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CORNETT, GOUGE, ROSS & EARLE, P.A.

JANE L. CORNETT
HOWARD E. GOUGE
DEBORAH L. ROSS
DAVID B. EARLE

401 EAST OSCEOLA ST.
FIRST FLOOR
RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FLORIDA 34995

(561) 286-2990
FAX (561) 286-2996

CHARLES W. SINGER
OF COUNSEL

March 17, 2000

Secretary of State / attn: Certifications
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation of The Arbors Village Association, Inc., (formerly known as Forest Glade Village Association, Inc.)

Dear Sir or Madam:

Enclosed for filing is an original Amended and Restated Articles of Incorporation of The Arbors Village Association, Inc., (formerly known as Forest Glade Village Association, Inc.), along with a photocopy to be date stamped and returned to me. A postpaid envelope is enclosed for your convenience.

Also enclosed is a \$35 check for your fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call at 1-561-286-2990, extension 19.

Sincerely,



Deborah L. Ross, Esquire
DLR/nth
Enc.

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00 MAR 30 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM/Rest/nc
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FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

FOREST GLADE VILLAGE ASSOCIATION, INC.

WHEREAS the Articles of Incorporation of Forest Glade Village Association, Inc., (the "Articles of Incorporation"), were previously filed with the Department of State, Division of Corporations on July 1, 1994; and

WHEREAS pursuant to the Articles of Incorporation WESTERRA SEAWIND, L.P., a Delaware limited partnership, as the successor in interest to SEAWIND LAND CORPORATION, a Delaware corporation qualified to conduct business in the state of Florida, and MOBIL OIL CORPORATION, a New York corporation, is the "Declarant", and the Class "B" Member as defined by Article I, Section 10 of the Declaration of Covenants and Restrictions for Forest Glade (the "Original Declaration"), as previously recorded in the Public Records of Martin County, Florida at Official Records Book 1083, Page 2151; and

WHEREAS FOREST GLADE VILLAGE ASSOCIATION, INC., is the "Association" as defined by Article I, Section 3 of the Original Declaration ; and

WHEREAS pursuant to Article X of the Articles of Incorporation, amendments to the Articles of Incorporation require the approval of a majority of the Board of Directors only until such time as the Class "B" Member has relinquished its control of the Board of Directors; and

WHEREAS the Class "B" Member has not yet relinquished its control of the Board of Directors, and joined by the Association wishes to amend and restate the provisions of the Articles of Incorporation;

NOW THEREFORE, These Amended and Restated Articles of Incorporation are made this 13 day of March, 2000, by WESTERRA SEAWIND, L.P., a Delaware limited partnership, as the successor in interest to SEAWIND LAND CORPORATION, a Delaware corporation qualified to conduct business in the state of Florida, and MOBIL OIL CORPORATION, a New York corporation, (the "Declarant"), joined by FOREST GLADE VILLAGE ASSOCIATION, INC., a Florida not-for-profit corporation:

ARTICLE I **NAME**

The name of the corporation shall be THE ARBORS VILLAGE 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 FOREST GLADE recorded at Official Records Book 1083, page 2151 etc. seq. and amended and restated from time to time, 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
NOT-FOR-PROFIT

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.

ARTICLE IV
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
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 FOREST GLADE now known as The Arbors, 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, including Base Assessments, and Special Assessments, as provided for in the Declaration; and to perform and exercise all of the rights and duties of the Association under the Declaration.

- 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 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 expend the proceeds of assessments in the exercise of its powers and duties hereunder;
6. To maintain, repair, replace and operate the Association Properties 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.
 9. To enter into and bind the Association and its Members to contracts for the provision of bulk cable television service for the Association and its Members.
- C. The Association is not authorized for profit, nor shall it have the power to issue certificates 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 VI

MEMBERS

- 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. The Association shall have one (1) class of membership.
- B. **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.

ARTICLE VII

DIRECTORS

- A. The property, business and affairs of the Association shall be managed by the Board of Directors, which shall consist of five (5) persons.
- B. **Election of Members of Board of Directors.** At the annual meeting next succeeding the date upon which the Board of Directors appointed by the Class "B" Member resigns (as provided for hereinabove), Directors shall be elected by the Members of the Association 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 or spouses of members.

- C. **Duration of Office.** Directors elected to the Board of Directors shall hold office until they resign or until qualified successors are duly elected and have taken office.
- D. **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 VIII

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 and 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 IX

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 X

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 at least sixty-seven (67%) percent of those members voting in person, by proxy or by written consent, as long as votes are received from at least a quorum of the membership; 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 XI

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 XII
SUBSCRIBERS

The name and address of the subscriber to the original Articles of Incorporation was:

<u>Name</u>	<u>Address</u>
Carl K. Schenk	3300 P.G.A. Boulevard, Suite 900 Palm Beach Gardens, FL 33410

ARTICLE XIII
REGISTERED OFFICE, AGENT AND ADDRESS

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

SIGNED, SEALED and DELIVERED IN
THE PRESENCE OF:

WESTERRA SEAWIND, L.P.
a Delaware Limited Partnership

By: Westerra Management, L. L. C., a
Delaware limited liability company,
its authorized representative
pursuant to Delegation of
Authorities and Power of Attorney
dated November 29, 1996

Lois S. Taylor
Witness #1 Signature

LOIS S. TAYLOR
Witness #1 Name Printed

Jeanne M. White
Witness #2 Signature

JEANNE M. WHITE
Witness #2 Name Printed

STATE OF Florida
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 13th day of March,
2000, by Ivan M. Chosnek, the Assistant Vice President of Westerra Seawind, L.P. a
Delaware limited partnership, by Westerra Management, L.L. C., a Delaware limited liability
company, its authorized representative pursuant to Delegation of Authorities and Power
of Attorney dated November 29, 1996, who is known to me ~~or who produced~~ _____
_____ as identification.

Myrna Jean White
NOTARY PUBLIC
NOTARY STAMP
My Commission Expires



Joinder of the Association

SIGNED, SEALED and DELIVERED IN
THE PRESENCE OF:

FOREST GLADE VILLAGE
ASSOCIATION, INC.

[Signature]
Witness #1 Signature

LOIS S. TAYLOR
Witness #1 Name Printed

[Signature]
By: Ivan M. Chosnek
As President

[Signature]
Witness #2 Signature

JEANNIE M. WHITE
Witness #2 Name Printed

STATE OF Florida
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 13th day of March,
2000, by Ivan M. Chosnek, the President of Forest Glade Village Association, Inc., who
is known to me or who produced _____ as
identification.

[Signature]
NOTARY PUBLIC
NOTARY STAMP
My Commission Expires



-Last Page-
Record and Return to:
Deborah L. Ross, Esquire
Cornett, Googe, Ross & Earle, P.A.
Post Office Box 66
Stuart, FL 34995