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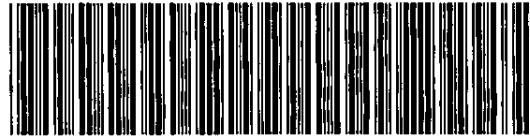
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14 MAR 10 PM 2:18
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Amd
MAR 12 2014
R. WHITE

**AMENDED ARTICLES OF INCORPORATION
OF
PARKSIDE AT MARTIN DOWNS
HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

FILED
14 MAR 10 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation for Parkside at Martin Downs Homeowners Association, Inc., were filed with the Secretary of State on August 23, 1994. The same Articles of Incorporation for Parkside at Martin Downs Homeowners Association, Inc. have been recorded in the public records of Martin County at Official Records Book 1120, Page 1361 et.seq. The same Articles of Incorporation are hereby Amended as approved by a vote of 100% the Board of Directors on January 18, 2014 which is a vote sufficient for approval.

In order to form a corporation not-for-profit, under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit, for the purpose, and with the powers, hereinafter set forth and to that end, we do, by these Amended Articles of Incorporation, certify as follows:

**ARTICLE I
NAME**

1. Name. The name of this corporation is PARKSIDE AT MARTIN DOWNS HOMEOWNERS ASSOCIATION, INC. ("Association"). The address of the Association shall be P.O. Box 2303, Palm City, Florida 34991.

2. Definitions. The words used in these Amended Articles shall have the same meaning as set forth in the Amended and Restated Declaration of Covenants and Restrictions for the Association, ("Amended and Restated Declaration").

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Amended and Restated Declaration which is to be recorded in the public records of Martin County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

1. Common Law and Statutory Powers. 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 Amended Articles, the Amended and Restated Declaration, or the Amended By-Laws of the Association.

2. Necessary Powers. The Association shall have all of the powers and duties set forth in the Amended and Restated Declaration, except as limited by these Amended Articles, and all powers and duties reasonably necessary to operate and administer the Properties pursuant to the Amended and Restated Declaration, including but not limited to the following:

A. To make and collect assessments against Members to defray the costs and expenses of the Association property.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To own, maintain, repair, replace, operate and convey the property of the Association in accordance with the Amended and Restated Declaration, and to maintain and operate the water management system, as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts, drainage facilities, jurisdictional wetlands, and conservation areas, and related appurtenances, if any.

D. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members, in the amounts required by the Amended and Restated Declaration.

E. To dedicate or to transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one percent (51%) of the Members, and approved by not less than seventy-five percent (75%) of the institutional mortgagees holding mortgages encumbering Units.

F. To reconstruct the improvements to the Association's property after casualty, and to further improve the Association's properties, as provided in the Amended and Restated Declaration.

G. To make and amend reasonable Rules and Regulations regarding the use of the property of the Association in accordance with the requirements set forth in the Amended By-Laws.

H. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Amended and Restated Declaration to have the approval of the Board or the Membership. Any such contract may not exceed one (1) year, and must provide for termination by either party without cause and without payment of a termination fee on not more than ninety (90) days written notice.

I. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association property.

J. To enforce by legal means the provisions of the Amended and Restated Declaration, these Amended Articles, the Amended By-Laws, and the Rules and Regulations for the use of the Association's property as same may be promulgated, modified, or amended from time to time by the Association.

K. To pay taxes and assessments, which are liens against any part of the Association's property.

L. To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the property of the Association.

M. To grant such permits, licenses, and easements over the Common Areas for utilities, roads, and other purposes reasonably necessary or useful to the Association.

N. To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Amended and Restated Declaration.

3. Funds and Title to Properties. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Amended and Restated Declaration, these Amended Articles, and the Amended By-Laws.

ARTICLE IV **MEMBERS**

1. Members. The Members of the Association shall consist of all of the record owners of Units in Parkside at Martin Downs.

2. Change of Membership. Change of membership in the Association shall be established by recording in the public records of the County, a deed or other

instrument establishing a record title to a Unit in Parkside at Martin Downs, and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated as of the date of execution of such instrument.

3. Transfer of Membership. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of title of his Unit.

4. Voting. The Owner of each Unit shall be entitled to one vote as a Member of the Association. The exact number of votes to be cast by Members and the manner of exercising voting rights, shall be determined by the Amended By-Laws; subject, however, to the terms and conditions of the Amended and Restated Declaration.

ARTICLE V

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

OFFICERS

1. Officers. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer, which officers shall be subject to the directions of the Board.

2. Election of Officers. The Board shall elect the President, the Vice President, the Secretary, and the Treasurer, and as many Vice Presidents as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the "Annual Members Meeting" (as described in the Amended By-Laws); provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the Amended By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary.

Officers shall be elected by the Board at the first meeting of the Board following each annual meeting of the Members.

ARTICLE VII

BOARD OF DIRECTORS

1. Directors. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) Directors. Directors must be Members of the Association.

2. Term of Directors. Members of the Board shall serve for a term of two (2) years.

3. Election of Directors. Directors of the Association shall be elected at the Annual Members' Meeting in the manner determined by the Amended By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Amended By-Laws.

ARTICLE VIII

INDEMNIFICATION

Every Director, committee member, and officer of the Association (and the Directors, committee members, and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director, committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director, committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, committee member, or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Amended Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, committee member, or officer may be entitled whether by statute or common law.

ARTICLE IX

AMENDED BY-LAWS

The Amended By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the Amended By-Laws conflict with these Amended Articles or the Amended and Restated Declaration, and provided further, that no amendment, alteration, or rescission may be made which adversely affects the rights and privileges of any Institutional Mortgagee,

without the prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter, or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X AMENDMENTS

1. Amendments. These Amended Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership) at which such proposed amendment is to be considered; and

B. A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by a vote of a majority of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

2. Amendment by Reference to Title. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Amended Articles shall contain the full text of the Amended Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial re-wording of Article. See Article ____ for present text." Non material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

3. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Amended Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefore by such Mortgagee.

IN WITNESS WHEREOF, Parkside at Martin Downs Homeowners Association, Inc., has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 6th day of MARCH, 2014.

WITNESSES:

Parkside at Martin Downs Homeowners Association, Inc.

Frederick E. Depkin
Witness #1 Signature

FREDERICK E. DEPKIN
Witness #1 Printed Name

Jane L. Cornett
Witness #2 Signature

JANE L. CORNETT
Witness #2 Printed Name

Frederick E. Depkin
Witness #1 Signature

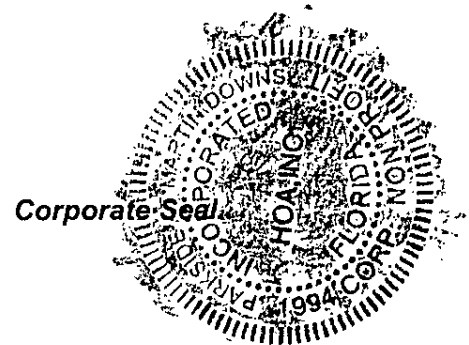
FREDERICK E. DEPKIN
Witness #1 Printed Name

Jane L. Cornett
Witness #2 Signature

Jane L. Cornett
Witness #2 Printed Name

By: Edward Schiller
Edward Schiller, President

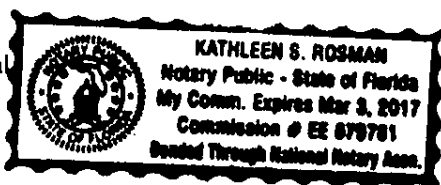
By: Donald R. Deslauriers
Donald R. Deslauriers, Secretary



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of MARCH, 2014 by Edward Schiller as President of Parkside at Martin Downs Homeowners Association, Inc., [] who is personally known to me or [X] who has produced identification [Type of Identification]: New York Drivers License

Notary Seal



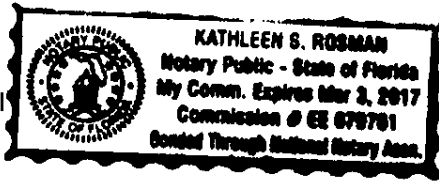
Kathleen S. Rosman
Notary Public
Commission Stamp/Seal:

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of MARCH, 2014 by Donald R. Deslauriers as Secretary of Parkside at Martin Downs Homeowners Association, Inc., [] who is personally known to me or [X] who has produced identification [Type of Identification]: Florida Drivers License.

Notary Seal



Kathleen S. Rosman
Notary Public
Commission Stamp/Seal:

ACTIVE: P18747/339608:5505034_1