

Division of Corporations

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N 00000000961

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BASIC AMENDMENT

CITYPLACE TOWNHOUSE POA, INC.

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Amended & Restated

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 16, 2000

CITYPLACE TOWNHOUSE POA, INC.  
2828 CORAL WAY, PENTHOUSE SUITE  
MIAMI, FL 33145

SUBJECT: CITYPLACE TOWNHOUSE POA, INC.  
REF: N0000000961

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

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Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CITYPLACE TOWNHOUSE POA, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following articles of incorporation.

**ARTICLE I: NAME**

The name of the corporation is CityPlace Townhouse POA, Inc. For convenience, the corporation shall be referred to in this instrument as "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association shall be located at 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

**ARTICLE III: REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association shall be at 2828 Coral Way, Penthouse Suite, Miami, Florida 33145, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Roberto S. Rocha.

**ARTICLE IV: PURPOSES AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, directors, or officers, and the specific purposes for which it is formed are to provide for the ownership, operation, maintenance, and preservation of the common driveways, parking areas (if applicable), green areas, the surface water management system for the CityPlace Townhouses, mitigation areas, lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances and the like (if any), and other common areas in the area to be known as the CityPlace Townhouses (the "Community") located in the City of West Palm Beach, Palm Beach County, Florida, more particularly described in the Declaration referred to below hereinafter referred to as the "Common Areas," and to promote the health, safety, and welfare of the Owners, which constitute the membership of the Association's members and to:

4.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions and Easements for CityPlace Townhouses (the "Declaration"), as amended from time to time, and recorded or to be recorded in the public records of Palm Beach County, Florida; said Declaration incorporated herein as if set forth at length; any initial capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Declaration;

4.2 Fix, levy, collect, and enforce payment by any lawful means, all Assessments and Common Expenses pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

4.3 Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

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Sandra C. Porter, Esq.

Carlton Fields, P.O.: Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133; Fla. Bar No.: 889393

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4.4 Borrow money, and with the assent of 2/3 of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

4.5 Dedicate, sell, or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by 2/3 of the Members, agreeing to such dedication, sale or transfer;

4.6 Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger or consolidation shall have the assent of 2/3 of each class of Members;

4.7 Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to contract for the management and maintenance of the Common Areas and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Areas with funds as shall be made available by the Association for such purposes. The Association shall, however, retain at all times the powers and duties granted by the Declaration, including, but not limited to, the making of Assessments, promulgation of rules and the execution of contracts on behalf of the Association;

4.8 Collect on behalf of the Association all costs or charges which may be due to the Association in addition to the Assessments or Common Expenses for the use of any Common Areas which may be granted therein.

4.9 Sue and be sued.

4.10 Have and to exercise any and all powers, rights, and privileges which a corporation organized under the corporation not for profit law of the State of Florida by law may now or hereafter have to exercise.

**ARTICLE V: MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION**

5.1 Membership. Every person or entity who is an Owner of a Lot (as defined in the Declaration) and the Declarant shall be a Member of the Association. Notwithstanding the foregoing, any such person or entity that merely holds record ownership as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall not be assignable, except to the successor-in-interest of the Member.

5.2 Voting Rights. Voting shall be in accordance with Section 4.2 of the Declaration.

5.3 Multiple Ownership. When more than one person or entity shall at any time be the Owner of a Lot subject to a membership interest, the vote attributed to such Lot shall be exercised as such Owners mutually determine and such Members cannot split or divide their Lot's vote on any motion, resolution, ballot or otherwise. In the event that such Owners are unable to agree among themselves as to how their vote shall be cast, they shall lose their right to vote on the matter in question. If any one of such Owners casts a vote, it will thereafter be conclusively presumed for all purposes that such Owner was acting with the authority and consent of all other Owners of the same Lot. In the event more than one vote is cast for a particular Lot, none of said votes shall be counted, but rather, all such votes shall be deemed void.

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5.4 **Membership.** Membership shall be appurtenant to and inseparable from ownership of a Lot. Transfer of Lot ownership, either voluntarily or by operation of law, shall terminate membership in the Association, and said membership shall thereupon be vested in the transferee.

**ARTICLE VI: BOARD OF DIRECTORS**

6.1 The names and addresses of the members of the Board of Directors who shall hold office until the annual meeting of the members and until their successors are elected or appointed and have qualified, are as follows:

- Roberto S. Rocha      2828 Coral Way  
Penthouse Suite  
Miami, Florida 33145
  
- Joe M. Suriol          2828 Coral Way  
Penthouse Suite  
Miami, Florida 33145
  
- Fernando Arimon      2828 Coral Way  
Penthouse Suite  
Miami, Florida 33145
  
- Angel Hernandez      2828 Coral Way  
Penthouse Suite  
Miami, Florida 33145

6.2 The affairs of the Association shall be managed by a Board of Directors composed of not less than 3 nor more than 5 persons. The first Board of Directors shall have 4 members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation.

At the first annual meeting following the cessation of the Class B membership, the Members shall elect 2 directors for a term of one year, 2 directors for a term of 2 years, and one director for a term of 3 years. The Candidate receiving the largest number of votes shall serve as director for 3 years; the two candidates receiving the second and third largest vote shall serve as directors for 2 years; and the 2 candidates receiving the fourth and fifth largest vote shall serve as directors for one year. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of 3 years.

**ARTICLE VII: DURATION**

The Association shall have perpetual existence; provided, however, that in the event the Association is dissolved, any property consisting of a surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then any such surface water management system shall be dedicated to a similar not-for-profit corporation.

**ARTICLE VIII: AMENDMENTS**

8.1 **Proposal.** An amendment or amendments to these Articles may be proposed by the Board of Directors acting upon a vote of the majority of either the members or the Directors, whether at a meeting as members or Directors or by instrument in writing signed by either of them. Upon any amendment or amendments to these Articles being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the

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members of the Association not later than 60 days from the receipt by him of the proposed amendment or amendments.

8.2 Notice. It shall be the duty of the Secretary to give each member written notice of such meeting, stating the proposed amendment or amendments in reasonable detailed form, which notice shall be mailed or presented personally to each member not less than 14 days nor more than 30 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 Association, with postage thereupon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

8.3 Resolution. At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any Director or member of the Association, present in person or by proxy.

8.4 Approval. Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles shall require the affirmative vote of not less than 75% of the total votes that may be cast by the membership of the Association. Voting Members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.

8.5 Limitation. No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, and 4.5 of Article IV, entitled "Purposes and Powers of the Association," without approval in writing by all members. No amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of Declarant, unless the Declarant shall join in the execution of the Amendment.

8.6 Compliance With Governmental Regulations. Notwithstanding the above, an amendment may be made upon the approval of all of the members of the Board of Directors without the consent of the Members of the Association to bring the Articles of Incorporation in compliance with any governmental regulations including, without limitation, those of the Department of Housing and Urban Development, Federal Housing Administration and Federal National Mortgage Association.

8.7 Recording. Such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each amendment of these Articles shall be recorded in the Public Records of Palm Beach County, Florida, within 30 days from the date on which the same is filed and returned from the office of the Secretary of State.

8.8 Approval by Governmental Entities. Notwithstanding anything contained herein to the contrary, (a) any amendment to these Articles which would affect the surface water management system, including any mitigation areas, must have the prior written approval of the Southwest Florida Water Management District in order to be effective, and (b) if the prior written approval of any other governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such other entity or agency must also be obtained.

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**ARTICLE IX: INDEMNIFICATION**

9.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 Approval. Any indemnification under Section 11.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Directors, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 11.1 above. Such determination shall be made (a) 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, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

9.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

9.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any of the By-Laws, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

9.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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**ARTICLE X: BY-LAWS**

The first By-Laws of the Association will be adopted by the Directors named herein, and may be altered, amended, or rescinded in the manner provided by said By-Laws. Any By-Laws adopted by the Board of Directors shall be consistent with these Articles.

**ARTICLE XI: TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

11.1 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, or Association, or other organization in which one or more of its directors or officers are directors or officers having 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.

11.2 Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, Cityplace Townhouse POA, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 24<sup>th</sup> day of July, 2000.

Roberto S. Rocha, President

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 2000, by Roberto S. Rocha, in his capacity as President of CityPlace Townhouse POA, Inc., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ (state) driver's license or \_\_\_\_\_ as identification.

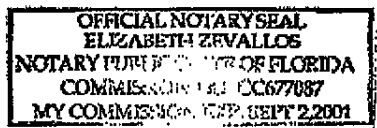
My Commission Expires: Sept. 2, 2001

(AFFIX NOTARY SEAL)

Notary Public (Signature)

ELIZABETH ZEVALLOS

(Printed Name)



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**CERTIFICATE ACCOMPANYING  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CITYPLACE TOWNHOUSE POA, INC.**

Pursuant to the provisions of Section 617.1007(3) of the Florida Not For Profit Corporation Act, it is hereby certified that:

**FIRST:** The name of the corporation is CityPlace Townhouse POA, Inc. (the "Corporation").

**SECOND:** The Amended and Restated Articles of Incorporation that this certificate accompanies was adopted by the board of directors and does not contain amendments to the Corporation's articles of incorporation that required member approval.

**THIRD:** The Amended and Restated Articles of Incorporation attached hereto shall be the articles of incorporation of the Corporation.

August 21, 2000  
Date

**CITYPLACE TOWNHOUSE POA, INC.**  
a Florida corporation

By: Roberto S. Rocha  
Name: Roberto S. Rocha  
Title: President

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