



AMENDED ARTICLES OF INCORPORATION OF
EMERALD LAKES TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

The purpose of these Amended Articles of Incorporation is to continue the purpose of the original Articles of Incorporation recorded in the Martin County public records at Official Records Book 577, Page 2619, et seq., and amended at OR Book 2717, Page 2199, et. seq.

ARTICLE I
NAME

The name of the corporation shall be EMERALD LAKES TOWNHOMES HOMEOWNERS' ASSOCIATION, INC., the corporation shall be referred to in the instrument as the Association.

ARTICLE II
PURPOSE

A. The purpose for which the Association is organized is to provide an entity to own and operate certain lands located in Martin County, Florida, which lands are to be used in common by all of the property owners at EMERALD LAKES for that certain property located in Martin County, Florida and more particularly described on Exhibit "A" attached hereto. The Association shall be responsible for the management of EMERALD LAKES in keeping with the terms and conditions as set forth in the "Protective Covenants of EMERALD LAKES and the enforcement of such covenants.

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

ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

A. 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.

B. The Association shall have all of the powers and duties set forth in the Protective Covenants for EMERALD LAKES except as limited by these Articles, and all of the powers and duties reasonably necessary to operate the EMERALD LAKES property pursuant to the Protective Covenants and as it may be amended from time to time including, but not limited to the following:

1. To make and collect assessments against homeowners to defray the costs and expenses of the EMERALD LAKES property.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the property of the Association.
4. To make and collect assessments against homeowners to purchase insurance upon the property of the Association and insurance for the protection of the Association and its members, as well as purchasing casualty insurance covering each of the homes in EMERALD LAKES in an amount equal to the maximum insurance replacement value, excluding foundation and excavation costs. These insurance costs are shown in the operating budget for the Association and such assessments shall be due and payable when billed.
5. Interest, application of payments, assessments and installments on such assessments paid on or before thirty (30) days after the date when due shall not bear interest, but all sums not paid on or before thirty (30) days after the date when due shall bear interest at the rate of fifteen (15%) percent per annum from the date when due until paid, All payments upon account shall be first applied to interest and then to assessment payment first due. The Association shall have the right to file a lien against the property of such homeowner who shall fail to make the required assessment payments. The lien for unpaid assessments shall also secure reasonable attorneys' fees incurred by the Association incident to the collection of such assessment or enforcement of such lien.
6. To reconstruct the improvements after casualty and to further improve the property.
7. To make and amend reasonable regulations regarding the use of the property of the Association, provided, however, that all such regulations and their amendments shall be approved by not less than fifty-one (51%) percent of the votes of the entire membership of the Association before such shall become effective.
8. 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 Protective Covenants of EMERALD LAKES to have the approval of the Board of Directors or the membership of the Association.
9. To employ personnel to perform the services required for property operation of the Association property.

C. The Association shall not have the power to purchase a home at EMERALD LAKES except at a sales foreclosure of liens for assessments for common expenses, at which sales the Association shall not bid more than the amount secured by its lien.

D. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the embers in accordance with the provisions of the Protective Covenants of Emerald Lakes, these Articles of Incorporation and the Bylaws.

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Protective Covenants of EMERALD LAKES.

ARTICLE IV **MEMBERS**

A. The members of the Association shall consist of all of the record owners of homes at EMERALD LAKES. Such membership shall be evidenced by delivery of a membership certificate at the time of closing on the home.

B. Change of membership in the Association shall be established by recording in the Public Records of Martin County, Florida, a deed or other instrument establishing a record title to a home in EMERALD LAKES and the delivery to the Association of a certified 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, at which time the Association shall issue a new membership certificate.

C. 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 the member's home.

D. The owner of each home shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a home and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V **DIRECTORS**

A. The affairs of the Association will be managed by a Board consisting of the number of directors as determined by the Bylaws. There shall be no less than three (3) and no more than seven (7) directors and in the absence of such determination shall consist of five (5) directors. Directors need not be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The first election of the directors shall not be held until after the Developer has closed the sales of all of the homes at EMERALD LAKES, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors and any vacancies in the number occurring before the first election shall be filled by the remaining directors.

D. 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, or until removed, are as follows:

Patrick B. Sheehan	6126 SE Riverboat Drive, Stuart, FL 33494
Robert L. Fromm	5802 SE Riverboat Drive, Stuart, FL 33494
Patricia A. Sauter	5826 SE Riverboat Drive, Stuart, FL 33494
Zelia M. Paul	963 NW 12 th Terrace, Stuart, FL 33494

ARTICLE VI
OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Robert L. Fromm
Vice President	Zelia M. Paul
Secretary	Patricia A. Sauter
Treasurer	Patrick B. Sheehan

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, reasonable incurred by or imposed upon them in connection with any proceeding of any settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a director or officer at the time such expenses were incurred, except when the director or officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties provided that in the event of a settlement the indemnification shall apply only when the Board of

Directors approved 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 VIII
BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by in the Bylaws or by a majority of the Board of Directors.

ARTICLE IX
AMENDMENTS

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as otherwise provided.

1. Such approvals must not be less than 75% of the entire membership of the Board of Directors and not less than 75% of the votes of the entire membership of the Association; or

2. By not less than 80% of the votes of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members.

ARTICLE X
TERM

The term of the Association shall be perpetual.

ARTICLE XI
INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are as follows:

Patrick B. Sheehan	6126 SE Riverboat Drive, Stuart, FL 33494
Robert L. Fromm	5802 SE Riverboat Drive, Stuart, FL 33494
Patricia A. Sauter	5826 SE Riverboat Drive, Stuart, FL 33494
Zelia M. Paul	963 NW 12 th Terrace, Stuart, FL 33494

ARTICLE XII
REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 6459 SE Windsong Lane, Stuart, Florida. The initial Registered Agent at said address shall be Patrick B. Sheehan.

ARTICLE XIII
DISSOLUTION OF ASSOCIATION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purpose as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in member under the recorded covenants and deeds applicable to EMERALD LAKES HOMEOWNERS' ASSOCIATION, INC. unless made in accordance with the provision of such covenants and deeds.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President and Secretary this 7th day of May, 2021.

WITNESSES:

EMERALD LAKES TOWNHOMES
HOMEOWNERS ASSOCIATION, INC.,
a Florida Not for Profit Corporation

Tim VanDenBerghe
Printed Name: Tim VanDenBerghe

By: *Bruce Gillard* President
Bruce Gillard, President

Grace Mary Tallman
Printed Name: Grace Mary Tallman

By: *Philip Ratchford* Secretary
Philip Ratchford, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me by means of physical presence on this 7th day of May, 2021 by Bruce Gillard as President and Philip Ratchford as Secretary of EMERALD LAKES TOWNHOMES HOMEOWNERS ASSOCIATION, INC., a Florida Not for Profit Corporation who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid, the year and date last written.

Grace Mary Tallman
Notary Public



My Commission Expires: _____

EXHIBIT "A"

EMERALD LAKES PHASE I-B, according to the Plat thereof, as recorded in Plat Book 9, Page 44; EMERALD LAKES PHASES II, III and III-A, according to the Plat thereof, as recorded in Plat Book 9, Page 45; EMERALD LAKES, PHASE IV, according to the Plat thereof, as recorded in Plat Book 9, Page 51; EMERALD LAKES, PHASE V, according to the Plat thereof, as recorded in Plat 9, Page 56; EMERALD LAKES, PHASES VI & VII, according to the Plat thereof, as recorded in Plat Book 9, Page 67; EMERLAD LAKES, PHASE VIII, according to the Plat thereof, as recorded in Plat Book 11, Page 90; EMERALD LAKES, PHASE IX, according to the Plat thereof, as recorded in Plat Book 10, Page 14; EMERALD LAKES, PHASE X, according to the Plat thereof as recorded in Plat Book 13, Page 56; Public Records of Martin County, Florida.