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TALLAHASSEE, FLORIDA

Amend

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# **SACHS SAX KLEIN**

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LOUIS CAPLAN, ESQ.  
e-mail: lcaplan@ssklawfirm.com

July 14, 2004

The Secretary of State  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: West Boca Community Council, Inc.  
Articles of Amendment to Articles of Incorporation  
Our File No. 0222.01**

Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of \$43.75 (includes filing fee of \$35.00 and certified copy fee of \$8.75). Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS SAX KLEIN

LOUIS CAPLAN

LC/chg  
Enclosure

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
FOR  
WEST BOCA COMMUNITY COUNCIL, INC.**

**FILED**  
04 JUL 22 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: The above Amendment was adopted by the members on the 11<sup>th</sup> of May, 2004, and the number of votes cast for the amendment was sufficient for approval.

DATED: 7/13/04, 2004.

**WEST BOCA COMMUNITY COUNCIL, INC.**

By: Sheri A. Scarborough  
Sheri A. Scarborough, President

By: Alan Grubow  
ALAN GRUBOW, Secretary

**ARTICLES OF INCORPORATION  
OF  
WEST BOCA COMMUNITY COUNCIL, INC.**

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and specifically pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation shall be West Boca Community Council, Inc. The principal office of the corporation shall be in Palm Beach County, Florida. The address of the corporation at the time of organization shall be that of its temporary President, Fran Reich, at 8936 Warwick Drive, Boca Raton, Florida 33433. Thereafter, the address of the corporation shall be that of its duly elected president.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are as follows:

- a) To provide a common forum for discussion of community problems.
- b) To implement and provide solutions to area problems of common interest.
- c) To promote legislation, and administrative action for the common good.
- d) To oppose legislative, and administrative efforts which serve to reduce the desirability of the West Boca area as a community of maximum beauty consistent with reasonable and planned growth.
- e) To work for expansion of existing area public facilities included in which are roads, sewers, water, power, schools, health care, transportation, and parks.
- f) To oppose over-commercialization by special zoning not required to meet the needs of the community.
- g) To support reasonable land use plans.
- h) To take any action necessary to effectuate the decisions of the Council, including appearances before state and local administrative bodies, court proceedings, contact with utilities, and publicizing its positions through the media and direct contact with citizens.
- i) ~~Subject to the provisions of the By-Laws, to support or oppose any candidate for public office in the State or County Government.~~

**ARTICLE III - CORPORATE POWERS**

The corporation shall have the power to do all acts consistent with attainment of the purposes of the corporation. In addition, it shall have, subject to any limitations contained in the Articles of Incorporation and By-Laws, all of the powers contained in Chapter 617.021 relating to corporations not for profit.

#### **ARTICLE IV - QUALIFICATION OF MEMBERS AND ADMISSION**

The membership shall consist of communities located in the unincorporated area west of the City of Boca Raton.

The Council ~~shall may not~~ be open to individuals, ~~and businesses located in the unincorporated area west of the City of Boca Raton, at the discretion of the Board of Directors. Any such non-community members, shall be non-voting members as distinguished from community members.~~ The classes of members, and method of selection of community representative, shall be set forth in the By-Laws. Members shall be admitted upon application, and approval of the Board of Directors.

#### **ARTICLE V - BOARD OF DIRECTORS**

- a) The business, property, and affairs of the corporation shall be managed by a Board of Directors which shall have the power to initiate, approve, and take affirmative action to accomplish the purposes of the corporation.
- b) The number of directors, all of whom shall be ~~r~~Representatives of the community members, shall be no less than five (5), and no more than ~~the total number of communities represented in the corporation, except that in no event shall the total number of directors exceed fifteen (15) seventeen (17)~~ in number. The number of directors to be selected for the ensuing year shall be determined by the ~~number of paid-up members as of 31 December of the year~~ Board of Directors prior to the annual meeting. The method of selection shall be as described in the By-Laws. The term of each director shall be for a period of one (1) year, and shall commence at the annual meeting of the Council at which he is elected, and terminate at the next annual meeting of the Council.
- c) The Board of Directors shall have the power to fill vacancies in its own membership.
- d) A majority of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

#### **ARTICLE VI - OFFICERS**

The officers of the corporation shall be:

- a) President
- b) First Vice President
- c) Second Vice President

- d) ~~Third Vice President~~
- e) ~~Corresponding Secretary~~
- f) ~~Secretary~~
- g) ~~Treasurer~~
- d) Secretary
- e) Treasurer
- hf) Assistant secretaries or assistant treasurers or any additional vice presidents or other officers, as may be designated by the Board of Directors.

Subject to the further provisions of the By-Laws, such officers shall be appointed by the Board of Directors at its first meeting after the corporation's annual meeting, and shall serve until conclusion of the next annual meeting of the corporation, or until the Board appoints someone else to fill that office, and thereafter, and when their successors have been designated and qualified.

#### **ARTICLE VII - INITIAL OFFICERS**

The names of the officers who ~~shall served~~ until the first election are:

Fran Reich	President
Joseph Terracciano	First Vice President
Michael Wainwright	Second Vice President
Herbert Rubin	Secretary
Bernard Kluefer	Treasurer

#### **ARTICLE VIII - INITIAL DIRECTORS**

<del>Fran Reich</del>	<del>8936 Warwick Dr., Boca Raton, FL 33433</del>
<del>Joseph Terracciano</del>	<del>22058 Greenwich Court, E Boca Raton, FL 33433</del>
<del>Michael Wainwright</del>	<del>11309 Little Bear Dr., Boca Raton, FL 33433</del>
<del>Herbert Rubin</del>	<del>8892 Bella Vista Dr., Boca Raton, FL 33433</del>
<del>Bernard Kluefer</del>	<del>22992 Trade Wind Rd., Boca Raton, FL 33433</del>

#### **ARTICLE IX VIII- CORPORATE TERM**

The term for which the corporation shall exist shall be perpetual.

#### **ARTICLE X IX - SUBSCRIBERS**

The names and places of residence of each of the original subscribers hereto ~~are were~~ as follows:

Fran Reich	8936 Warwick Dr. Boca Raton, FL 33433
Joseph Terracciano	22058 Greenwich Court

E. Boca Raton, FL 33433

Michael Wainwright

11309 Little Bear Dr.  
Boca Raton, FL 33433

Herbert Rubin

8892 Bella Vista Dr.  
Boca Raton, FL 33433

### **ARTICLE XI X- AMENDMENT TO BY-LAWS**

~~The By-Laws shall be effective upon filing of the Articles of Incorporation in the office of the Department of State, and upon approval by the Department of State. Thereafter, any a~~Amendments to the ByLaws thereto may be made by the members at any regular or special meeting by affirmative vote of 60% of the members attending such meeting. Provided, however, notice of the proposed amendment shall be given to all ~~representatives of~~ members, in writing, at least ten (10) days prior to the date when the proposed amendment will be considered.

### **ARTICLE XII XI- AMENDMENTS TO ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation may be made at any regular or special meeting by the affirmative vote of 60% of the members attending such meeting. Provided, however, notice of the proposed amendment shall be given to all representatives of members, in writing, at least ten (10) days prior to the date when such proposed amendment will be considered.

### **ARTICLE XIII XII - CLASSES OF MEMBERSHIP**

The following classes of membership shall be established:

- a) ~~General Community m~~Member. This class shall consist of a community located in the unincorporated area west of the City of Boca Raton, containing fifty (50) or more property owners.
- b) ~~Associate member. This class shall consist of a community containing no less than five (5) nor more than forty-nine (49) property owners.~~
- b) Non-Community Member. This class of member shall be an individual or business member, who shall be non-voting members, not entitled to be on the Board of Directors, and who shall be approved for membership at the sole discretion of the Board of Directors. Individual or business members must also be located in the unincorporated area west of the City of Boca Raton.

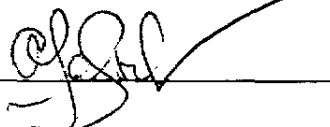
~~Notwithstanding the foregoing, an associate member, may in writing, elect to be considered a general member. Such election, once made, may not be rescinded. Upon such election, the member shall pay the same dues, and have the same financial obligations as a general member, and have the same rights and privileges.~~

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.023, Florida Statutes, the following is submitted:

FIRST: That West Boca Community Council, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8936 Warwick Drive, Boca Raton, Palm Beach County, Florida 33433, as its agent to accept service of process within Florida.

Signature: \_\_\_\_\_

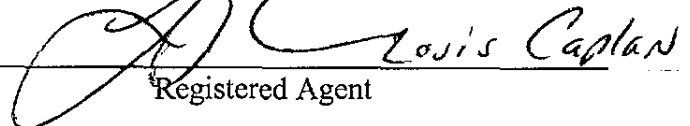


Title: Secretary

Date: 7/13/04

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

\_\_\_\_\_  
Registered Agent



Date: 7/12/04