

N44053

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

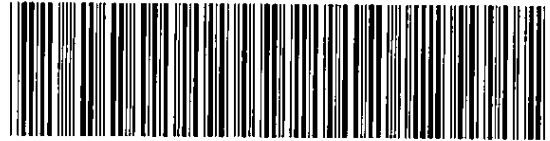
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300429177963

05/02/24--01045--016 **35.00

FILED
2024 MAY -2 PM 12:48

ROSS EARLE BONAN ENSOR & CARRIGAN, P.A.

ATTORNEYS AT LAW

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

ROYAL PALM FINANCIAL CENTER
SUITE 302
819 SW FEDERAL HIGHWAY
STUART, FLORIDA 34994
(772) 287-1745

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

JOHN P. CARRIGAN*
GARY E. SIMMONS, JR.
KATE E. BRADFORD
KURT A. McDAVID

*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

April 26, 2024

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

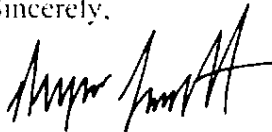
Re: Second Amended and Restated Articles of Incorporation of Double Tree Property
Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Second Amended and Restated Articles of Incorporation of Double Tree 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 Elizabeth P. Bonan, Esq.
Enclosures

FILED

2024 JUL -2 PM 12:48
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

DOUBLE TREE PROPERTY OWNERS ASSOCIATION, INC.

The purpose of this Second Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally recorded at Official Records Book 916, Page 1466 et. seq., and amended and restated at Official Records Book 983, Page 1853 et. seq., Public Records of Martin County, Florida.

ARTICLE I
NAME

The name of the corporation shall be DOUBLE TREE PROPERTY OWNERS ASSOCIATION, INC., incorporated in the State of Florida on June 26, 1991. 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 LOST LAKE GOLF CLUB, as amended from time to time, 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 recreation areas and other Common Areas within that certain residential community known as LOST LAKE GOLF CLUB situate in Martin County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration; to assess, levy, collect and disburse the assessments and charges, both base housing area 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.

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of Members of the Association;

2. To make, establish and enforce rules and regulations regarding the use of property owned, operated or managed by it;

3. To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association and in the Declaration;

4. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 720 and 617, Florida Statutes;

5. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expand the proceeds of assessments in the exercise of its powers and duties hereunder;

6. To maintain, repair, replace and operate the Association Property and, if appropriate, maintain the exteriors of the residential Units in accordance with the provisions of the Declaration;

7. To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration and the provisions of any dedication or conveyance of the Association Property to the Association with respect to the use and maintenance thereof;

8. To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Corporation.

C. The Association is not authorized for profit, nor shall it have the power to issue certifications of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. The Association may pay compensation in reasonable amounts to its Members, Directors or officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an officer or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

D. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

E. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV MEMBERS AND VOTING RIGHTS

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Association, including contract sellers, 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 any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

B. Voting Rights. The Association shall have two (2) classes of voting Membership:

Class A: Class A Members shall be all those owners as defined in Paragraph A. Class A Members shall be entitled to one vote for each Lot or Unit in which they hold the interests required for Membership by Paragraph A. If a Lot or Unit is owned by one person, his right to vote shall be established by the record title to his Lot or Unit. When more than one person holds such interest or interests in any Lot or Unit, the vote for such Lot or Unit shall be exercised as provided in the Declaration. In no event shall more than one vote be cast with respect to any Lot or Unit.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than ninety (90) days after the due date for the payment thereof.

Class B: The Class B Member shall be the owner of the Lost Lake Golf Club. For purposes of voting and assessment only, the Class B Member shall be treated as if it owned eight (8) Units. It shall designate a Voting Member in writing to the Secretary of the Association who shall be responsible for casting its votes.

C. Meetings of Members. The By-Laws 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, of Members entitled to cast thirty percent (30%) of the votes constitute a quorum for the transaction of business.

ARTICLE V
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of nine (9) persons who are designated from each Housing Area as provided in the Bylaws.

B. Election of Members of Board of Directors. Directors shall be elected as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors. All Directors shall be Members of the Association.

C. Duration of Office. Directors elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Housing Area, and thereafter until qualified successors are duly elected and have taken office.

D. Vacancies. If a Director elected by a Housing Area Committee shall for any reason cease to be a Director, the Housing Area Committee shall elect a successor to fill the vacancy for the balance of the unexpired term as provided in the Bylaws.

ARTICLE VII
OFFICERS

A. 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 By-Laws of the Association.

B. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year until qualified successors are duly elected and have taken office. The By-laws 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. 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 BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE IX AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of "Voting Members" representing sixty- seven (67%) percent of the total votes in the Association provided, however, that (a) no amendment shall make any change in the qualifications for Membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; 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 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 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 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
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The registered office and registered agent of the Association shall be such person and place, within or without the State of Florida, as designated by the Board of Directors.

These Second Amended and Restated Articles of Incorporation for Double Tree Property Owners Association, Inc., were approved by a majority of the Board of Directors and the affirmative vote of at least two-thirds (2/3) of all the votes of the entire membership, which was sufficient for 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 19th day of April, 2024.

WITNESSES AS TO PRESIDENT:

DOUBLE TREE PROPERTY OWNERS
ASSOCIATION, INC.

Print Name: ELIZABETH BENNETT

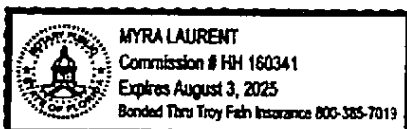
By: RICHARD C. CHALKER President

Print Name: Myra Laurent

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by RICHARD C. CHALKER, as President of Double Tree Property Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on April 19, 2024.

Notarial Seal



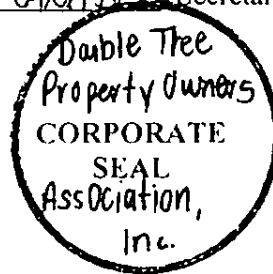
Myra Laurent
Notary Public
Print Name: Myra Laurent
My Commission Expires: 8/3/25

WITNESSES AS TO SECRETARY:

[Signature]
Print Name: ELLEN BETH BENNET
[Signature]
Print Name: Myra Laurent

DOUBLE TREE PROPERTY OWNERS
ASSOCIATION, INC.

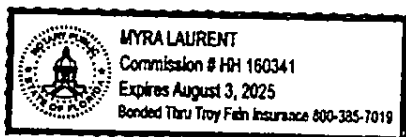
By [Signature]
VIRGINIA CAMPBELL Secretary



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Virginia Campbell, as Secretary of Double Tree Property Owners Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on April 19, 2024.

Notarial Seal



[Signature]
Notary Public
Print Name: Myra Laurent
My Commission Expires: 8/3/25