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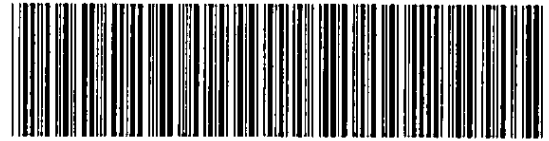
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2020/03/13 PM 3:57

C. GOLDEN

MAR 16 2020

**ROSS EARLE BONAN & ENSOR, P.A.
789 SW FEDERAL HWY, STE. 101
STUART, FLORIDA 34994**

FILING TRANSMITTAL FORM

DATE: January 21, 2020

TO: Division of Corporation Amendments Section, P.O. Box 6327,
Tallahassee, FL 32314

FROM: Stephanie Adams
Paralegal to David B. Earle, Esquire

SUBJECT: Amended and Restated Articles of Incorporation of Springtree Property
Owners Association, Inc.

The document(s) listed below is/are attached for filing with the Dept. of State Division of
Corporations – Amendments Section

Please make receipt out to: **Ross Earle Bonan & Ensor, P.A.**
(Attached Check No. 25526 for \$35.00)

Please return receipt and all originals to the attention of:
Stephanie Adams, Paralegal to David B. Earle, Esquire

<u>Document(s) to be ^{filed} recorded:</u>	<u># of Pages</u>	<u>Fee</u>
1. Amended and Restated Articles of Incorporation of Springtree Property Owners Association, Inc.		\$35.00

Attached 1 document(s)
Thank You!

Stephanie Adams, Paralegal
Ross Earle Bonan & Ensor, P.A.
P.O. Box 2401
Stuart, FL 34994



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2020

STEPHANIE ADAMS, PARALEGAL
ROSS EARLE BONAN & ENSOR, P.A.
POST OFFICE BOX 2401
STUART, FL 34995

SUBJECT: SPRINGTREE PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: N99000000217

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 820A00004231

2020 MAR 10 PM 3:26

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPRINGTREE PROPERTY OWNERS ASSOCIATION, INC.**

2020-11-13 PM 3:57

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 January 11, 1999, and Amended and Restated on January 23, 2020. The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Springtree Property Owners Association, Inc., which corporation shall hereinafter be referred to as the "Association".

ARTICLE II

PURPOSE

This Association does not contemplate pecuniary gain or profit to the members hereof, and the specific purpose and object of the Association shall be to administer the operation and management of all common areas and/or recreational areas within Springtree, located in Martin County, Florida pursuant to the plat thereof recorded in the Public Records of Martin County, Florida and to undertake the performance of the acts and duties, incident to the administration of the operation and management of said common areas and recreational areas and other properties located within Springtree (hereinafter the "development"), in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declaration of Protective Covenants and Restrictions for Springtree which shall be recorded in the Public Records of Martin County, Florida; and to take and hold fee simple title to said common area and/or recreational areas and to operate, lease, mortgage, sell trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the above- referenced property, and further, to foster a residential community throughout the development.

ARTICLE III

POWERS

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the formal Declaration of Protective Covenants and Restrictions for Springtree as aforementioned and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as set forth above, including, but not limited to, the following:

(a) To make, establish and enforce reasonable rules and regulations governing the development and the use of the common areas and recreational areas as delineated upon the Plat of Springtree and as such terms are further defined by the formal Declaration of Protective Covenants and Restrictions for Springtree as referred to above.

(b) To make and collect assessments against members of the Association to defray costs, expenses and losses of the Association

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To undertake the maintenance, repair, replacement and operation of the common areas, recreational areas, landscape areas and/or property leased or acquired by the Association for the benefit of its members, and as set forth in the formal Declaration of Protective Covenants and Restrictions for Springtree

(e) To purchase insurance upon the common areas and recreational areas and insurance for the protection of the Association and its members

(f) To reconstruct the improvements upon the common areas and recreational areas after casualty and construct further improvements upon and within these properties, and as set forth in the formal Declaration of Protective Covenants and Restrictions for Springtree

(g) To make reasonable rules and regulations respecting the maintenance and use of any properties located within the development including but not limited to, the individual residential units therein located.

(h) To undertake the maintenance and repair of the individual residential yard areas.

(i) To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the formal Declaration of Protective Covenants and Restrictions for Springtree, these Articles of Incorporation and the By-Laws of the Association and the Rules and Regulations for the use and maintenance of the properties within the development.

(j) To contract for the management of the common areas, recreational areas and other properties for which the Association is responsible, and to delegate all management powers and duties to a qualified person, firm or corporation.

(k) To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operations of the properties for which the Association is responsible.

(l) To acquire fee simple title to recreational areas and recreational facilities and to make and collect assessments against members to defray the cost of taxes, maintenance, repair, operation of land and improvements thereon and to satisfy the obligations for the acquisition of same whether by way of payments under the term of promissory notes and mortgage encumbering same or by way of other obligations.

(m) To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land located within Springtree provided that all of the transactions contemplated herein are to be for the use, benefit and enjoyment of the members of the Association. This shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational and community facilities.

(n) To enter into contracts and agreements for the purpose of effectuating the Declaration of Protective Covenants and Restrictions for Springtree, these Articles of Incorporation and the By-Laws of the Association and the Rules and Regulations.

(o) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

2. All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for members in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for Springtree, these Articles of Incorporation and the By-Laws of the Association.

3. The Association shall make no distribution of income to its members, directors or officers.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for Springtree and the By-Laws of the Association.

ARTICLE IV

MEMBERS

1. The members of the Association shall consist of all the records owners of each unit constructed upon a lot in Springtree according to the Plat thereof (which shall be defined as a "Parcel"), which is recorded in the Public Records of Martin County, Florida.

2. Transfer of membership in the Association shall be established by the recording in the Public Records of Martin County, Florida, of a deed or other instrument establishing a record title to a Parcel and the delivery to the Association of a certified copy of such instrument, the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her Dwelling Unit.

4. The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Parcel Owners, and shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persons shall be members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one (1) be cast with respect to any Parcel.

Class B. The Class B member was the Developer and such membership ceased.

ARTICLE V

DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the By-Laws of the Association, but shall not be less than three (3) in number. In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

2. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers appointed by the Board of Directors and any vacancy shall be filled by appointment of the Board of Directors. The officers shall serve for an annual term at the pleasure of the Board of Directors.

ARTICLE VII

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 upon 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, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in that event of a settlement, indemnification shall apply only when the Board of Directors approve 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 all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one (1) or more members of the Association. Directors and members not present in person or by proxy at a meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting; and

(a) Such approval must be by not less than seventy-five (75%) percent of the entire membership of the Board of Directors and by not less than seventy-five (75%) percent of the votes of the entire membership of the Association; or

(b) By not less than eighty (80%) percent of the entire membership of the Association.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members, or any change in Paragraphs 2 and/or 3 of Article IV here of without approval in writing by all members.

4. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of the State and recorded in the Public Records of Martin County, Florida

ARTICLE X

TERM

The Association shall have perpetual existence.

ARTICLE XI

DEVELOPER

Wherever referred to herein, the term "Developer" shall mean ENGLE HOMES/PALM BEACH, INC., a Florida corporation, its successors and assigns.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation was as follows:

<u>NAME</u>	<u>ADDRESS</u>
Engle Homes, Inc.	123 N.W. 13 th Street Suite 300 Boca Raton, FL 33432

ARTICLE XIII

RESIDENT AGENT

The Registered Agent of the Association shall be designated by the Board of Directors.

ARTICLE XIV

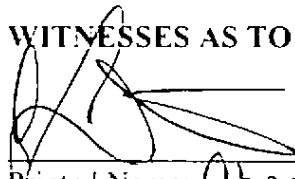
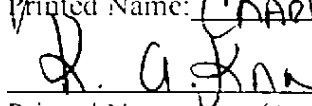
INITIAL PRINCIPAL OFFICE

The principal office of the Association shall be at a location selected by the Board of Directors.

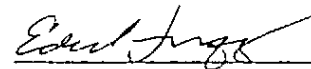
These Amended and Restated Articles of Incorporation for Springtree have been approved by the Board of Directors and the membership by vote sufficient for approval. The undersigned, Springtree Property Owners Association, Inc., consents to the terms and conditions contained in the foregoing Amended and Restated Bylaws.

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 13 day of January 2020.

WITNESSES AS TO PRESIDENT:


Printed Name: Charles Luetthaus

Printed Name: Karin A. Knarr

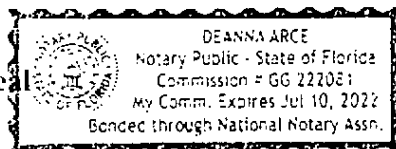
SPRINGTREE PROPERTY OWNERS ASSOCIATION, INC.

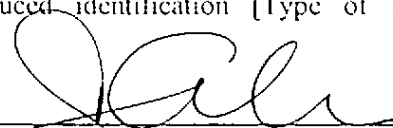
By: 
Edward Marquez, President

STATE OF FLORIDA
COUNTY OF MARTIN

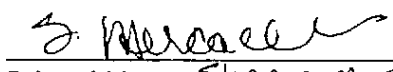
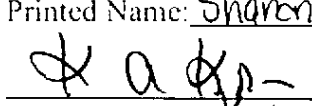
The foregoing instrument was acknowledged before me on January 13, 2020, by EDWARD MARQUEZ, as President of Springtree Property Owners Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

Notarial Seal

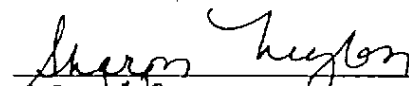



Notary Public

WITNESSES AS TO SECRETARY:


Printed Name: Sharon Mercadante

Printed Name: Karin Knarr

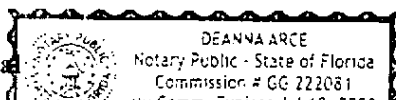
SPRINGTREE PROPERTY OWNERS ASSOCIATION, INC.

By: 
SHARON NEYLON, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on January 13, 2020, by SHARON NEYLON, as Secretary of Springtree Property Owners Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

Notarial Seal




Notary Public

