

N94000004737

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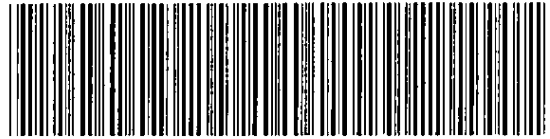
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S. CHATHAM  
SEP 12 2023

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*Amend/Restated*



CHERRY,  
EDGAR &  
SMITH, P.A.

ATTORNEYS AT LAW

8409 N. MILITARY TRAIL - SUITE 123  
PALM BEACH GARDENS, FL 33410  
P: (561) 471-7767  
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August 1, 2023

**VIA CERTIFIED MAIL:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Medalist Homeowners Association, Inc.  
Articles of Amendment to the Articles of Incorporation  
Our File No. CWE11565.001**

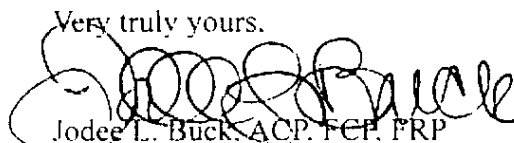
To Whom It May Concern:

Enclosed please find the executed Articles of Amendment to the Article of Incorporation of Medalist Homeowners Association, Inc., with a Florida Document Number of N94000004737, registered as a not-for-profit corporation. Also enclosed is our Trust Account Check No. 9101 in the amount of \$35.00, which represents the filing fee for this document.

We have enclosed a copy for you to stamp and return to us in the self-addressed stamped envelope provided.

Please contact us with any questions.

Very truly yours,

  
Jodee L. Buck, ACP, FCF, FRP  
Advanced Certified Paralegal

/jlb

Enclosures

RAMEDALIST HOA/HOAE/LET TO SEC OF STATE 230801.DXXX

## **EXHIBIT "A"**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**

#### **MEDALIST HOMEOWNERS ASSOCIATION, INC.**

(A corporation not-for-profit organized under the laws of the State of Florida)

#### **ARTICLE I NAME; PRIMARY ADDRESS**

The name of the corporation shall be the **MEDALIST HOMEOWNERS ASSOCIATION, INC.**, which is hereinafter referred to as the "**Association**". The primary address of the Association shall be c/o **CAMPBELL PROPERTY MANAGEMENT AND REAL ESTATE, INC.**, a Florida corporation, 401 Maplewood Drive, Suite 23, Jupiter, FL 33458.

#### **ARTICLE II PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Easements, and Restrictions for Medalist Village recorded in the Public Records of Martin County, Florida, as hereafter amended and/or supplemented from time to time (the "**Declaration**"). The further objects and purposes of the Association are to preserve the values in The Properties and to maintain the Common Areas for the benefit of the Members of the Association. The definitions set forth in the Declaration are incorporated herein by this reference.

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

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 identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

The Association shall operate, maintain and manage the surface water management system(s) in a manner consistent with the South Florida Water Management Environmental Resource Permit applicable to The Properties applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water management system.

### **ARTICLE III**

#### **MEMBERS**

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot 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.

Section 2. Voting Rights. The Association shall have one (1) class of voting membership, the members of which shall have the voting rights provided for in the Declaration.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if thirty percent (30%) of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

### **ARTICLE IV**

#### **CORPORATE EXISTENCE**

The Association commenced its existence with the filing of the original Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 62-330, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

### **ARTICLE V**

#### **BOARD OF 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 not less than three (3) persons, but as many persons as the By-Law shall from time to time provide. A majority of the directors in office shall constitute a quorum for the transaction of business.

Section 2. Election of Members of Board of Directors. Directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership 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 shall be authorized representatives, officers, or employees of corporate or other business entity members of the Association.

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office for the period of time specified in the corporation's By-Laws, and thereafter until qualified successors are duly elected and have taken office.

Section 4. Vacancies. If a director 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 applicable person's term.

## **ARTICLE VI** **OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected (or re-elected) by the Board of Directors for terms of one (1) year and thereafter 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. The President shall be a director; 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 shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

## **ARTICLE VII** **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 VIII** **AMENDMENTS AND PRIORITIES**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of a majority of the votes cast by the Members, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## **ARTICLE IX**

### **INDEMNIFICATION**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (i) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or that such person acted in a manner such person believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe such person's conduct was unlawful, and (ii) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which such person believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by such person in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the By-Laws, agreement, vote of Members or otherwise, both as to action in such person's official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against such person and incurred in any such capacity, or arising out of the status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 5. The provisions of this Article IX shall not be amended in a manner which denies any person entitled to indemnification or insomuch as under the present terms hereof.

**ARTICLE X**  
**REGISTERED AGENT**

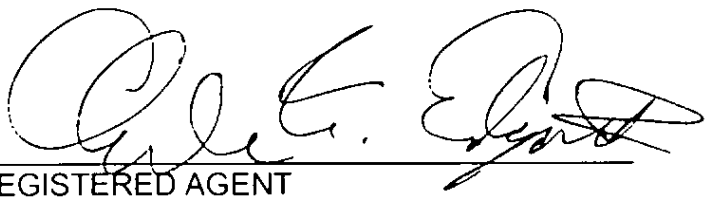
Until changed, **CHARLES W. EDGAR, III, ESQ.**, shall be the registered agent of the Association and the registered office shall be at 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Palm Beach Gardens, County of Palm Beach, State of Florida, the corporation named in said Articles has named Charles W. Edgar, III, Esq. located at Cherry, Edgar & Smith, P.A., 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
REGISTERED AGENT

Dated this 27<sup>th</sup> day of July, 2023

2023 JUL -3 PM 3:38

FILED



**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
MEDALIST HOMEOWNERS ASSOCIATION, INC.**

**THESE ARTICLES OF AMENDMENT** are adopted by Medalist Homeowners Association, Inc., a Florida not for profit corporation, which states:

1. **Name:** The name of the corporation is Medalist Homeowners Association, Inc. (the "**Corporation**")

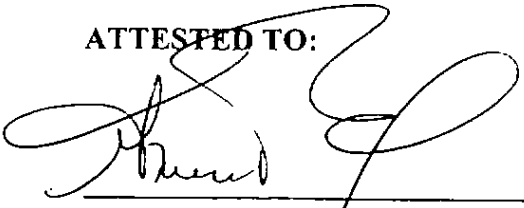
2. **Amendment Text:** Amended and Restated Articles of Incorporation of the Corporation as attached hereto as Exhibit "A".

3. **Votes for Approval:** Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida not-for-profit Corporation Act, and Article XI of the Articles of Incorporation of the Corporation originally filed with the Secretary of the State of Florida on September 26, 1994, the Amended and Restated Articles of Incorporation of the Corporation, attached hereto as Exhibit "A", have been duly authorized and approved by the Board of Directors of the Corporation on June 28,, 2023 and by the members entitled to vote on the amendments set forth herein om July 24, 2023.

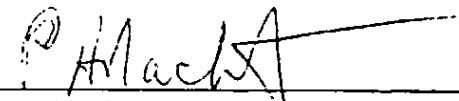
3. **Sufficiency of Vote:** Accordingly, the votes cast were sufficient to adopt the Amended and Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, this Articles of Amendment to the Articles of Incorporation of Medalist Homeowners Association, Inc., has been duly executed as follows:

**ATTESTED TO:**

  
\_\_\_\_\_  
Gwen Brant, Secretary

**MEDIALIST HOMEOWNERS  
ASSOCIATION, INC.**, a Florida not-for-profit  
corporation

By:   
\_\_\_\_\_  
Peter Nachtwey, President

Date: July 27, 2023  
[CORPORATE SEAL]

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**ATTESTED TO:**

**MEDIALIST HOMEOWNERS  
ASSOCIATION, INC.,** a Florida not-for-profit corporation

\_\_\_\_\_  
Gwen Brant, Secretary

By: P. Nachtwey  
Peter Nachtwey, President

Date: July 27, 2023

[CORPORATE SEAL]