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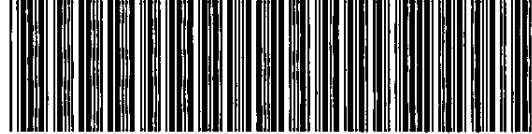
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December 18, 2015

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

RE: Amended and Restated Articles of Incorporation of
Marina Bay Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing is Amended and Restated Articles of Incorporation for Marina Bay Property Owners Association, Inc., along with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. A check (#19230) in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Stephanie Adams
Legal Assistant
/sa
Enclosures

JUL 08 2015

**Amended and Restated
ARTICLES OF INCORPORATION OF
MARINA BAY PROPERTY OWNERS ASSOCIATION, INC.**

(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 January 3, 1987 and amended on December 20, 1990.

ARTICLE I

The name of this corporation shall be Marina Bay Property Owners Association, Inc. (the "Association").

ARTICLE II

The terms defined in the Declaration of Protective Covenants covering all of Marina Bay, which Declaration of Protective Covenants has been recorded among the Public Records of Martin County, Florida (hereinafter called "Protective Covenants"), shall mean the same herein just as though they were set forth at length herein.

ARTICLE III

The general nature, objects and purposes of the Association are:

- (a) To promote the health, safety and social welfare of the Owners of the Properties.
- (b) To own, maintain and/or repair landscaping in general and/or common areas, access paths, and other common areas, structures and other improvements in Marina Bay for which the obligation to maintain and repair has been delegated and accepted.
- (c) To own parcels A, B (recreation area), the streets, roads and drives, as shown on the Plat of Marina Bay and to control and maintain the other drainage facilities as shown on said Plat.

(d) To provide, purchase, acquire, replace, improve, maintain and/or repair such building, structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

(e) To operate without profit for the sole and exclusive benefit of its members.

ARTICLE IV

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by laws of the State of Florida. Notwithstanding the foregoing provisions, no mortgage or sale of the Commons Lands shall be effective without first obtaining the written consent of Martin County, Florida, South Florida Water Management District, any Institutional Mortgagee, and the then holder of the Purchase Money Mortgage (if one has not been satisfied of record).

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

(f) To charge recipients for services rendered by the Association and the user for use of the Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) To borrow money, and from to time, to make, accept, endorse, execute and issue debentures, promissory notes, or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated; provided that the prior written consent be obtained from the then holder of the Purchase Money Mortgage (if same has not been satisfied of record) to any such borrowing.

(i) In general, to have all powers conferring upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE V

(a) The members shall consist of the property Owners in Marina Bay and all such property Owners shall be members of the Association.

(b) Members. Members shall be all Owners of lots in Marina Bay. Owner of Lots in Marina Bay shall represent themselves in person or by proxy. Owners of Lots shall

automatically become members upon acquisition of fee simple title to such Lot. Membership in the Association shall cease upon a member parting with all interest in the Lot by virtue of which he became a member.

Nothing herein shall be deemed to confer membership in the Association upon mortgagees claiming membership by virtue of their securities.

ARTICLE VI

(a) Each Owner shall have one vote for each Lot owned by such owners, as set forth in the Protective Covenants.

(b) The Association will obtain funds with which to operate by assessment of its members in accordance with provisions of the Protective Covenants as supplemented by the provisions of the By-Laws of the Association relating thereto.

ARTICLE VII

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) or more than five (5) Directors. The Directors shall be members of the Association but need not be residents of the State of Florida. Elections shall be by plurality vote.

The Directors shall be elected at the Association Annual Meeting and the term of office of the elected Directors shall be one year following their election and thereafter until their successors are duly qualified, or until removed from office by the affirmative vote of a majority of the members which elected them.

ARTICLE VIII

(a) The officers of the Association shall be a President, a Secretary, and a Treasurer, and such other officers as provided in the By-laws or as the Board may from time to time by resolution create. Any two or more offices may be held by the same person except the offices of

President and Secretary. Officers shall be elected by the Board of Directors for one (1) year terms in accordance with the procedures set forth in the By-Laws.

ARTICLE VIX

The Association shall have perpetual existence.

ARTICLE X

The first Board of Directors shall adopt By-Laws consistent with these Articles and the Protective Covenants, which may be amended or repealed as provided in the By-laws.

ARTICLE XI

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended through the following process:

- (a) All amendments shall be voted upon at a formal Members Meeting.
- (b) Notice of the subject matter and proposed wording of each amendment shall be included in the subject matter and proposed wording of each amendment shall be included in the notice of each Members Meeting during which an amendment is to be voted upon.
- (c) Notice of each Members Meeting during which an amendment will be voted upon shall be mailed to all members not less than two weeks prior to the meeting date.
- (d) Directors and Members not present in person or by proxy at the meeting may express their approval in writing, and such approval shall be considered an affirmative vote in the record of the ballot, provided that such written approval is delivered to the Secretary at or prior to the meeting.
- (e) Approval of each amendment must be either;
 - (1) By not less than a majority of the Board of Directors and by not less than two thirds (2/3) of the votes of the entire membership of the Association, or

(2) By not less than three quarters (3/4) of the entire membership of the Association.

ARTICLE XII

Indemnification of Officers and Directors

(a) The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of Director or Officer of the Association or in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith and in the reasonable belief that such action was in the best interests of

the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a Director seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made 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.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIII

Transaction in which Directors or Officers are interested

(a) 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 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 his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested 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.

ARTICLE IV

REGISTERED AGENT AND OFFICE

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

These Amended and Restated Articles of Incorporation for Marina Bay Property Owners Association, Inc. have been approved by a majority of the Board of Directors at a meeting held on April 30, 2015, and by not less than two-thirds (2/3rds) of the votes of the entire membership of the Association at the membership meeting held on June 25, 2015, which vote was sufficient for approval.

The undersigned, Marina Bay Property Owners Association, Inc., hereby consents to the terms and conditions contained in the foregoing Declaration and hereby assumes the duties and obligations imposed upon the undersigned thereunder.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 9th day of July 2015.

WITNESSES AS TO PRESIDENT:

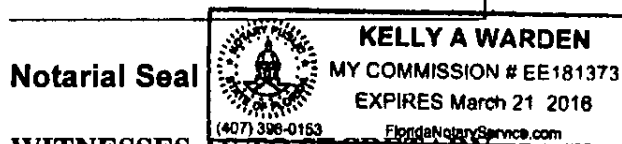
MARINA BAY PROPERTY OWNERS ASSOCIATION, INC.

[Signature]
Printed Name: HARRY J. QUARLING
[Signature]
Printed Name: MICHAEL H. BRAID

By: [Signature]
Robert Freeze, President

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on July 9, 2015, by Robert Freeze, as President of Marina Bay Property Owners Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____]



[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

MARINA BAY PROPERTY OWNERS ASSOCIATION, INC.

[Signature]
Printed Name: HARRY J. QUARLING
[Signature]
Printed Name: VALERIE HOPE

By: [Signature]
MICHAEL H. BRAID, Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on July 10, 2015, by Michael H. Braid, as Secretary of Marina Bay Property Owners Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____].



[Signature]
Notary Public

