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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
11/25/13

WILLIAM D. ANDERSON, JR.
ATTORNEY AT LAW
2897 SE OCEAN BLVD.
STUART, FLORIDA 34996

772-283-2411

Fax 772-283-2419

November 18, 2013

Secretary of State
Division of Corporations
Department of State
2661 Executive Center Circle
Tallahassee, FL. 32301

RE: MARTINGALE COMMONS PROPERTY OWNERS ASSOICATION, INC.

Your letter 913A00025992

Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization for MARTINGALE COMMONS PROPERTY OWNERS ASSOICATION, INC.

The items in your letter, dated November 7, 2013 have been amended.

Thank you for your prompt attention to this matter.

Yours truly,


William D. Anderson, Jr.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 7, 2013

WILLIAM D ANDERSON, JR., ATTORNEY AT LAW
2897 SE OCEAN BLVD.
STUART, FL 34996

SUBJECT: THE MARTINGALE COMMONS PROPERTY
OWNER'S ASSOCIATION, INC.
Ref. Number: W13000061994

We have received your document for THE MARTINGALE COMMONS PROPERTY OWNER'S ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please add a space between the words Owner's and Association in the corporate name. Articles must be in numeric order.

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 913A00025992

**ARTICLES OF INCORPORATION OF THE
MARTINGALE COMMONS PROPERTY
OWNER'S ASSOCIATION, INC.**

FILED
13 NOV 22 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these articles of Incorporation for the purpose of forming a corporation not for profit under chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act")

ARTICLE I

NAME

The name of the corporation shall be: MARTINGALE COMMONS PROPERTY OWNER'S ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association" these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws"

**ARTICLE II
INCORPORATOR
AND MAILING
ADDRESS**

The mailing address of the incorporator for the corporation is: William D. Anderson, Jr., 2897 SE Ocean Blvd., Stuart, FL 34996.

**ARTICLE III
TERM OF
EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE
IV
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not For Profit Corporation Act (the "Act") for the operation of the MARTINGALE COMMONS PROPERTY OWNER'S ASSOCIATION, INC., (the "Association") located Martin County, Florida, The Property Owners Association to be operated by this Association will be more particularly described in the Declaration of

Protective Covenants for such Association.

ARTICLE V

MEMBERS

1.1 The members of the Association shall consist of all of the recorded owners of lots in MARTINGALE COMMONS from time to time, and after termination the Association, shall also consist of those who were members at the time of such termination, and their personal representative, successors and assigns.

1.2 **Assignments.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as appurtenance to the lot for which that share is held.

1.3. On all matters upon which the membership shall be entitled to vote, votes shall be based on the provisions contained in the Declaration of Covenants and By-laws which votes shall be exercised or cast in the manner provided by the By-laws. Votes may be based on the proportional ownership as set forth in the Declaration of Protective Covenants.

1.4 The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meeting of members other than the annual meeting.

ARTICLE VI

INITIAL REGISTERED OFFICE: ADDRESS AND NAME OF REGISTERED AGENT

principal

The initial registered/office of this Corporation shall be at 2897 SE Ocean Blvd, Stuart, Florida 34996. The initial registered agent at that address shall be William D. Anderson, Jr., Esq.

ARTICLE VII DIRECTOR

1.1 NUMBER AND QUALIFICATION The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determine in the manner provided by the By-laws, but which shall consist of not less than three(3) directors. Directors need not be members of the Association.

1.2 DUTIES AND POWERS. All of the duties and powers of the Association existing under the Act, the Declaration(s), these articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners when such approval is required.

1.3 ELECTION. Directors of the Association shall be elected at the annual meeting of the

members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filed in the manner provided by the By-Laws.

1.4 TERMINATION OF DEVELOPERS DIRECTORS. The Developer of the MARTINGALE COMONS shall appoint the members of the first Board of Directors and their replacements, and no Director appointed by the Developer shall be removed from office, except by the Developer (which the Developer may do, from time to time, by notice to the Association). The Directors designated by the Developer shall hold office for the periods of time set forth in the By-Laws.

1.5 FIRST DIRECTORS. The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

POST OFFICE ADDRESS

William D. Anderson, Jr., 2897 SE Ocean Blvd, Stuart, Fl. 34996

Ronald Brittian, 2897 SE Ocean Blvd, Stuart, Fl. 34996

Alex Brittian, 2897 SE Ocean Blvd, Stuart, Fl. 34996

ARTICLE VIII OFFICERS

1.0 OFFICERS. The affairs of the Association shall be administered by the officers holding the offices designated in the By-laws

1.2 DUTIES AND POWERS. The Powers and duties of the Officers are as provided in the By-Laws.

1.3 ELECTION REMOVAL The officers shall be elected by the Board of Directors of the Association at its first meeting and shall serve at the pleasure of the Board of Directors.

1.4 FIRST OFFICERS. The name and address of the first officers who shall hold offices until their successor are elected by the Board of Directors are:

President: William D. Anderson, Jr., 2897 SE Ocean Blvd, Stuart, Fl.

34996

Vice President: Ronald Brittian, 2897 SE Ocean Blvd, Stuart, FL 34996

Secretary /Treasurer: Alex Brittian, 2897 SE Ocean Blvd, Stuart, FL

34996

ARTICLE IX POWERS

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

1.1 **GENERAL.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the Law of Florida that are not in conflict with the provision of these Articles, the Declaration, the By-Laws or the Act.

1.2 ENUMBERATION. The Association shall have all of the powers and duties set forth in the Act and all of the power and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell trade and mortgage both real and personal property as may be necessary or convenient in the administrator of the COMMON PROPERTY.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Properties, and other property acquired or leased by the Association for use by Lot Owners.

(d) To purchase insurance upon the Common properties and insurance for the protection of the Association, its officers, directors and members as Lot Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Properties and for the health, comfort, safety and welfare of the Lot Owners.

(f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of MARTINGALE COMMONS.

(g) To contract for the management of the common area and any facilities used by the Lot Owners, and to delegate to the party with which such contract has been entered into all of the powers and duties of the Association, except those which require specific approval of the Board of Directors or the membership of the Association. In exercising this power, the Association may contract with affiliates of itself and the Developer.

(h) To employ personnel to perform the services required for the proper operations of MARTINGALE COMMONS.

2.6 ASSOCIATION PROPERTY. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

2.7 DISTRIBUTION OF INCOME. The Association shall make no distribution of income to its members, directors or officers.

2.8 LIMITATION. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

ARTICLE X DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants to be recorded in the Public Records of Martin County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE XI
INDEMNIFICATION**

2.9 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or committee member, or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue, matter as to which such person acted in bad faith or shall have been adjudged to be liable for gross negligence, misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

3.0 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 2.9 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith. The cost of the defense of any action may be advanced by the Association upon request of the indemnitee, provided that if indemnification is ultimately determined not to be available, the indemnitee must immediately reimburse the Association.

3.1 Approval. Any indemnification under Section 2.9 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 2.9 above. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding'

Or

- (b) If such quorum is not obtainable; or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

3.2 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected

director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 2.9

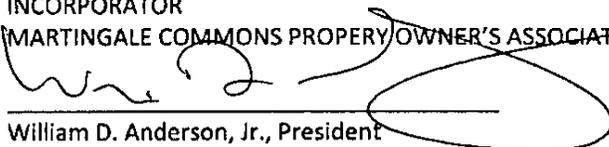
3.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

3.4 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

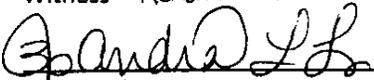
**ARTICLE XII
BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors, members and the Developer in the manner provided in the By-Laws and the Declaration.

IN WITNESS WHEREOF, the Incorporation has affixed its authorized signatures and seal this 4 day of November 2018

INCORPORATOR
MARTINGALE COMMONS PROPERTY OWNER'S ASSOCIATION

William D. Anderson, Jr., President

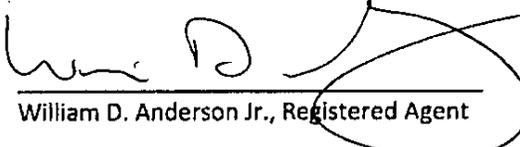

Witness Ronald A. Brathan


Witness Joandra Lynn

ACCEPTANCE OF REGISTERED AGENT

Having been named and accept service of process for MARTINGALE COMMONS PROPERTY OWNER'S ASSOCIATION, INC. , at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to proper and complete performance of my duties.

Dated this 4 day of November, 2018


William D. Anderson Jr., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA