

N29112

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

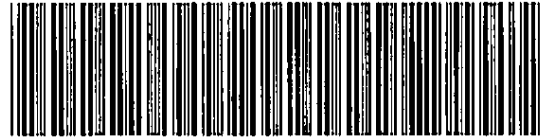
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01/06/23--01011--008 \*\*35.00

FILED  
2023 MAY 16 PM 2:22  
CLERK OF STATE  
TOLSON, MISSOURI

Amended + Restated

JUN 29 2023

D CUSHING

# ROSS EARLE BONAN & ENSOR, P.A.

ATTORNEYS AT LAW

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

ROYAL PALM FINANCIAL CENTER  
SUITE 101  
789 SW FEDERAL HIGHWAY  
STUART, FLORIDA 34994  
(772) 287-1745

TRANSOCEAN BUILDING  
SUITE 220  
1701 HIGHWAY A1A  
VERO BEACH, FLORIDA 32963  
(772) 563-9555

JACOB E. ENSOR\*  
JOHN P. CARRIGAN\*  
GARY E. SIMMONS, JR.

\*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM\*  
& PLANNED DEVELOPMENT LAW

January 3, 2023

Amendments Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for The Sanctuary Property Owners' Association, Inc.  
*Document No.: N29112*

FILED  
2023 MAY 16 PM 2:22  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for The Sanctuary Property Owners' Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Myra Laurent  
Paralegal to Jacob E. Ensor, Esq.  
Enclosures

# ROSS EARLE BONAN ENSOR & CARRIGAN, P.A.

ATTORNEYS AT LAW

DEBORAH L. ROSS\*  
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JOHN P. CARRIGAN\*  
GARY E. SIMMONS, JR.  
KATE E. BRADFORD  
KURT A. MCDAVID

\*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM\*  
& PLANNED DEVELOPMENT LAW

May 12, 2023

Amendments Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

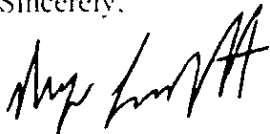
Re: Amended and Restated Articles of Incorporation for The Sanctuary Property Owners' Association, Inc.  
*Document No.: N29112*

Dear Ms. Cushing:

Enclosed please find your letter dated March 16, 2023, and a Certificate accompanying the Amended and Restated Articles of Incorporation for The Sanctuary Property Owners' Association, Inc., for filing. I've also enclosed a self-addressed stamped envelope for your convenience in returning the document to our office.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to email me at [ml@reblawpa.com](mailto:ml@reblawpa.com).

Sincerely,



Myra Laurent  
Paralegal to Jacob E. Ensor, Esq.  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 16, 2023

MYRA LAURENT  
ROSS EARLE BONAN & ENSOR, P.A.  
P.O. BOX 2401  
STUART, FL 34995

SUBJECT: THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC.  
Ref. Number: N29112

We have received your document for THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 923A00006080

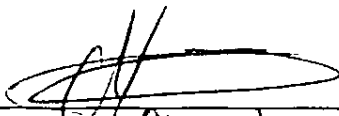
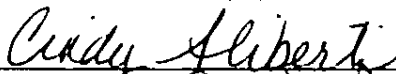
**CERTIFICATE TO THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR  
THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC.  
(a corporation not-for-profit)**

**WHEREAS**, the purpose of the Amended and Restated Articles of Incorporation is to continue the purposes of the original Articles of Incorporation filed on November 3, 1988, which were amended. The amendments were filed with the Secretary of State on October 2, 1997, and recorded in the public records of Martin County, Florida at Official Records Book 1378, Page 1417 et. seq.

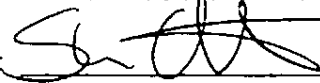
**WHEREAS**, the purpose of this Certificate is to hereby certify that the Amended and Restated Articles of Incorporation for The Sanctuary Property Owners' Association, Inc., were duly adopted by the Board of Directors by vote sufficient for approval at the special meeting held on December 15, 2022, and does not contain any amendments requiring member approval.

**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 1<sup>ST</sup> day of MAY, 2023.

**WITNESSES AS TO PRESIDENT:**

  
Printed Name: Christian Semantelli  
  
Printed Name: Cindy Alberti

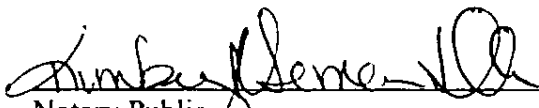
**THE SANCTUARY PROPERTY  
OWNERS' ASSOCIATION, INC.**

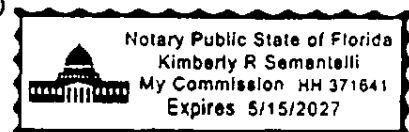
By:   
Shawn Chartier, President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 1<sup>ST</sup> day of May, 2023, by **Shawn Chartier**, as President of The Sanctuary Property Owners' Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: FLDL].

**Notarial Seal**

  
Notary Public



**WITNESSES AS TO SECRETARY:**

Printed Name: \_\_\_\_\_

Printed Name: \_\_\_\_\_

STATE OF ~~FLORIDA~~ Indiana  
COUNTY OF ~~MARTIN~~ Johnson

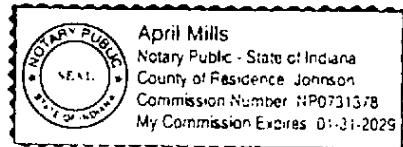
**THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC.**

By: [Signature]  
Secretary HOA, Secretary

Richard D. Riley

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11 day of MAY 2023, by Richard Riley, as Secretary of The Sanctuary Property Owners' Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: Drivers License].

**Notarial Seal**



[Signature]  
Notary Public



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR  
THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC.  
(a corporation not-for-profit)**

The following are the Amended and Restated Articles of Incorporation for The Sanctuary Property Owners' Association, Inc. The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the original Articles of Incorporation filed on November 3, 1988, which were amended. The amendments were filed with the Secretary of State on October 2, 1997, and recorded in the public records of Martin County, Florida at Official Records Book 1378, Page 1416 et. seq.

**ARTICLE I**

**NAME**

The name of this corporation shall be The Sanctuary Property Owners' Association, Inc., hereinafter sometimes referred to as the "Association".

**ARTICLE II**

**PURPOSES**

The general nature, objects and purposes of the Association shall be the operation and management of the affairs and property of the residential development known as the Sanctuary located in Martin County, Florida, and to perform all acts provided in the Declaration of Protective Covenants, Conditions and Restrictions in The Sanctuary (hereinafter sometimes referred to as "Covenants and Restrictions"), Bylaws, and Chapters 617 and 720, Florida Statutes.

**ARTICLE III**

**GENERAL POWERS**

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

- A. To hold funds solely and exclusively for the benefit of its members for purposes set forth in these Articles of Incorporation.
- B. To promulgate and enforce rules, regulations, Covenants and Restrictions, Bylaws and agreements to effectuate the purpose for which the Association is organized.
- C. To delegate power or powers where each is deemed the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out

contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any and all purposes set forth in these Articles of Incorporation, Bylaws, and Covenants and Restrictions.

E. To fix, collect and enforce assessments to be levied against property to defray expenses and the cost effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and any user for any use of Association property when 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. In general, to have all powers conferred upon a not-for-profit corporation and homeowners association by the laws of the State of Florida, except as prohibited herein.

#### **ARTICLE IV**

##### **MEMBERS**

A. The members shall consist of the lots owners in The Sanctuary, as evidenced by a duly recorded proper instrument in the Public records of Martin County, Florida, (the property comprising The Sanctuary, being described in that plat to be filed in the office of the Clerk of the Circuit Court, in and for Martin County, Florida) and all lot owners shall be members of the Association. All members of the Association must be natural persons or trusts.

#### **ARTICLE V**

##### **VOTING**

A. Subject to the restrictions and limitations herein-after set forth, each member shall be entitled to one (1) vote for each lot or unit in which he holds the interest required for membership. When one or more person holds such interest or interests in any lot or unit, all such persons shall be members and the vote for each lot or unit shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any lot or unit. Except where otherwise required under the provisions of these Articles, the Covenants and Restrictions or by law, the affirmative vote of the owners of a majority of lots or units represented at any member of the members duly called, and at which a quorum is present, shall be binding upon the members. If a lot or unit is owned by a trust, a designated voting certificate must be filed with the Association designating a person to vote on behalf of the entity.



## **ARTICLE VI**

### **BOARD OF DIRECTORS**

A. The affairs of the corporation shall be managed by a Board of Directors elected by and from among the members. Directors must be members of the Association. If a lot or unit is owned by a trust, the trustee or beneficiary is eligible to serve on the Board of Directors.

B. Directors shall be elected by the members and shall hold office until their successors are elected and shall qualify. Procedures and requirements for meetings and the election and replacement of directors shall be designated by the Bylaws.

## **ARTICLE VII**

### **OFFICERS**

Offices may be held by the same person except the offices of president and secretary. Officers shall be elected for two (2) year terms in accordance with the procedures set forth in the Bylaws.

## **ARTICLE VIII**

### **CORPORATE EXISTENCE**

The Association shall have a perpetual existence.

## **ARTICLE IX**

### **BYLAWS**

The Board of Directors shall adopt Bylaws of the Association, to be consistent with these Articles, and may alter, amend or rescind them in any manner provided by the Bylaws.

## **ARTICLE X**

### **AMENDMENT TO ARTICLES OF INCORPORATION**

A. These Articles may be altered, amended or repealed by resolution of the Board of Directors.

B. Any amendment hereto which would affect the surface water management system established for The Sanctuary, including the water management portions of the common areas, must be approved by the South Florida Water Management District.

## **ARTICLE XI**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. Every director and officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys fees, incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided however, 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 best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

B. 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 XII**

### **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 such reasons or solely because the director or officer is present 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 XIII**

### **DISSOLUTION OF THE ASSOCIATION**

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the applicable authority is willing to accept.

2. Remaining assets, if any, shall be distributed among the members, subject to the limitations set forth below, as tenants-in-common, each member's share of the assets to be determined in accordance with the member's voting rights.

3. The Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3rds) vote of the members of the Board of Directors, and in accordance with Section 617.05, Florida Statutes.

#### **ARTICLE XIV**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this corporation shall be at a location designed by the Board of Directors from time to time. The registered agent shall be designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation of The Sanctuary Property Owners' Association, Inc. were approved by the Board of Directors by vote sufficient for approval at a special meeting on December 15, 2022.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed in its name, by its president and vice-president, on this 29 day of December 2022.

**(SIGNATURES ON FOLLOWING PAGE)**

**WITNESSES AS TO PRESIDENT:**

Kathryn A. Klug  
Printed Name: Kathryn A Klug

Kim M. Hauck  
Printed Name: Kim M. Hauck

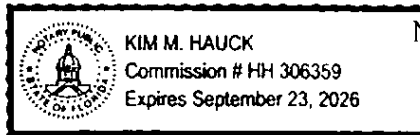
**THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC.**

By: Richard P. Riley  
Richard Riley, President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 29 day of December 2022, by **Richard Riley**, as President of The Sanctuary Property Owners' Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: Fla. Driver's license].

Notarial Seal



Kim M. Hauck  
Notary Public

**WITNESSES AS TO SECRETARY:**

Kathryn A. Klug  
Printed Name: Kathryn A Klug

Kim M. Hauck  
Printed Name: Kim M. Hauck

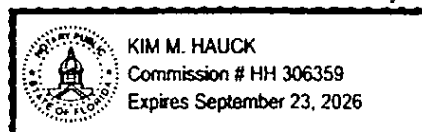
**THE SANCTUARY PROPERTY OWNERS' ASSOCIATION, INC.**

By: Catherine Rua  
Catherine Rua, Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 29th day of December 2022, by **Catherine Rua**, as Secretary of The Sanctuary Property Owners' Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: Fla. Driver's license].

Notarial Seal



Kim M. Hauck  
Notary Public

A circular stamp of The Sanctuary Property Owners' Association, Inc. The text 'The Sanctuary Property Owners' Association, Inc.' is arranged in a circle around a central point.