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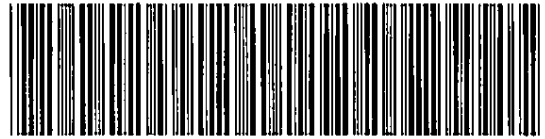
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 11 PM 32

FILED

JUN 12 2013

FILED

*Notated*

**FILED**

**2011 JUN 11 P 031**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SEWALL'S POINT PLANTATION HOMEOWNERS ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)**

(Substantial revisions, please consult present text.)

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 15, 1990.

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is SEWALL'S POINT PLANTATION HOMEOWNER'S ASSOCIATION, INC. ("Association").

**ARTICLE II  
REGISTERED OFFICE – REGISTERED AGENT**

The street address of the Registered Office of the Association and the name of the Registered Agent of the Association shall be as designated by the Board of Directors from time to time.

**ARTICLE III  
DEFINITIONS**

The definitions of the Declaration of Covenants and Restrictions for the Plantation at Sewall's Point ("Declaration") recorded in the Public Records of Martin County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE IV  
PURPOSE OF THE ASSOCIATION**

The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon, (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and its members, within the Property, and (d) promote the health, safety and welfare of the members of the Association.

## **ARTICLE V NOT FOR PROFIT**

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

## **ARTICLE VI POWERS OF THE ASSOCIATION**

The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations and operate and maintain the Association and Common Areas, including, but not limited to, the following:

(a) To perform all the duties and obligations of the Association set forth in the Declaration, By-Laws and as herein provided.

(b) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing the Association and Property.

(c) To fix, levy, collect and enforce payments, by any lawful means, of all charges or assessments pursuant to the term of the Declaration, these Articles and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing the Association and Property.

(d) To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association.

(e) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(f) To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of the Property to any public agency, entity, authority, utility or other person or entity for such purpose and subject to such conditions as it determines.

(g) To participate in mergers and consolidations with other non-profit corporations organized for the same purpose.

(h) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Property, Common Areas and Lots and to effectuate all of the purposes for which the Association is organized.

(i) To have and to exercise any and all powers, rights and privileges which a non-profit corporation, organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

(j) To employ personnel and retain independent contractors to contract for management of the Association, Property and Common Areas and to delegate in such contract all or any part of the powers and duties of the Association; to contract for services to be provided to the Association, Common Areas and Property such as, but not limited to, security services, maintenance, garbage pick-up and other utilities.

(k) To contract with other entities for the benefit of the Association and its members.

(l) To establish committees and delegate certain of its functions to those committees.

## **ARTICLE VII VOTING RIGHTS**

The Association shall have one (1) class of voting members:

The Owner of each Lot shall be a member. Each member which owns a Lot in the Property shall be entitled to one (1) vote for each Lot owned. When more than one (1) person owns an interest in any Lot, all persons shall be members. The vote associated with that Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board consisting of not less than three (3) persons. Board members elected by members must be members of the Association. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting.

## **ARTICLE IX DISSOLUTION**

In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

## **ARTICLE X DURATION**

The Association shall have perpetual existence.

## **ARTICLE XI AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a vote of the majority of the entire Board. Amendments may also be proposed by twenty-five percent (25%) of the members entitled to vote on the Amendment. If a vote of the members is required, the proposed amendment shall be submitted to a vote of the members entitled to vote at a special or annual meeting of the members.
2. Call for meeting. Upon the adoption of a resolution proposing an amendment, the Association shall thereupon call a special meeting of the membership entitled to vote on the amendment, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary/Treasurer to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than fourteen (14) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the member at the address as it appears on the books of the Association.
3. Vote necessary. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of seventy-five (75%) percent of the votes of both the members and Board.
4. By Written Statement. Notwithstanding the provisions of 1 and 2 above, if an amendment may be adopted by the Board or members, and the required number of the Board or members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.
5. Filing. Articles of Amendment containing the approved amendment shall be executed by Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:
  - (a) The name of the corporation.
  - (b) The amendment(s) so adopted.
  - (c) The date of the adoption of the amendment.

Articles of Amendment shall be filed, together with appropriate filing fees, within ten (10) days from approval with the office of the Secretary of State of Florida for approval.

6. Limitations.

A. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of any Mortgagee without the prior written consent of such Mortgagee.

## **ARTICLE XII OFFICERS**

The Board shall elect a President, Secretary/Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

## **ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which any Director or Officer may be made a party by release of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

## **ARTICLE XIV TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers or directors or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall

incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which authorized the consent or transaction.

These Amended and Restated Articles of Incorporation for Sewell's Point Plantation Homeowners Association, Inc. were approved by seventy-five percent (75%) of the Board of Directors and seventy-five percent (75%) of the Members by written statement, which 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 30<sup>TH</sup> day of MAY, 2018.

**WITNESSES AS TO PRESIDENT:**

**SEWALL'S POINT PLANTATION  
HOMEOWNERS ASSOCIATION,  
INC.**

[Signature]  
Printed Name: PAUL J. PRITEN  
[Signature]  
Printed Name: Kathy Pritzen

By: [Signature]  
ANNA MARIE A. TETAMANTI, President

STATE OF FLORIDA  
COUNTY OF MARKER



The foregoing instrument was acknowledged before me on May 30, 2018, by Anna Marie A. Tetamanti, as President of Sewall's Point Plantation Homeowners Association, Inc. [ ] who is personally known to me, or [X] who has produced identification [Type of Identification: FLDL].

[Signature]  
Notary Public

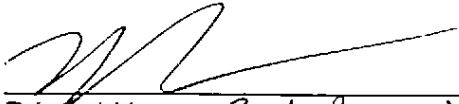
**Notarial Seal**

**WITNESSES AS TO SECRETARY:**

**SEWALL'S POINT PLANTATION  
HOMEOWNERS ASSOCIATION,  
INC.**

[Signature]  
Printed Name: PAUL J. PRITEN

By: [Signature]  
Kathy Langer, Secretary

  
Printed Name: Randy Pennington

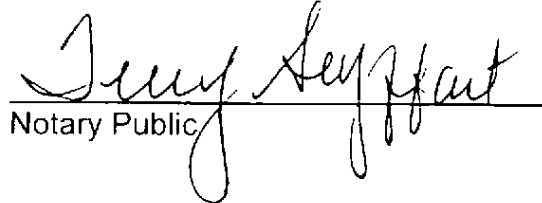
**CORPORATE  
SEAL**

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me on May 30, 2018, by Kathy Langer, as Secretary of Sewall's Point Plantation Homeowners Association, Inc. [ ] who is personally known to me, or ☒ who has produced identification [Type of Identification: FL DL].

Notarial Seal



  
Notary Public