



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 1, 2008

ELIZABETH P. BONAN, ESQ.
ROSS EARLE & BONAN, P.A.
PO BOX 2401
STUART, FL 34995

Re: Document Number N22142

The Amended and Restated Articles of Incorporation for MARBRISA HOMEOWNERS ASSOCIATION, INC., a Florida corporation, were filed on July 28, 2008.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Teresa Brown
Regulatory Specialist II
Division of Corporations

Letter Number: 308A00044213

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARBRISA HOMEOWNERS ASSOCIATION, INC.**

FILED
2008 JUL 28 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation filed with the Secretary of State of the State of Florida on August 20, 1987.

**ARTICLE 1
NAME**

1.1 The name of the corporation shall be MARBRISA HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as "Association" or "Corporation".

**ARTICLE 2
PURPOSES AND OBJECTS**

2.1 The purpose and objects of the Corporation shall be to administer the operation and management of Marbrisa, a residential community, which residential community is upon real property in Indian River County, Florida, as described in the Declaration of Covenants and Restrictions; to undertake the performance of the acts and duties incident to the administration, operation and management of said residential community, in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the Declaration of Covenants and Restrictions, as amended from time to time, as recorded in the Public Records of Indian River County, Florida; and to own, operate and lease land and facilities of every nature.

2.2 The Association will make no distribution of income to its members, directors or officers, its business being conducted as a non-profit organization for the benefit of its members.

**ARTICLE 3
POWERS**

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit, not in conflict with these Articles.

3.2 The Association shall have all the powers and duties set forth in these Articles and the Declaration of Covenants and Restrictions except as limited by the laws of the State of Florida and all of the powers and duties reasonably necessary to operate the residential community pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

a. To make and collect assessments against members, as owners, to defray the costs, expenses and losses of the Association and to use the proceeds of assessments in the exercise of its powers and duties.

b. To purchase insurance upon the Association property and insurance for the protection of the Association and its members.

c. To maintain, repair, replace, operate and manage the property of the Association, including the right to reconstruct improvements after casualty, and to make further improvements of the Association property.

d. To contract for the management of the Association, and to delegate to such manager all of the powers and duties of the Association, except those which may be required by the Declaration of Covenants and Restrictions to have approval of the Board of Directors or membership of the Association. To employ personnel to perform the services required for proper operation of the Association.

e. To enforce the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation, the By-Laws and the rules and regulations governing the use of the Association property and the residential community as the same may hereafter be established. To make and amend reasonable regulations regarding the residential community.

f. To acquire, hold, mortgage, pledge, improve, operate, maintain, sell, convey, lease, transfer, exchange, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association; to enter into agreements of every nature, whereby the Association acquires memberships and other possessory use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the residential community to provide enjoyment, recreation or other use and benefit to the owners of the lots and dwelling units, all as may be deemed by the Board of Directors to be in the best interests of the Association.

g. To exercise all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Covenants and Restrictions.

ARTICLE 4

QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

4.1 Each lot or dwelling unit owner shall automatically be a member of the Association upon acquiring title to any lot or dwelling unit in the residential community.

ARTICLE 5
TERM OF EXISTENCE

5.1 The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute, Chapter 617, as amended.

ARTICLE 6
PRINCIPAL OFFICE

6.1 The principal office of the Corporation shall be as designated by the Board of Directors from time to time. The Corporation, however, may maintain offices and transact business in such other places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE 7
OFFICERS AND DIRECTORS

~~7.18.4~~ The affairs of this Corporation shall be managed by a governing board called the Board of Directors who shall be elected as provided in the Bylaws. Vacancies on the Board of Directors may be filled in such manner as provided by the Bylaws. The Corporation shall have a Board of Directors of five (5) persons. The officers shall be: a President, Vice President, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Association.

ARTICLE 8
REGISTERED AGENT AND REGISTERED OFFICE

8.1 The registered agent and registered office of the corporation shall be as designated by the Board of Directors from time to time.

ARTICLE 9
INDEMNIFICATION

9.1 Every member of the Board of Directors, and every officer of the Corporation shall be indemnified by the Corporation 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 party, or in which he may become involved by reason of his being or having been a member of the Board of Directors or officer except in such cases wherein the member of the Board of Directors or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the member of the Board of Directors or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best

interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board of Directors or officer may be entitled.

ARTICLE 10 AMENDMENTS TO ARTICLES OF INCORPORATION

10.1 Any amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the members of the Board of Directors, or by the members of the Corporation owning a majority of the lots and dwelling units in the residential community, whether meeting as members or by instrument in writing signed by them.

10.2 Upon any amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendments.

10.3 The Secretary of the Corporation shall give to each member written or printed notice of such meeting, stating the time and place of the meeting, and reciting the proposed amendments in reasonably detailed form. Such notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than sixty (60) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid.

10.4 Any member may, by written waiver of notice signed by such member, waive such notice. Such waiver, when filed with the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

10.5 At such meeting, the amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five percent of the lots and dwelling units in the residential community in order for such amendment to become effective. Thereupon, such amendments to these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida. Upon registration of such amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Indian River County, Florida, within ten (10) days from the date on which the same are so registered.

10.6 At any meeting held to consider such amendment of these Articles, the written vote of any member of the Corporation shall be recognized if such member is

not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

ARTICLE 11 BY-LAWS

11.1 The Bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part as set forth in the Bylaws.

ARTICLE 12 MISCELLANEOUS

12.1 A membership may be owned by more than one (1) owner, provided that membership shall be held in the same manner as title to the lot or dwelling unit. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the Corporation in accordance with the Declaration of Covenants and Restrictions, and the vote may not be divided between plural owners of a single membership, except as may otherwise be provided in the Declaration of Covenants and Restrictions or the Bylaws.

12.2 The members of this Corporation shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration of Covenants and Restrictions, these Articles of Incorporation, and the Bylaws of the Corporation.

These Amended and Restated Articles of Incorporation for MARBRISA HOMEOWNERS ASSOCIATION, INC. were approved by the members owning not less than seventy-five percent (75%) of the Lots and Dwelling Units, which vote was sufficient for approval on May 15, 2008.

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 15th day of JULY, 2008.

WITNESSES AS TO PRESIDENT:

**MARBRISA HOMEOWNERS
ASSOCIATION, INC.**

Alex L. Fuderer
Printed Name #1: Alex L. Fuderer

Lauri L. Stevens
Printed Name #2: Lauri L. Stevens

By: Jerry E. Wilhelm
JERRY E. WILHELM, President

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on July 1, 2008, by Serry E. Wilhelm as President of Marbrisa Homeowners Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

Notarial Seal  NOTARY PUBLIC-STATE OF FLORIDA
Caryn H. Eichelberger
Commission #DD791201
Expires: JULY 06, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

WITNESSES AS TO SECRETARY:

Aren L. Puderer
Printed Name #1: Aren L. Puderer

Lauri L. Stevens
Printed Name #2: Lauri L. Stevens

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

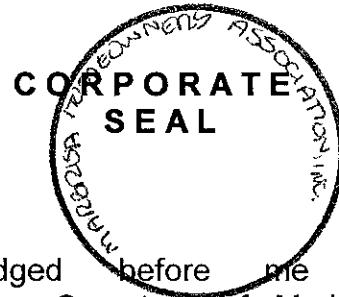
The foregoing instrument was acknowledged before me on July 1, 2008, by Silvia S. Cancio as Secretary of Marbrisa Homeowners Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

Notarial Seal  NOTARY PUBLIC-STATE OF FLORIDA
Caryn H. Eichelberger
Commission #DD791201
Expires: JULY 06, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Caryn H. Eichelberger
Notary Public

**MARBRISA HOMEOWNERS
ASSOCIATION, INC.**

By: Silvia S. Cancio
SILVIA S. CANCIO Its Secretary



Caryn H. Eichelberger
Notary Public

EXHIBIT "B"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
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2.2 The Association will make no distribution of income to its members, directors or officers, its business being conducted as a non-profit organization for the benefit of its members.

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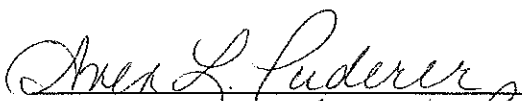
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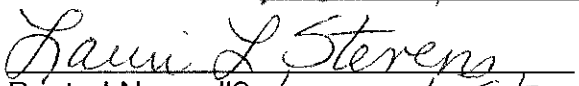
These Amended and Restated Articles of Incorporation for MARBRISA HOMEOWNERS ASSOCIATION, INC. were approved by the members owning not less than seventy-five percent (75%) of the Lots and Dwelling Units, which vote was sufficient for approval.

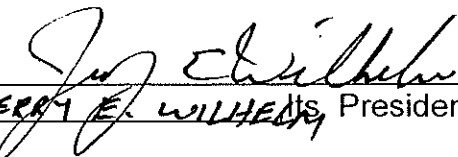
IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 10th day of JULY, 2008.

WITNESSES AS TO PRESIDENT:

**MARBRISA HOMEOWNERS
ASSOCIATION, INC.**


Printed Name #1: Aven L. Fuderer


Printed Name #2: Lauri L. Stevens

By: 
JERRY E. WILHELM, President

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on July 1, 2008, by Serry E. Wilhelm as President of Marbrisa Homeowners Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

Notarial Seal NOTARY PUBLIC-STATE OF FLORIDA
 Caryn H. Eichelberger
Commission #DD791201
Expires: JULY 06, 2012
BONDED THRU ATLANTIC BONDING CO., INC.
WITNESSES AS TO SECRETARY:

Caryn H. Eichelberger
Notary Public

**MARBRISA HOMEOWNERS
ASSOCIATION, INC.**

By: Silvia S. Canalis
SILVIA S. CANALIS Its Secretary

Alex L. Puderer
Printed Name #1: Alex L. Puderer

Lauri L. Stevens
Printed Name #2: Lauri L. Stevens

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on July 1, 2008, by Silvia S. Canalis as Secretary of Marbrisa Homeowners Association, Inc. [☒] who is personally known to me, or [☐] who has produced identification [Type of Identification: _____].

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 Caryn H. Eichelberger
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Notary Public

