

# GRAZI & GIANINO

Attorneys at Law  
A Partnership of Attorneys  
Including Professional Association

January 29, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Doris Brown, Document Specialist

Re: MONTEBELLO AT MARTIN DOWNS HOMEOWNERS ASSOCIATION, INC.  
Ref. No. W99000001778

Dear Ms. Brown:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. As requested, the corporation's mailing address has been included in Article I. Please continue to file the Articles of Incorporation and provide this office with a certified copy of same.

If you should have any questions, please do not hesitate to contact me.

Sincerely,



Michelle M. Sheperd  
Legal Assistant to LEIF J. GRAZI, ESQUIRE  
/mms  
Enc.  
\\Michelle\c\ASSOC\MONTEBELLO\doc.ltr.wpd

217 East Ocean Boulevard  
P.O. Drawer 2846  
Stuart, Florida 34995-2846

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1. Certified in Civil Trial Law by the Florida Bar.
2. Certified by the Florida Supreme Court in Family and Civil Mediation.
3. Certified by the Florida Supreme Court in Arbitration.

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D. BROWN FEB - 1 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 1999

LEIF J. GRAZI, ESQ.  
GRAZI & GIANINO  
POST OFFICE DRAWER 2846  
STUART, FL 34995-2846

SUBJECT: MONTEBELLO AT MARTIN DOWNS HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: W99000001778

We have received your document for MONTEBELLO AT MARTIN DOWNS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 599A00003276

**ARTICLES OF INCORPORATION OF  
MONTEBELLO AT MARTIN DOWNS HOMEOWNERS ASSOCIATION, INC.  
(A corporation not for profit)**

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**ARTICLE I**

The name of this corporation shall be **Montebello at Martin Downs Homeowners Association, Inc.**, (the "Association"), and the mailing address of the corporation shall be Post Office Box 2024, Palm City, Florida 34991.

**ARTICLE II**

The terms defined in the Declaration of Protective Covenants covering all of Montebello at Martin Downs, recorded in Official Records Book 745 at Page 1382, Public Records of Martin County, Florida (hereinafter called "Protective Covenants"), shall mean the same herein just as though they were set forth at length herein.

**ARTICLE III**

The general nature, objects and purposes of the Association are:

- (a) To promote the health, safety and social welfare of the Owners of the Properties.
- (b) To own, maintain and/or repair landscaping, cut grass, in general and/or common areas, access paths, and other common areas, structures and other improvements in Montebello at Martin Downs for which the obligation to maintain and repair has been delegated and accepted.
- (c) To own the common area at SW Montebello Place shown on the Plat of Montebello at Martin Downs and to control and maintain the other drainage facilities shown on said Plat.
- (d) To provide, purchase, acquire, replace, improve, maintain and/or repair such building, structures, landscaping, paving and equipment, both real and personal, related to the health, safety,

and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and convenient.

- (e) To operate without profit for the sole and exclusive benefit of its members.

#### ARTICLE IV

The general powers that the Association shall have are as follows:

- (a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

- (b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

- (c) To delegate power or powers where such is deemed in the interest of the Association.

- (d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by laws of the State of Florida. Notwithstanding the foregoing provisions, no mortgage or sale of the Common Lands shall be effective without first obtaining the written consent of Martin County, Florida, South Florida Water Management District, and any Institutional Mortgagees, if any.

- (e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

(f) To charge recipients for services rendered by the Association and the user for use of the Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) To borrow money, and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes, or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

(i) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE V

(a) The members shall consist of the property Owners in Montebello at Martin Downs and all such property Owners shall be member of the Association.

(b) Members. Members shall be all Owners of Lots in Montebello at Martin Downs. Owners of Lots in Montebello at Martin Downs shall represent themselves in person or by proxy. Owners of Lots shall automatically become members upon acquisition of fee simple title to such Lot. Membership in the Association shall cease upon a member parting with all interest in the Lot by virtue of which he became a member.

Nothing herein shall be deemed to confer membership in the Association upon mortgagees claiming membership by virtue of their securities.

#### ARTICLE VI

(a) Each Owner shall have one vote for each Lot owned by such Owner, as set forth in the Protective Covenants.

(b) The Association will obtain funds with which to operated by assessment of its members in accordance with provisions of the Protective Covenants as supplemented by the provisions of the By-Laws of the Association relating thereto.

#### ARTICLE VII

(a) The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) and not more than five (5) Directors. The Directors shall be members of the Association, but need not be residents of the State of Florida. Elections shall be by plurality vote. The term of office of the elected Directors shall be as follows: The Director receiving the highest plurality vote shall serve for a term of two (2) years and the term of the office of the other elected Directors shall be established for a term of one (1) year. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each annual election following their election and thereafter until their successors are duly qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members, which elected or appointed them.

(b) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

DAVID SHELDON, 3033 SW Montebello Place, Palm City, Florida 34990

EILEEN WARCHALL, 3129 SW Montebello Place, Palm City, Florida 34990

WILMA TERRELL, 3105 SW Montebello Place, Palm City, Florida 34990

MIKKI GARABEDIAN, 3081 SW Montebello Place, Palm City, Florida 34990

DOLORES RICE, 2366 SW Creekside Drive, Palm City, Florida 34990

#### ARTICLE VIII

(a) The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time-to-time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected by the Board of Directors for one (1) year terms in accordance with the procedures set forth in the By-Laws.

(b) The names of the officers who are to manage the affairs of the Association are:

President:	David Sheldon
Vice President:	Wilma Terrell
Secretary:	Eileen Warchall
Treasurer:	Dolores Rice

#### ARTICLE IX

The Association shall have perpetual existence, which shall commence upon the last of the subscribers affixing their signatures to these Articles.

#### ARTICLE X

The first Board of Directors shall adopt By-Laws consistent with these Articles and the Protective Covenants, which may be amended or repealed by a majority of the Board of Directors.

**ARTICLE XI**  
**Amendment to Articles of Incorporation**

A majority of the Board of Directors or a majority of the voting members may propose and approve amendments to these Articles, provided that such amendments are not in conflict with anything contained in the Protective Covenants.

**ARTICLE XII**  
**Subscribers**

The names and residence addresses of the subscribers are as follows:

DAVID SHELDON, 3033 SW Montebello Place, Palm City, Florida 34990

EILEEN WARCHALL, 3129 SW Montebello Place, Palm City, Florida 34990

WILMA TERRELL, 3105 SW Montebello Place, Palm City, Florida 34990

MIKKI GARABEDIAN, 3081 SW Montebello Place, Palm City, Florida 34990

DOLORES RICE, 2366 SW Creekside Drive, Palm City, Florida 34990

**ARTICLE XIII**  
**Indemnification**

(a) The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or Officer of the Association or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including



attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a Director seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action , suit or proceeding,

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**ARTICLE XIV**  
**Transaction in which Directors  
or Officers are interested**

(a) No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a Quorum at a meeting at the Board of Directors or of a committee which authorized the contract or transaction.

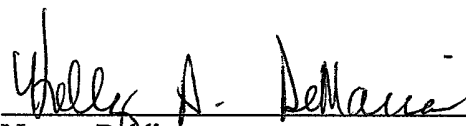
IN WITNESS WHEREOF, the said subscriber has hereunder set her hand and seal this \_\_\_\_\_  
day of January, 1999.

  
WILMA TERRELL

STATE OF FLORIDA  
COUNTY OF MARTIN

In HEREBY CERTIFY that on this day before me, an Officer duly authorized to administer and take acknowledgments, personally appeared WILMA TERRELL, to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that In relied upon the following form of identification of the above-named person, WILMA TERRELL, and that an oath (~~was~~) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 12<sup>th</sup> day of  
January, 1999.

  
Notary Public  
My Commission Expires:

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MONTEBELLO AT MARTIN DOWNS HOMEOWNERS ASSOCIATION.
2. The name and street address of the registered agent and office is: LEIF J. GRAZI, ESQUIRE, 217 East Ocean Boulevard, Stuart, Florida 34994.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
LEIF J. GRAZI, REGISTERED AGENT