

NOV 05 10

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

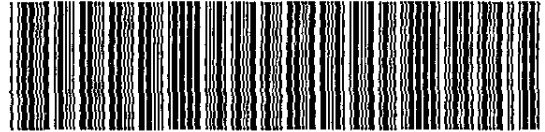
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900073890689

05/04/06--01027--016 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
06 MAY -4 AM 11:22

PS 11/10/06  
Amend + test.

ROSS EARLE & BONAN, P.A.

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

ATTORNEYS AT LAW  
ROYAL PALM FINANCIAL CENTER  
SUITE 212  
759 SOUTH FEDERAL HIGHWAY  
STUART, FLORIDA 34994

MAILING ADDRESS:  
POST OFFICE BOX 2401  
STUART, FLORIDA 34995  
(772) 287-1745  
FAX (772) 287-8045

May 1, 2006

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

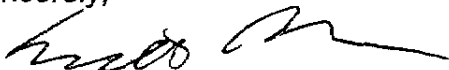
RE: Clubhouse Court Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Clubhouse Court Condominium 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

06 MAY -4 AM 11:22

Exhibit "D"

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CLUBHOUSE COURT CONDOMINIUM ASSOCIATION, INC.**

A Florida Not For Profit Corporation

The purpose of these 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 December 6, 1984 and recorded in the Public Records of Martin County at Official Records Book 633, Page 1825, et. seq.

These Articles of Incorporation were executed, for the purpose of forming a not-for-profit corporation under Chapter 617 (Part I)(1983) of the Florida Statutes (the "Florida Not-For-Profit Corporation Act") in existence as of the date of filing these Articles with the Florida Secretary of State's office,

1. DEFINITIONS

All terms used herein which are defined in the Declaration of Condominium for Clubhouse Court, a Condominium, shall have the same meaning herein as therein.

2. NAME

The name of the corporation shall be CLUBHOUSE COURT CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation".

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in Martin County, Florida, to be known as: CLUBHOUSE COURT, A CONDOMINIUM (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the public records of Martin County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

4. POWERS

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

4.1 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 these Articles, the Declaration or the Condominium Act, and all the powers conferred by the Condominium Act upon a condominium association, and all the powers set forth in the Declaration which are lawful.

4.2 The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:

(a) To operate and manage the Condominium and condominium property in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments against members to defray the costs of the Condominium and to refund the common surplus to members, provided however, the Association shall not charge any fee against a unit owner for the use of Common Elements or Association Property unless such use is the subject of a lease between the Association and the unit owner.

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, and replace the condominium property;

(e) To reconstruct improvements upon the condominium property after casualty and to further improve the property;

(f) To make and amend By-Laws for the Association and regulations respecting the use of the condominium property;

(g) To enforce by all legal means, including the assessment of fines, the provisions of the Declaration, these Articles, the By-Laws and the regulations for the use of the condominium property;

(h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the 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 common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(i) 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.

(j) To deal with the Master Association on all matters which affect the Condominium Property, the Unit Owners, or the Association.

(k) To appoint an individual to represent the Association in the Master Association and to replace such individual.

4.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors or officers of the Association.

4.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the condominium property.

## 5. MEMBERS

5.1 All unit owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a unit. If a member should transfer his unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

5.2 Voting rights shall be governed by the Declaration and By-Laws of the Association.

5.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit.

## 6. EXISTENCE

This Corporation shall have perpetual existence.

## 7. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors.

## 8. DIRECTORS

8.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of five (5) directors.

8.2 Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws. In the event of a vacancy, the remaining Director(s) shall appoint a replacement to serve the balance of the term.

8.3 Officers and Directors must be members of the Association or an employee or agent of a business entity member of the Association.

8.4 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and such other Officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other Officer need be a Director.

9. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be recorded in the public records of Martin County, Florida. The By-Laws may be altered, amended or rescinded only at duly called meetings of the members, in the manner provided in the By-Laws.

10. AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded upon an affirmative vote of two-thirds (2/3) of the voting members and two-thirds (2/3) of the Board of Directors.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a part, 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, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. 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.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability solely by

reason of the fact that said Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

13. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation in the State of Florida shall be: 1111 SE Federal Highway, Suite 100, Stuart, Florida 34994. The name of the registered agent shall be Advantage Property Management, Inc. The Board of Directors may from time to time move the registered office to any other address in Florida and/or change the registered agent, without amending these Articles.

These Amended and Restated Articles of Incorporation for Clubhouse Court Condominium Association, Inc. have been approved by not less than a majority of the votes of the members of the Association in attendance at a duly convened meeting, which vote was sufficient for approval.

CERTIFICATE

Clubhouse Court Condominium Association, Inc., by its duly authorized officers, hereby certifies that the Amended and Restated Articles of Incorporation of Clubhouse Court Condominium Association, Inc., attached hereto, were duly and regularly adopted and passed by vote sufficient for approval at the Members' Meeting held on FEBRUARY 15, 2006.

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 20 day of March 2006.

WITNESSES:

Alice Kindworth  
Printed Name: ALICE KINDWORTH

Jessica Timmerman  
Printed Name: JESSICA TIMMERMAN

Barbara Shea  
Printed Name: BARBARA SHEA

Christopher Allen  
Printed Name: CHRISTOPHER ALLEN

CLUBHOUSE COURT CONDOMINIUM  
ASSOCIATION, INC.

By: [Signature]  
Its: [Signature]

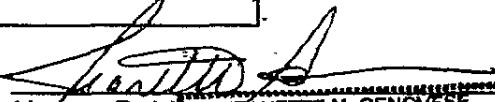
By: [Signature]  
Its: [Signature]

CORPORATE  
SEAL

STATE OF FLORIDA  
COUNTY OF MARTIN

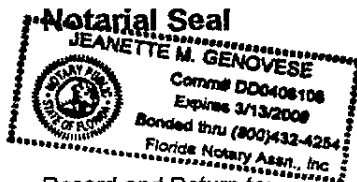
The foregoing instrument was acknowledged before me on March 20, 2006, by Ed Ruane, as President of Clubhouse Court Condominium Association, Inc. [ ☒ ] who is personally known to me, or [ ☐ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal


  
Notary Public JEANETTE M. GENOVESE  
Printed Name \_\_\_\_\_  
Commission Expires 3/13/2008  
Bonded thru (800)432-4254  
Florida Notary Assn., Inc.

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on March 20, 2006 by VIC ERYU, as Secretary of Clubhouse Court Condominium Association, Inc. [ ☒ ] who is personally known to me, or [ ☐ ] who has produced identification [Type of Identification: \_\_\_\_\_].



Record and Return to:  
Elizabeth P. Bonan, Esq.  
Ross Earle & Bonan, P.A.  
Post Office Box 2401  
Stuart, FL 34995

  
Notary Public JEANETTE M. GENOVESE  
Printed Name \_\_\_\_\_  
Commission Expires 3/13/2008  
Bonded thru (800)432-4254  
Florida Notary Assn., Inc.



JOINDER OF MASTER ASSOCIATION

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereby joins in this Amended and Restated Articles of Incorporation for Clubhouse Court Condominium Association, Inc. for the sole purpose of agreeing to perform its obligations contained herein.

WITNESSES:

**MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC.**

Valerie Karpinski  
Printed Name #1: VALERIE KARPINSKI

By: [Signature]  
Dennis Robert, Its President

[Signature]  
Printed Name #2: ELIZABETH P. BONAN

Valerie Karpinski  
Printed Name #1: VALERIE KARPINSKI

By: [Signature]  
Robert Graves, Its Secretary

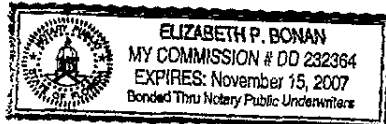
[Signature]  
Printed Name #2: ELIZABETH P. BONAN



STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on March 30, 2006, by Dennis Robert as President of Martin Downs Property Owners Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal

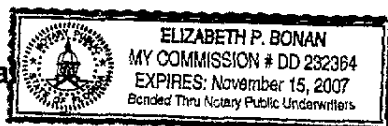


[Signature]  
Notary Public

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on March 30, 2006, by Robert Graves as Secretary of Martin Downs Property Owners Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



[Signature]  
Notary Public