

N13167

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

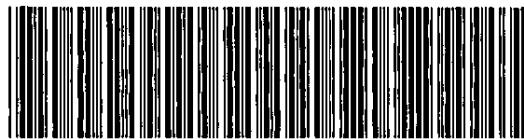
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG 15 PM 3:35

AUG 19 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Windsor Way Homeowners Association, Inc.

DOCUMENT NUMBER: N13167

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael S. Bender, Esq.
(Name of Contact Person)

Kaye Bender Rembaum, P.L.
(Firm/ Company)

1200 Park Central Boulevard South
(Address)

Pompano Beach, Florida 33064
(City/ State and Zip Code)

M.Bender@KBRLegal.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael S. Bender, Esq. at (954) 928-0680
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ROBERT L. KAYE
MICHAEL S. BENDER
JEFFREY A. REMBAUM
DEBORAH S. SUGARMAN
ANDREW B. BLACK
GERARD S. COLLINS
KERSTIN HENZE
ALAN SCHWARTZSEID
SHELLEY J. MURRAY
EVELYN M. GREENSTONE
JEFFREY D. GREEN
EMILY E. GANNON
DANIELLE M. ZILO



MAIN OFFICE:
1200 PARK CENTRAL BLVD SOUTH
POMPANO BEACH, FL 33064
TEL. (954) 928-0680
FAX (954) 772-0319
(800) 974-0680

WITH AN ADDITIONAL OFFICE
IN PALM BEACH GARDENS

KBRLegal.Com

July 15, 2013

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

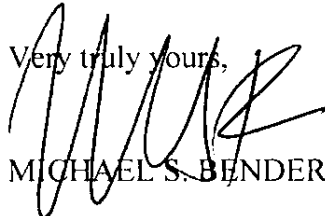
**RE: Articles of Amendment to the Articles of Incorporation of
Windsor Way Homeowners Association, Inc.
Document No.: N13167**

Dear Sir or Madam:

Please be advised that we represent the above-referenced Association. Enclosed is the following documents for amending the Articles of Incorporation for our client, Windsor Way Homeowners Association, Inc.:

- (1) Cover Letter;
- (2) Amended and Restated Articles of Incorporation;
- (3) The Association's Check No. 310 payable to the Florida Department of State, in the amount of \$43.75, representing the filing and certified copy fee.

Should you have any questions or require further information, please do not hesitate to contact me. Thank you for your assistance with this matter.

Very truly yours,

MICHAEL S. BENDER

MSB/om
Enclosures

cc: Board of Directors (Windsor Way Homeowners Association, Inc.)

ROBERT L. KAYE
MICHAEL S. BENDER
JEFFREY A. REMBAUM
DEBORAH S. SUGARMAN
ANDREW B. BLACK
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August 14, 2013

VIA FEDERAL EXPRESS
TRACKING NO. 8767-1226-3731

Ms. Teresa Brown
Regulatory Specialist II
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: **Windsor Way Homeowners Association, Inc.**
Amended and Restated Articles of Incorporation
Document No. N13167

Dear Ms. Brown:

Pursuant to our telephone conversation of yesterday, enclosed is the Amended and Restated Articles of Incorporation of Windsor Way Homeowners Association, Inc. As you instructed, I have attached to the back of the document a single page which provides the date the Amended and Restated Articles of Incorporation were adopted by the Membership of the Association (June 9, 2013), and the required signature of an officer of the Board. I have also enclosed a copy of your July 24, 2013 letter to me on this matter.

Please file the enclosed document with the State, and provide me with a certified copy for my records. If you have any questions, or require further information, please do not hesitate to contact my office.

Very truly yours,

A handwritten signature in black ink, appearing to read 'MSB', written over a horizontal line.

MICHAEL S. BENDER

MSB/om
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 24, 2013

MICHAEL S BENDER, ESQ.
KAYE BENDER REMBAUM, P.L.
1200 PARK CENTRAL BLVD SOUTH
POMPANO BEACH, FL 33064

SUBJECT: WINDSOR WAY HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N13167

We have received your document for WINDSOR WAY HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 113A00017918

(SUBSTANTIAL REWORDING OF THE ARTICLES OF INCORPORATION. SEE ORIGINAL ARTICLES OF INCORPORATION AND PAST RECORDED AMENDMENTS TO THE ARTICLES OF INCORPORATION FOR ORIGINAL TEXT AND PAST MODIFICATIONS MADE THERETO.)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WINDSOR WAY HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED, in accordance with the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
13 AUG 15 10:35

I

The name of the corporation is WINDSOR WAY HOMEOWNERS ASSOCIATION, INC.

II

The purpose for which the corporation is organized as a non-profit corporation in accordance with the provisions of Chapter 617, Part I, Florida Statutes, is to operate a development of single family residences known as WINDSOR WAY upon real property lying and being in Palm Beach County, Florida, and being more particularly described in the Declaration of Covenants, Conditions and Restrictions thereof and to operate similar developments ("the Other Developments") of single family residences to be located in Palm Beach County, Florida.

III

The initial members of the corporation shall be the owners of the real property subject to the Declaration of Covenants, Conditions and Restrictions of WINDSOR WAY, as recorded in the Public Records of Palm Beach County, Florida; subsequent members shall be the owners of real property located in the Other Developments as and when Declarations of Covenants, Conditions and Restrictions therefor are recorded.

IV

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes.

V

The names and addresses of the subscribers of these Articles are:

David J. Colten
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414
Laurie E. Ylvisaker
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

Diana L. Curren
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

Edward J. Meyer
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

VI

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and Bylaws are:

David J. Colten, President

Edward Meyer, Vice-President, Treasurer,
And Assistant Secretary

Diana L. Curren, Secretary

Michael I. Miller, Assistant Secretary and
Assistant Treasurer

Commencing with the first meeting of the elected Board of Directors, such officers will be elected annually to hold office until the next annual meeting of the Board of

Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of the Board of Directors, such vacancy shall be filled by a majority, even though less than a quorum, of the Board of Directors.

VII

The corporation shall be governed by a Board of Directors consisting of not fewer than three (3) nor more than seven (7) persons. The initial Board of Directors shall consist of four (4) persons. The names and addresses of the persons who are to serve as the Directors until the first election are:

David J. Colten
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

Laurie E. Ylvisaker
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

Diana L. Curren
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

Edward J. Meyer
13198 Forest Hill Boulevard
West Palm Beach, Florida 33414

The above named Directors shall hold office until the first meeting when members other than the Developer hold a majority of votes of the corporation. Thereafter, the Board of Directors shall be elected as provided in the Bylaws. In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

VIII

The Bylaws of the corporation may be amended, altered, rescinded, or added to by resolution adopted by a majority vote of the Board of Directors of the corporation at any duly called meeting of the Board and accepted by a majority vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of the corporation or any person on

the Board may propose an amendment to the Bylaws to the Board or the membership, as the case may be.

IX

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by a majority vote of the Board of Directors of the corporation at any duly called meeting of the Board and accepted by a majority of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of the corporation or any person on the Board may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be.

X

The eligibility requirements for all persons on the Board of Directors will be set forth in the By-Laws.

XI

The corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or Director.

XII

The corporation shall have all the powers set forth and described in Chapters 617 and 720 of the Florida Statutes, as currently existing or as may be amended from time to time, together with those powers conferred by the aforesaid Declarations of Covenants, Conditions and Restrictions, these Articles of Incorporation and all lawful Bylaws of the corporation.

XIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of

them are made parties, or a party, or that may be asserted against them or any of them by reason of having been Directors or officers or a Director or officer of the corporation, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members or otherwise.

Designation of Registered Agent

The initial registered agent of this corporation shall be Paul B. Erickson, 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

Acceptance

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared _____, who, after being duly sworn, according to law, deposes and says that he is competent to contract and further acknowledges that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palm Beach County, Florida, this _____ day of _____, 201__.

Notary Public

(NOTARY SEAL)

My Commission Expires:

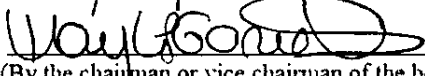
The date of each amendment(s) adoption: June 9, 2013

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/10/2013

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mary L. Garcia-Velez
(Typed or printed name of person signing)

Secretary
(Title of person signing)