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**FOR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**GUARDIAN-JUPITER PROPERTY OWNERS ASSOCIATION, INC.**

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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
GUARDIAN-JUPITER PROPERTY OWNERS ASSOCIATION, INC.  
(a Not-For-Profit Corporation)

Document No. N07000010112

Guardian-Jupiter Property Owners Association, Inc., a not-for-profit corporation under the laws of the State of Florida pursuant to Chapter 617 Florida Statutes, intending to amend its Articles of Incorporation hereby adopts the following as its Amended and Restated Articles of Incorporation ("Articles").

ARTICLE I  
NAME

The new name of the corporation shall be TGM-JUPITER PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). Its principal office shall be at c/o TGM Associates L.P., 650 Fifth Avenue, New York, NY 10019 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II  
PURPOSE

The Association is organized for the purpose of providing an entity under Chapter 720, Florida Statutes, Homeowner's Associations, as it exists on the date hereof (the "Act"), for the operation of that certain residential community located in Jupiter, Palm Beach County, Florida, and known as THE VINTAGE AT ABACOA (the "Community").

ARTICLE III  
DEFINITIONS

The terms used in these Articles shall have the same definition and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions for the Vintage at Abacoa ("Declaration"), recorded in the Official Records of Palm Beach County, Florida at Book 16074, Page 1928, or in the Act, unless herein provided to the contrary, or unless the context otherwise requires.

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ARTICLE IV  
POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to levy and collect Assessments as set forth in the Declaration.
- B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Association, including without limitation costs and expenses of maintenance and operation of the Community.
- C. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Community.
- D. The power to employ the personnel required for the operation and management of the Association and the Community.
- E. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements as set forth in the Declaration.
- F. Subject to applicable laws, ordinances and governmental regulation, the power to control and regulate the use of the Community.
- G. The power to enforce by any legal means the provisions of these Articles, the By-Laws adopted by the Board of Directors of the Association ("By-Laws") and the Declaration.
- H. The power to borrow money and to select depositories for the Association's funds and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.
- I. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair, monitoring and upkeep of the Community or the operation of the Association. The contract may

provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee. The power to delegate to the management agent, all of the powers and duties of the Association, except those matters which must be specifically approved by Members or the Board of Directors, as provided by the Declaration, these Articles, the By-Laws or applicable law.

J. The power to appoint committees as the Board of Directors may deem appropriate.

K. Subject to the terms of the Declaration, the power to bring suit and to litigate on behalf of the Association.

L. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

M. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

#### ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Association.

#### ARTICLE VII VOTING RIGHTS

The Members shall have the right to vote on Association matters as provided in the Declaration and By-Laws.

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**ARTICLE VII**  
**LIABILITY FOR DEBTS**

Neither the Members nor the officers or directors of the Association shall be liable for the debts of the Association.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

Section 1. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association.

TGM Abacoa LLC, a Delaware limited liability company, the sole Owner of the Community (the "Owner"), shall have the right to appoint all members of the Board of Directors of the Association. The right reserved herein to Owner to appoint all directors may be assigned to and exercised by its successor(s) in interest.

Section 2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

Section 3. Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 4. Term of Owner's Directors. The Owner shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

Section 5. Directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

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NAME

ADDRESS

Thomas Gochberg

c/o TGM Associates L.P.  
650 Fifth Avenue  
New York, NY 10019

Michael Frazzetta

c/o TGM Associates L.P.  
650 Fifth Avenue  
New York, NY 10019

Steven Macy

c/o TGM Associates L.P.  
650 Fifth Avenue  
New York, NY 10019

ARTICLE X  
BY-LAWS

The By-Laws may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration.

ARTICLE XI  
CONSTRUCTION

These Articles and the By-Laws shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of this Declaration. In the event of any conflict between the terms of the Declaration, these Articles or the By-Laws, the following order of priority shall apply: the Declaration, these Articles and the By-Laws.

ARTICLE XII

[INTENTIONALLY OMITTED]

ARTICLE XIII  
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

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|                                                  |                      |
|--------------------------------------------------|----------------------|
| President                                        | Thomas Gochberg      |
| Executive Vice President/<br>Assistant Secretary | Steven Macy          |
| Senior Vice President and<br>Treasurer           | Michael G. Prazzetta |
| Senior Vice President/<br>Assistant Secretary    | John R. Gochberg     |
| Vice President/Secretary                         | Veta Bills           |

#### ARTICLE XIV AMENDMENT

The Owner shall be entitled to unilaterally amend these Articles and the Bylaws.

#### ARTICLE XV INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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 XVI REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall be CT Corporation System and, the street address of the registered office of the Association shall be 1200 South Pine Island Drive, Plantation, Florida 33324.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this  
8<sup>th</sup> day of November, 2007.

TGM-JUPITER PROPERTY OWNERS  
ASSOCIATION, INC.

  
By \_\_\_\_\_  
THOMAS GOCHBERG  
President

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

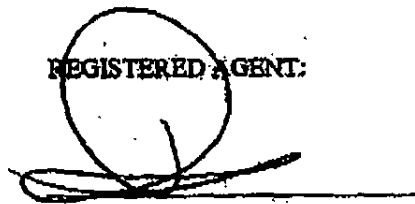
In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Amended and Restated Articles of Incorporation, the corporation named in the said Amended and Restated Articles of Incorporation has named CT Corporation System, whose address is 1200 South Pine Island Drive, Plantation, Florida 33324.

Having been named the statutory registered agent of said corporation, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Dated this 13 day of NOVEMBER, 2007.

REGISTERED AGENT:



**Peter F. Souza**  
Assistant Secretary

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