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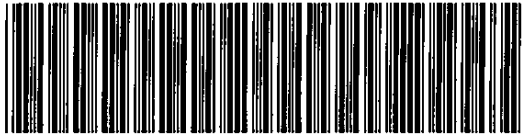
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*Amended And
Restated Act*

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07 AUG 22 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts AUG 27 2007



Law Offices
of

NATALIE C. CHIN-LENN

2300 Palm Beach Lakes Blvd.
Suite 308
West Palm Beach, FL 33409
(561) 640-3377
fax (561) 640-4640

August 15, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Amendment-
Boynton Lakes Homeowners Association No. 3, Inc.**

To Whom it may concern:

Enclosed please find an original Articles of Amendment and check number 4101 the amount of \$43.75. Please file the Articles of Amendment and return a certified copy of amendment to the undersigned in the enclosed envelope. If you have any questions regarding the same, Please do not hesitate to contact me.

Very Truly Yours,



Natalie C. Chin-Lenn

Enclosures as Stated/
C: N: Corporation/filing/letter

Exhibit "1"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Boynton Lakes Homeowners Association No. 3, Inc., a Florida Corporation not for profit, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of Boynton Lakes Homeowners Association No. 3, Inc. shall henceforth be as follows:

ARTICLE I

NAME

The name of the corporation shall be BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC., which is hereinafter referred to as "Association". The Corporate address is c/o Gulfstream Services Management, Inc., P.O. Box 24-4225, Boynton Beach, FL 33424-4225. (Principal)
1375 Gateway Blvd, Boynton Beach FL 33426 (Principle)

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TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for BOYNTON LAKES NO. 3 recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Property thereof for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member, individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 and the Covenants above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

The Association shall have the power to purchase lots in BOYNTON LAKES NO. 3 including but not limited to, sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien.

Definitions set forth in the Covenants are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The owners of each lot, collectively shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the By-Laws.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, to be held during the first quarter of each year on a day and hour to be determined by the Board of Directors; and the Board may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if ten percent (10%) of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Covenants, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is even dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than five (5) persons nor more than seven (7) persons as provided for in the By-Laws. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. Except as otherwise provided herein, Directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association. The By-Laws may provide for the method of voting in the election and for removal from office of Directors. All Directors shall be members of the Association residing in The Properties. Each Director must reside in Boynton Lakes No. 3 all year round.

Section 3. Duration of Office. The term of each board member shall be three (3) years. Members elected to the Board of Directors shall hold office until their term expires and thereafter until qualified successors are duly elected and have taken office.

Section 4. Vacancies. If a Director elected by the general membership shall for any reason cease to be a director, the re-

maining directors so elected may appoint a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the majority of the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of a majority) with proper notice.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX
INDEMNIFICATION

Section 1. 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 all 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 proceeding, unless:

(a) It is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and

(b) Such court further determines specifically that indemnification should be denied.

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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. 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 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 incurred by him in connection therewith.

Section 3. 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 By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office 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, executors and administrators of such person.

Section 4. 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.

ARTICLE X

REGISTERED AGENT

Scott Straleau shall be the registered agent of the Association and the registered agents office shall be at 1375 Gateway Boulevard, Boynton Beach, FL 33426. The Association is authorized to change the registered agent for the corporation.

Prepared by and return to:

Natalie C. Chin-Lenn, Esquire
2300 Palm Beach Lakes Boulevard
Suite 308
West Palm Beach, FL 33409

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF BOYNTON LAKES HOMEOWNERS
ASSOCIATION NO. 3, INC.**

WHEREAS, the Articles of Incorporation of BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC. was recorded in Official Record Book 4656, Page 0839, Public Records of Palm Beach County, Florida;

WHEREAS, Article XIII of the Articles of Incorporation provides that the Articles of Incorporation may be amended with the assent of not less than seventy-five percent of the total number of votes in each class of membership in BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC.;

WHEREAS, at least seventy-five percent of the owners approved the amended and restated Articles of Incorporation as set forth in the attached Exhibit "1" to this certificate;

WHEREAS, the amended and restated Articles of Incorporation and this Certificate shall be recorded in the Public Records of Palm Beach County, Florida;

NOW THEREFORE, the Amended and Restated Articles of Incorporation as stated in Exhibit "1" attached hereto shall run with the real property known as BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC., and shall be binding on all parties, having any right, title or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

CERTIFICATE OF ADOPTION OF AMENDMENTS

We hereby certify that the Amended and Restated Articles of Incorporation attached to this certificate was duly adopted and the required percentage of owners (*member*) approved same.

DATED this 6 day of August, 2007.

WITNESSES:

BOYNTON LAKES HOMEOWNERS
ASSOCIATION NO. 3, INC.

Sign [Signature]

By: Daniel C. Vacco
PRESIDENT

Print Allen Bellmon

Print DANIEL C. VACCO

Sign Jack Fenster

Current Address 4 WINDHAMMORE LANE
BOYNTON BEACH, FL 33426

Print JACK FENSTER

Attest [Signature]
SECRETARY

Print Sheila L. Bernstein
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6 day of August, 2007 by Don Vacco President of BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC., who is personally known to me or who has produced N/A (if left blank), personal knowledge existed) as identification and who did take an oath.

NOTARY PUBLIC
Sign [Signature]
Print Scott Straleau
State of Florida at Large (seal)
My Commission Expires: 3/24/09



The foregoing instrument was acknowledged before me this 6 day of August, 2007 by Sheila Bernstein Secretary of BOYNTON LAKES HOMEOWNERS ASSOCIATION NO. 3, INC., who is personally known to me or who has produced N/A (if left blank), personal knowledge existed) as identification and who did take an oath.

NOTARY PUBLIC
Sign [Signature]
Print Scott Straleau
State of Florida at Large (seal)
My Commission Expires: 3/24/09

