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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUGAR PINES HOMEOWNERS' ASSOCIATION, INC.**

The purpose of this Second Amended and Restated Articles of Incorporation is to amend and restate the Articles of Incorporation of SUGAR RIDGE HOMEOWNERS' ASSOCIATION, INC., filed with the Secretary of State of the State of Florida on July 17, 1990, as amended and restated by resolution of the Board of Directors on December 20, 1990.

**ARTICLE I  
NAME**

The name of the corporation shall be SUGAR PINES HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association".

**ARTICLE II  
DEFINITIONS**

Each term used herein which is defined in the Declaration of Covenants and Restrictions for SUGAR PINES recorded among the Public Records of Martin County, Florida (The "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III  
PURPOSES AND POWERS**

The objects and purposes of the Association are to own, maintain and administer the Common Areas including the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances (Conservative Areas) and to maintain certain portions of the Lots within that certain residential community known as SUGAR PINES, situated in Martin County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration, as same may be amended from time to time; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power:

A. To contract for the management of the Association, and to delegate to the party with whom such contract has been entered, the powers and duties of the Association except those which require specific approval of the Board of Directors or Members.

B. 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. The Association shall also have all of the powers necessary to implement the purposes of the Association.

#### **ARTICLE IV** **MEMBERS**

##### **SECTION 1. MEMBERSHIP.**

A. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

B. Change in membership will be established by recording in the Public Records of Martin County, Florida, a deed or other instrument establishing record fee title to such real property and by delivering to the Association a copy of such instrument. In the event that a copy of said instrument is not delivered to the Association, said owner shall become a Member, but shall not be entitled to the voting privileges established by this Declaration.

##### **SECTION 2. VOTING RIGHTS.**

Members shall be all those owners as defined in Section 1. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one Member as shall be designated in a written instrument, executed by or on behalf of any record owner of such interest, filed with the Secretary of the Association. In no event shall more than one vote be cast with respect to any Lot. Any such written instrument designating one of several persons holding such interest in any one Lot as the person entitled to cast the vote for such Lot may be executed by any one record

owner of such interest in such Lot without regard to whether the person executing such written designation is or is not the voting Member designated herein. In the event of the filing of conflicting written designations with respect to any Lot, neither written designation shall be effective. Under such circumstances, the filing with the Secretary of the Association of a written instrument, duly executed by or on behalf of all of the record owners of the entire fee interest in such Lot, designating one of them as the person entitled to cast the vote for such Lot shall be a necessary condition precedent to the right to cast such vote.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment, fee, fine or other monetary obligation levied by the Association against such Member's Lot shall remain unpaid for more than 90 days after the due date for the payment thereof.

### SECTION 3. MEETING OF MEMBERS.

The Bylaws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, entitled to cast thirty (30%) percent of the votes shall constitute a quorum for the transaction of business.

## **ARTICLE V** **CORPORATE EXISTENCE**

The corporation shall have perpetual existence; however, if the Association is dissolved, the Common Areas consisting of the surface water management system (Conservation Areas) shall be conveyed to an appropriate agency of local government and if not accepted, then the said system shall be dedicated to a similar non-profit corporation

## **ARTICLE VI** **DIRECTORS**

### SECTION 1. MANAGEMENT BY DIRECTORS.

The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meeting of directors, including annual meetings.

### SECTION 2. ELECTION OF MEMBERS OF BOARD OF DIRECTORS.

Directors shall be elected by the Members of the Association at the annual

meeting of the membership as provided for in the Bylaws of the Association. All directors shall be Members of the Association.

**SECTION 3.**            **DURATION OF OFFICE.**

Persons elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

**SECTION 4.**            **VACANCIES.**

If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

**ARTICLE VII**  
**OFFICERS**

**SECTION 1.**            **OFFICERS.**

The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable, consistent with the Bylaws of the Association.

**SECTION 2.**            **ELECTION AND APPOINTMENT OF OFFICERS.**

The officers of the Association, in accordance with any applicable provisions of the Bylaws shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of Officers, for filling vacancies, and for the duties of the officers. The President and all other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

## **ARTICLE VIII**

### **BYLAWS**

Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

## **ARTICLE IX**

### **AMENDMENTS**

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of two-thirds (2/3) the Members of the Association which have the right to vote; provided, however, that (a) no amendment shall make any change in the qualification for membership nor the voting rights of the members without the written approval or affirmative vote of all Members of the Association, and (b) these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration. A copy of each amendment to these Articles shall be recorded among the Public Records of Martin County, Florida, and filed with the Secretary of State of the State of Florida.

## **ARTICLE X**

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

Every director and every officer of the Association shall be indemnified by the Association against all expense and liabilities, including legal fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be party or may become involved by reason of being or having been a director or officer of the Association, whether or not a director or officer at the time such expense are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when 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 any and all right of indemnification to which such director or officer may be entitled under statute or common law.

## **ARTICLE XI**

### **TRANSACTIONS IN WHICH**

### **DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any 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 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.

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 XII REGISTERED OFFICE, AGENT AND ADDRESS

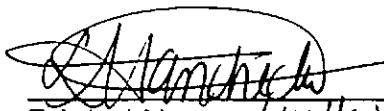

The principal office of the Association shall be at the place, within or without the State of Florida, as may be designated by the Board of Directors from time to time. The registered office is and the registered agent therein shall be as designated from time to time by the Board of Directors.

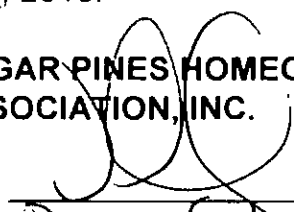
These Second Amended and Restated Articles of Incorporation of Sugar Pines Homeowners' Association were approved by a majority of the Board of Directors at a duly convened meeting, and by the affirmative vote of at least two-thirds (2/3) of the members of the Association, at the Members' Meeting held on February 21, 2018, 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 16th day of March, 2018.

WITNESSES AS TO PRESIDENT:

SUGAR PINES HOMEOWNERS'  
ASSOCIATION, INC.

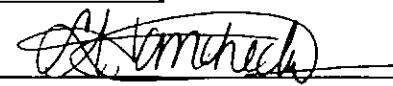
  
Printed Name: Lucille V. Hanchek  
  
Printed Name: R.J. Demers

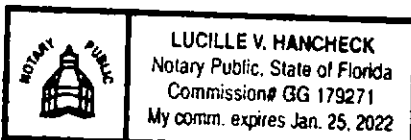
By:   
Dennis R. Fritchie, President

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 16, 2018, by Dennis R. Fritchie, as President of Sugar Pines Homeowners' Association, Inc. [ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: FL Drivers Lic.].

Notarial Seal

  
Notary Public



WITNESSES AS TO SECRETARY:

[Signature]  
Printed Name: Kirsten Smith  
[Signature]  
Printed Name: Mike Living

SUGAR PINES HOMEOWNERS'  
ASSOCIATION, INC.

By: [Signature]  
Colleen D Patrick, Secretary

CORPORATE  
SEAL

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 5, 2018,  
by Colleen Patrick, as Secretary of Sugar Pines Homeowners' Association,  
Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of  
Identification: \_\_\_\_\_]

Notarial Seal

[Signature]  
Notary Public

