;

8. To enter into service and management contracts to provide for the maintenance, operation, management and administration of the Association Property;
9. To enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements for: (i) the installation, maintenance and operation of a master television antenna and cable television system, if any; (ii) the installation, maintenance and operation of the security and communications systems, if any; (iii) pest control services; and (iv) street lighting;
10. To enter into the Declaration, the Community Documents and any Amendments thereto and instruments referred to therein;
11. To deal with other corporations and associations or representatives thereof on matters of mutual interest; and
12. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Property in a proper and aesthetically-pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of life at the Property.

ARTICLE V

MEMBERS

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

- A. The membership of the Association shall be comprised of "Members" (as hereinafter set forth).
- B. The manner of their admission to membership, the manner of the termination of such membership, and the manner of voting by Members shall be as follows:
 1. Once any Attached Home Lot has been conveyed to an Owner, the Owners, shall be entitled to exercise all of the rights and privileges of Members. Membership in the Association, shall be established by the acquisition of ownership of fee title to an Attached Home Lot as evidenced by the recording of a deed or other instrument of conveyance amongst the Public Records whereupon the membership of the prior Owner shall terminate as to the Attached Home Lot. The person, persons, corporation or other legal entity thereby acquiring such Attached Home Lot shall not be a Member unless and until such acquisition is in compliance with the Provisions, Benefits and

Burdens of the applicable Declaration. New Members shall deliver to the Association a certified copy of the deed of conveyance, letter of approval or other instrument of acquisition of title to the Attached Home Lot.

2. No Member may assign, hypothecate or transfer in any manner his membership or his share in the funds and assets of the Association except as an appurtenance to his Attached Home Lot.
3. With respect to voting, the following provisions shall apply:
 - i. Each Member, shall be entitled to only one (1) vote, which vote shall be exercised and cast in accordance with the Declaration. In the event there is more than one (1) Owner with respect to an Attached Home Lot as a result of the fee interest in such Attached Home Lot being held by more than one (1) person or entity, such Owners collectively shall be entitled to only one (1) vote.
 - ii. In matters that require a vote, matters shall be voted on by the Members and shall be determined by a vote of the majority of the Membership in attendance at any meeting having a quorum, unless otherwise required by law or in the Community Documents. A quorum of the Members shall consist of thirty percent (30%) of the number of Members entitled to cast a vote.
 - iii. The membership shall be entitled to elect the Board as provided in Article IX of these Articles.

- C. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the Provisions, Benefits and Burdens of the Community Documents. All decisions of the Association shall be made by the Board as hereinafter provided.

ARTICLE VI

TERM

The term for which the Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners' association or a public agency having a similar purpose, or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the Association and its properties.

ARTICLE VII

OFFICERS

- A. The affairs of the Association shall be managed by the President of the Association, assisted by the Secretary and the Treasurer, and, if any, and by one (1) or more Vice President(s), one (1) or more Assistant Secretary(ies) and one (1) or more Assistant Treasurer(s), subject to the directions of the Board.
- B. The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasures as the Board shall, from time to time, determine. The President shall be elected from amongst the Directors, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or President and Assistant Secretary be held by the same person.

ARTICLE VIII

BOARD OF DIRECTORS

- A. There shall be five (5) members on the Board of Directors. Directors must be selected from amongst the Members.
- B. The Board shall control the operation of the Association and shall possess all of the powers of the Association. All decisions of the Board, except the amendment of these Articles, shall be by a majority vote of the Directors present at a meeting of the Board at which a quorum is present and each Director shall be entitled to one (1) vote.

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) (hereinafter individually as "Indemnitee" and collectively "Indemnites") shall be indemnified by the Association against all costs, expenses and liabilities, including Legal Fees reasonably incurred by or imposed upon by Indemnites in connection with any proceeding, litigation or settlement in which Indemnites may be a party, or in which Indemnites may be involved, by reason of Indemnites being or having been a Director and/or officer at the time such cost, expense or liability is incurred, except in such cases wherein the Indemnitee is adjudged to have engaged in willful misfeasance or malfeasance in the performance of Indemnitee's duties; provided that in the event of a settlement, the indemnification 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 indemnification shall be in addition to and not exclusive

of any and all rights to which such Indemnitee may be entitled by common or statutory law.

ARTICLE X BYLAWS

The Bylaws of the Association may be altered, amended or rescinded as set forth therein. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI AMENDMENTS

A. These Articles may be amended as follows:

1. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting of the Board at which such proposed Amendment is considered and the Board must approve such proposed Amendment by a vote of two-thirds (2/3) of all Directors; or
2. By all the Directors signing an instrument amending these Articles and filing such instrument in the office of the Secretary of State of the State of Florida.

B. No Amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the Provisions, Benefits and Burdens set forth in the Declaration or any Amendments or supplements thereto.

C. A copy of each Amendment shall be certified by the Secretary of State of the State of Florida and recorded in the Public Records.

D. Notwithstanding the foregoing provisions of this Article XI, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of: any Institutional Mortgagee (as such term is defined in the Declaration) without prior written consent of such Institutional Mortgagee.

ARTICLE XII REGISTERED OFFICE AND REGISTERED AGENT AND INCORPORATOR

The street address of the Association and the name and street address for the registered agent for the Association shall be as designated by the Board from time to time.

ARTICLE XIII
SOUTH FLORIDA WATER MANAGEMENT DISTRICT MATTERS

The following shall also apply to the Association:

- A. The Association shall: (i) operate, maintain and manage the Surface Water or Stormwater Management System in manner consistent with the SFWMD Permit requirements and applicable rules of the SFWMD; and (ii) enforce the terms of the Declaration which relate to the Surface Water or Stormwater Management System.
- B. The Association shall levy and collect adequate Assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System.
- C. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an appropriate agency of local government or an alternative, non-profit association approved by the SFWMD prior to such termination, dissolution, or liquidation.

These Amended and Restated Articles of Incorporation are hereby approved by all of the Directors, as signified by signatures set forth below, which is sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its Directors and Officers and its corporate seal affixed this 9th day of November, 2021.

Signature pages to follow.

WITNESSES:

Print Name: Rebecca M. Crouse

Print Name: Rebecca M. Crouse

BRIDGETOWN PROPERTY OWNERS
ASSOCIATION, INC.

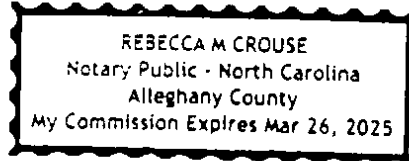
By: Spencer W. Morten III
Spencer W. Morten II, President/Director

STATE OF North Carolina

COUNTY OF Alleghany

The foregoing instrument was subscribed, sworn and acknowledged before me by means of [] physical presence or [] online notarization, by Spencer W. Morten III, as President and Director of Bridgetown Property Owners Association, Inc., ~~he~~ who is personally known to me, or [] who has produced _____ as identification on September 30, 2021.

Notarial Seal



Rebecca M. Crouse
Notary Public
Print Name: Rebecca M. Crouse
My Commission Expires: March 26, 2

WITNESSES:

Rose Vivinto
Print Name: Rose Vivinto

Weerawan Komonvattthana
Print Name: Weerawan Komonvattthana

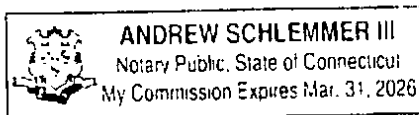
**BRIDGETOWN PROPERTY OWNERS
ASSOCIATION, INC.**

By: Nancy C. Henry
Nancy C. Henry, Treasurer/Director

STATE OF Connecticut
COUNTY OF Fairfield

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Nancy C. Henry, as Treasurer and Director of Bridgetown Property Owners Association, Inc., ☐ who is personally known to me, or ☒ who has produced GT DL / MK CC as identification on November 9th, 2021.

Notarial Seal



Andrew Schlemmer III
Notary Public
Print Name: Andrew Schlemmer III
My Commission Expires: 3/31/26

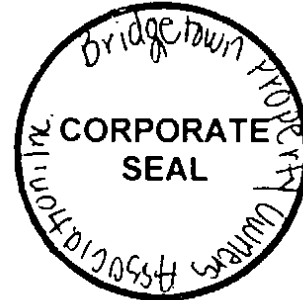
WITNESSES:

Madelene M Jones
Print Name: Madelene M Jones

Kathryn A. Klug
Print Name: Kathryn A Klug

**BRIDGETOWN PROPERTY OWNERS
ASSOCIATION, INC.**

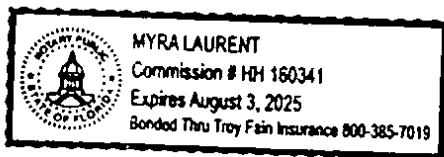
By: [Signature]
Regine Parker, Secretary/Director



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Regine Parker, as Secretary and Director of Bridgetown Property Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on October 7, 2021.

Notarial Seal



[Signature]
Notary Public
Print Name: Myra Laurent
My Commission Expires: August 3, 2025