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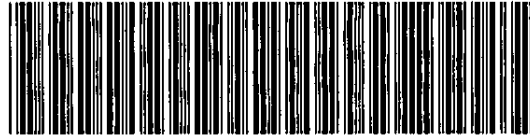
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*Amelia K. ...*  
*12/23/15*

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December 16, 2015

DEPARTMENT OF STATE  
DIVISIONS OF CORPORATIONS  
CORPORATE FILINGS  
PO BOX 6327  
Tallahassee, FL 32314

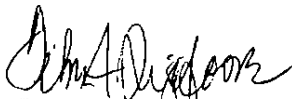
RE: Amended and Restated Articles for Willoughby Commons Property Owners  
Association, Inc.

Attn: Corporate Filings

Enclosed please find Amended and Restated Articles of Incorporation, along with a  
check in the amount of \$43.75 for filing and certified copy.

Please return the certified copy to my attention.

Sincerely,



Debra A. Sigafoose  
Legal Assistant

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WILLOUGHBY COMMONS PROPERTY OWNERS ASSOCIATION, INC.**

A FLORIDA CORPORATION NOT FOR PROFIT

**ARTICLE I-NAME**

The name of the corporation shall be: WILLOUGHBY COMMONS PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II-PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal place of business and mailing address of this corporation shall be 3481 S.E. Willoughby Boulevard, Suite 102, Stuart, Florida 34994 or as may be 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.

**ARTICLE III-PURPOSE**

The purpose for which the Association is organized is to provide for the administration and enforcement of the Declaration of Restrictions for Willoughby Commons Property Owner's Association, Inc. ("Declaration") and maintenance of the Surface Water Management System and certain Common Areas within the Project as described in the Declaration. The definitions of terms set forth in the Declaration shall apply to these Articles. The Project consists of six (6) Buildings on two separate properties. On the Property described on Exhibit "A" of the Declaration are Building A, approximately 12,900 square feet, Building B approximately 9,500 square feet, Building C, approximately 8,100 square feet and Building D, approximately 20,500 square feet. On the Property described on Exhibit "B" of the Declaration are Building E, approximately 6,700 square feet and Building F, approximately 6,100 square feet. The Owner or Owners of the Property described on Exhibit "B" of the Declaration shall be a Class B member of the Association for the limited purpose of operating and maintaining the Surface Water Management System for the project. The Class B member is not subject to the Restrictions set forth in the Declaration or herein and is subject only to assessments for the purpose of maintaining the Surface Water Management System.

**ARTICLE IV- EXISTENCE**

This corporation shall have a perpetual existence; however, if this corporation is ever dissolved, ownership of the Common Areas, including but not limited to the streets, roadways, walkways, drainage easements, retention areas and surface water management system, shall vest in the Building owners of the respective parcels as tenants in common

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## ARTICLE V-POWERS

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

5.1 General: The Association shall have all of the common-law and statutory powers of a corporation not-for-profit under the Laws of the Florida that are not in conflict with the terms of these Articles.

5.2 Enumeration: The Association shall have all of the powers and duties set forth in the Declaration and all of the powers and duties reasonably necessary to administer and enforce the provisions thereof, as they may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against Members, as Building owners, for the purpose of defraying the costs, expenses and losses of the Association, and to assess reasonable late charges against Members delinquent in the payment of assessments and maintenance payments.

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

c. To buy or lease both real and personal property for the use of the Association, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the Common Areas and any other property acquired or leased by the Association for the benefit of the Members, including but not limited to the surface water management system as permitted by South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

e. To purchase insurance upon the Common Areas and insurance for the protection of the Association and the Members, as Building owners.

f. To reconstruct and repair improvements within the Common Areas after casualty, and to construct additional improvements of the Common Areas.

g. To make and amend reasonable regulations respecting the use and appearance of the Buildings; provided, however, that all those regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Association before they shall become effective.

h. To enforce by any legal or equitable means the provisions of the Declaration, these Articles and Bylaws of the Association and the Regulations for the use of the Buildings.

i. To employ personnel to perform the services required for proper administration and enforcement of the Declaration and maintenance of the Common Areas.

5.3 Purchase of Buildings: The Association shall not have the power to purchase a Building except at sales in foreclosure of liens for assessments, at which sales the Association shall bid no more than the amount secured by its lien, including fees and costs. This provision shall not be changed without unanimous approval of the Members and the joinder of all record owners of mortgages upon the Buildings.

5.4 Association Property: All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

5.5 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

5.6 Limitation: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

## **ARTICLE VI-MEMBERS**

6.1 Membership: The Members of the Association shall consist of the record owners of the Buildings. The Owners of Parcel B shall be Class B members of the Association for the limited purpose of operating and maintaining the Surface Water Management System for the project.

6.2 Evidence: The change of membership in the Association shall be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership. The owner receiving title of the Building by those instruments will be a Member of the Association and the membership of the prior owner will be terminated.

6.3 Assignment: The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Building for which that share is held.

6.4 Voting: Each Member of the Association shall be entitled to one (1) vote for each Building owned by such Member. In the event that more than one person or entity owns a particular Building, or if any Building is hereafter subdivided or converted to condominium ownership or some other form of collective ownership, the owners thereof shall be considered collectively to constitute a single Member, and they shall file a written designation in the records of the Association appointing a single representative to exercise the membership prerogatives and cast the vote appurtenant to that Building. The Owners of the Property described on Exhibit "B" of the Declaration shall be Class B members of

the Association for the limited purpose of operating and maintaining the Surface Water Management System for the project and may only vote on issues related to the Surface Water Management System.

6.5 Cumulative Voting: At each election for directors every Member entitled to vote in the election shall have the right to cumulate such Member's votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of such Member's Buildings, or by distributing the votes on the same principle among any number of the candidates.

## **ARTICLE VII-DIRECTORS**

7.1 Number and Qualification: The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors. Directors need not be Members of the Association.

7.2 Duties and Powers: All of the duties and powers of the Association existing under the Declaration, these Articles and Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when that is specifically required.

7.3 Election/Removal: Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

## **ARTICLE VIII-OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

## **ARTICLE IX-INDEMNIFICATION**

Every director and officers of the Association, any every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses, liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may want to be a party or in which he may become involved by reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred, provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be addition

to and not exclusive of all other rights to which that person may be entitled.

#### ARTICLE X-BYLAWS

The first Bylaws of the Association shall be adopted by the Board, executed by the Secretary, and approved by the President. The Bylaws may be altered, amended or rescinded by the Directors and Members in the manner provided by the Bylaws.

#### ARTICLE XI-AMENDMENTS

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

11.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

11.2 Adoption: A resolution for the adoption of a proposed amendment shall be proposed by the Board, Directors, and Members present, in person or by proxy, at the meeting considering the amendment may express their approval, in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The amendment shall be adopted by not less than one-hundred percent(100%) of the entire Membership of the Board and by not less than one-hundred percent (100%) of the entire Membership of the Association.


11.03 Limitation: Provided, however, that no amendment shall make any changes in the qualifications for Membership nor in the voting rights or property rights of Members, nor any change in Article V, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon Buildings. No amendment shall be made that is in conflict with the Declaration.

11.04 Recording: A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Martin County, Florida, public records.

#### ARTICLE XII-TERM

The term of the Association shall be perpetual.

These Amended and Restated Articles of Incorporation were adopted at a duly noticed special membership meeting by 100% of the members and 100% of the Board of Directors which vote was sufficient for approval.

  
\_\_\_\_\_  
Ralph H. Parks, President

Date: 6/22/11