

N 9600000 5966

(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



900309284529

02/22/18 -01006--003 **35.00

S TALLENT
FEB 23 2018

STATE OF MARYLAND
DEPARTMENT OF REVENUE
TAX ADMINISTRATION

18 FEB 22 PM 5:09

FILED

Amended
&
Restarted

EXHIBIT "B"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE VILLAS PROPERTY OWNERS ASSOCIATION, INC.

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 November 22, 1996.

ARTICLE I
NAME

The name of this corporation is THE VILLAS PROPERTY OWNERS ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association" or the "Corporation".

ARTICLE II
DEFINITIONS

All terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for THE VILLAS SUBDIVISION which are to be recorded in the public records of Martin County, Florida, and any subsequent amendments thereto.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and registered office and the registered agent of the Corporation shall be as designated from time to time by the Board of Directors.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 1. This Corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

a. To establish, maintain, operate and provide all community services of every kind and nature for THE VILLAS SUBDIVISION, Martin County, Florida

FILED
18 FEB 22 PM 5:09
STATE OF FLORIDA
TALLAHASSEE

required or desired by the Members, including without limitation those services and functions described in the Covenants and Restrictions for THE VILLAS SUBDIVISION.

- b. To provide for enforcement of the Covenants and Restrictions.
- c. To engage in such other activities as may be to the mutual benefit of the members and the Owners of Lots in THE VILLAS SUBDIVISION.
- d. To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefit of its Members.
- e. To contract with others to provide the services, benefits and advantages desired.
- f. To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Association.
- g. To maintain, repair, replace and operate its property. To own and convey property.
- h. To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Corporation. To operate the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.
- i. To employ personnel to perform the services authorized by these Articles.
- j. To purchase insurance upon its property for the protection of the Association and its Members.
- k. To reconstruct improvements constructed on its property after casualty or other loss.
- l. To dedicate all or any portion of its property or any interest therein to public use.
- m. To enforce by legal action the provisions of these Articles of Incorporation, the By-Laws of the Corporation, and the Covenants and Restrictions. To sue and be sued.
- n. To hold title to and maintain the private roads, access easements and private drainage easements reflected on the recorded Plat of THE VILLAS SUBDIVISION, and to hold title to all other property, real and personal, as it may acquire from time to time, and to sell, transfer or mortgage the same.

o. To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Association shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Association.

ARTICLE V

MEMBERS

Section 1. The Members of this Corporation shall consist of all owners of Lots in THE VILLAS SUBDIVISION, but shall not include mortgagees or other holders of security interests only.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

Section 3. The Corporation shall have one class of membership.

All persons owning one or more lots in THE VILLAS SUBDIVISION are members and shall have 1 vote per lot owned.

Each lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any lot, the vote for such lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a lot, such vote shall not be recognized and the lot shall not be counted for any purpose until the dispute is resolved.

ARTICLE VI

TERM

This Corporation shall exist perpetually, however, if the Corporation is dissolved for any reason the surface water management system shall be conveyed to an appropriate agency, local government or similar non-profit Corporation.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors. The Board of Directors shall be elected by the Members of the Association entitled to vote.

ARTICLE VIII

OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

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 by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is 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 duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE X

DISPOSITION OF ASSETS UPON DISSOLUTION

No member, Director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five (75%) percent of each and every class of Membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities, or any one of them or to any one or more non-profit corporations, association, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event of dissolution of the Association, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government; however, if it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

ARTICLE XII
BY-LAWS


The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

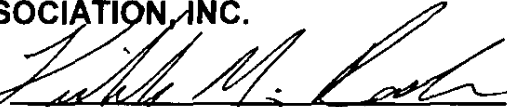
These Amended and Restated Articles of Incorporation of The Villas Property Owners Association were approved by two-thirds (2/3) of the members, which was sufficient for approval. Said approval occurred at the meeting held on December 6, 2017.


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 16 day of February, 2018.

WITNESSES AS TO PRESIDENT:

**THE VILLAS PROPERTY OWNERS
ASSOCIATION, INC.**


Printed Name: Brooke Burdowsky

By: 
Kimberly M. Rozen, President

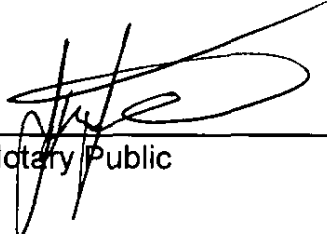

Printed Name: Jose Tapia

STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged before me on Feb 16, 2018, by Kimberly Rozen, as President of The Villas Property Owners Association, Inc. [] who is personally known to me, or [X] who has produced identification [Type of Identification: FLDL].


Notarial Seal

Jose Tapia
State of Florida
My Commission Expires 04/13/2018
Commission No. FF 109909

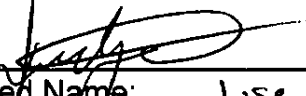

Notary Public

WITNESSES AS TO SECRETARY:

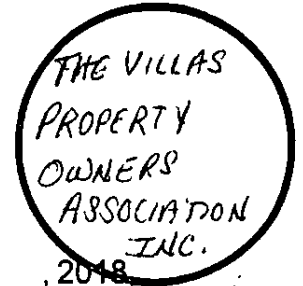
**THE VILLAS PROPERTY OWNERS
ASSOCIATION, INC.**


Printed Name: Brooke Burdewsky

By: NORA C. Kennen
NORA C. Kennen, Secretary


Printed Name: Jose Tapia

**CORPORATE
SEAL**



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Feb 16, 2018,
by Nora Kennen, as Secretary of The Villas Property Owners Association,
Inc. [] who is personally known to me, or [] who has produced identification [Type of
Identification: FCID].

Notarial Seal



Jose Tapia
State of Florida
My Commission Expires 04/13/2018
Commission No. FF 109909



Notary Public