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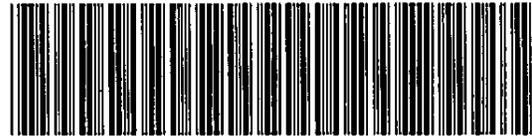
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SECRETARY OF STATE  
14 MAR 19 PM 3:47

Amended/Restored  
@ 3/19/14

**ROSS EARLE & BONAN, P.A.**

ATTORNEYS AT LAW  
ROYAL PALM FINANCIAL CENTER  
SUITE 101  
789 SOUTH FEDERAL HIGHWAY  
STUART, FLORIDA 34994

DEBORAH L. ROSS  
DAVID B. EARLE†  
ELIZABETH P. BONAN  
JACOB E. ENSOR

†CERTIFIED CIRCUIT CIVIL MEDIATOR

JOHN P. CARRIGAN  
MICHAEL J. BONAN  
  
OF COUNSEL  
THOMAS K. GALLAGHER

March 17, 2014

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

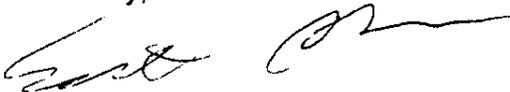
Re: Monarch County Club Homeowners Association, Inc.

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/tjc  
Enclosures

RECORD\RETURN TO:  
Ross Earle & Bonan, P.A.  
Post Office Box 2401, Stuart, Florida 34995

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MONARCH COUNTRY CLUB  
HOMEOWNERS ASSOCIATION, INC.

FILED  
SECRETARY OF STATE  
14 APR 19 PM 3:47

A Corporation Not For Profit

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on October 7, 1986 and recorded in the public records of Martin County, Florida at Official Records Book 1269, Page 479, et. seq.

**ARTICLE I**  
**NAME**

Section 1. The name of the corporation shall be MONARCH COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

Section 2. All terms used herein which are defined in that certain Declaration, as hereinafter defined, shall have the same meaning herein as therein.

**ARTICLE II**  
**PURPOSE**

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for Monarch Country Club (the "Declaration") recorded in the office of the Clerk of the Circuit Court in and for Martin County, Florida, at Official Records Book 695, Page 2064, et. seq., including the establishment and enforcement of payment of charges and Assessments and fines 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 Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. 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 and the Declaration.

Section 2. Necessary Powers. The 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 Common Property in accordance with the purpose and intent contained in the Declaration.
- B. To make and collect Assessments against Members to defray the Common Expenses and to levy fines against Owners;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Property and those portions of the Parcels to be maintained by the Association, as provided in the Declaration;
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend By-Laws for the Association, rules and regulations respecting the use of the Property and Traffic Regulations respecting the use of the Streets;
- G. To pay all taxes and other assessments which are liens against the Common Property;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations and Traffic Regulations for the use of the Property;
- I. To provide for management and maintenance 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 and fines, preparation of records, enforcement of rules and regulations,

maintenance of the Common Property and those portions of the Parcels to be maintained by the Association, as provided in the Declaration. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances and the following powers and duties: Assessments and fines, the promulgation of rules and regulations and Traffic Regulations, and the execution of contracts on behalf of the Association.

J. To obtain insurance of any nature, in such amounts and with such companies as the Board of Directors shall deem necessary or appropriate.

K. 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 Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the 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 Association shall be regulated by the Declaration and the By-Laws of the Association.

#### **ARTICLE V** **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) directors. All directors and all officers must be Members of the Association. The directors shall be elected by the Members of the Association at the annual meeting.

#### **ARTICLE VI** **OFFICERS**

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws.

**ARTICLE VII**  
**INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS**

Every Director and Officer of the Association and every committee member appointed by the Board of Directors shall be indemnified by the Association as provided in the Declaration.

**ARTICLE VIII**  
**BY-LAWS**

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration and provided further that no amendment, alteration or rescission may be made which adversely affects the rights and privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of the By-Laws shall be made without the joinder of the Master Association. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

**ARTICLE IX**  
**AMENDMENTS**

These Articles of Incorporation of the Association may be amended, altered or rescinded upon affirmative vote of two-thirds (2/3) of the voting interests of the Association; provided however, that no such amendment shall conflict with the terms of the Declaration; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of these Articles shall be made without the joinder of the Master Association. Any attempt to amend contrary to these provisions shall be of no force or effect.

**ARTICLE XI**  
**REGISTERED AGENT AND REGISTERED OFFICE**

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

These Amended and Restated Articles of Incorporation for Monarch Country Club Homeowners Association, Inc. were approved by at least two-thirds (2/3) of the voting interests of the Association at a meeting held on Feb. 18, 2014, 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 19 day of February 2014.

WITNESSES AS TO PRESIDENT:

MONARCH COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC.

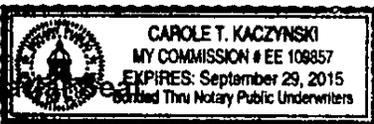
Beth Goin  
Printed Name: Beth Goin

By: Patricia Brimlow  
PATRICIA BRIMLOW, President

Stephen McDonald  
Printed Name: STEPHEN MACDONALD

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Feb. 19, 2014, by Patricia Brimlow, as President of Monarch Country Club Homeowners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: \_\_\_\_\_].

No.  CAROLE T. KACZYNSKI  
MY COMMISSION # EE 108857  
EXPIRES: September 29, 2015  
Bonded Thru Notary Public Underwriters

Carole T. Kaczynski  
Notary Public

WITNESSES AS TO SECRETARY:

MONARCH COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC.

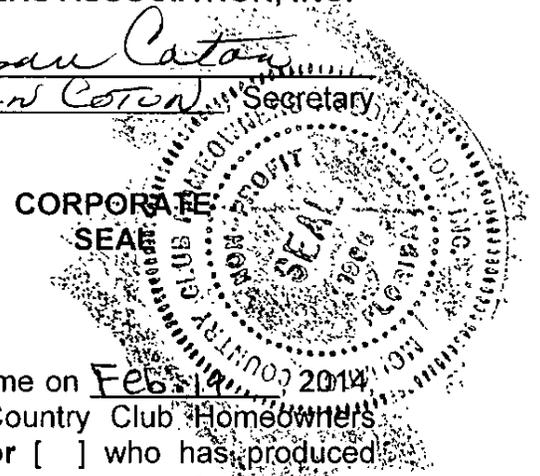
Beth Goin  
Printed Name: Beth Goin

By: Susan Coton  
SUSAN COTON, Secretary

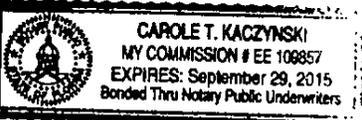
Stephen McDonald  
Printed Name: STEPHEN MACDONALD

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Feb. 19, 2014, by Susan Coton, as Secretary of Monarch Country Club Homeowners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: \_\_\_\_\_].



Notarial Seal

 CAROLE T. KACZYNSKI  
MY COMMISSION # EE 108857  
EXPIRES: September 29, 2015  
Bonded Thru Notary Public Underwriters

Carole T. Kaczynski  
Notary Public

**WRITTEN CONSENT AND JOINDER OF MASTER ASSOCIATION**

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereby consents and joins in this Amended and Restated Articles of Incorporation for Monarch Country Club Homeowners Association, Inc.

**WITNESSES AS TO PRESIDENT:**

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

Valerie Karpinski  
Printed Name #1: VALERIE KARPINSKI

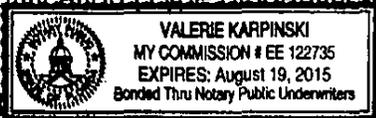
By: Dennis M. Rohan  
DENNIS M. ROHAN, Its President

Lynn S. Schaming  
Printed Name #2: Lynn S. Schaming

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on JANUARY 22, 2014, by Dennis M. Rohan 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



Valerie Karpinski  
Notary Public

**WITNESSES AS TO SECRETARY:**

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

Valerie Karpinski  
Printed Name #1: VALERIE A. KARPINSKI

By: Robert Graves  
ROBERT GRAVES, Its Secretary

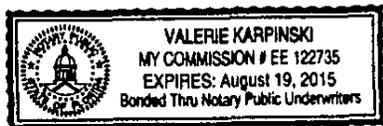
Lynn S. Schaming  
Printed Name #2: Lynn S. Schaming

STATE OF FLORIDA  
COUNTY OF MARTIN

**CORPORATE SEAL**

The foregoing instrument was acknowledged before me on January 22, 2014, 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



Valerie Karpinski  
Notary Public