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Amend & Ret -

G. Coulllette MAR 09 2006

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February 21, 2006

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Island of River Bridge HOA, Inc.

DOCUMENT NUMBER: N26219

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

Please return all correspondence concerning this matter to the following:

Steven G. Rappaport, Esquire
Sachs Sax Klein
301 Yamato Road, Suite 4150
Boca Raton, FL 33431

For further information concerning this matter, please call:

Clara H. Garcia at (561) 237-6840

Enclosed is a check for the following amount:

\$43.75 for filing fee and Certificate of Status.

Mailing Address:

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

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
THE ISLAND OF RIVER BRIDGE HOMEOWNERS ASSOCIATION, INC.**

Pursuant to the provision of Chapter 617 and 720 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: On FEB. 1, 2006, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: FEB 1, 2006.

**THE ISLAND OF RIVER BRIDGE HOMEOWNERS
ASSOCIATION, INC.**

By: Sheldon Pruss
Sheldon Pruss, President

By: Sam Smith VP
Sam Smith, Vice President

FILED
2006 FEB 27 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE ISLAND OF RIVER BRIDGE HOMEOWNERS ASSOCIATION, INC.

I/We, the undersigned, being of full age and competent to contract in the state of Florida, do, in accordance with the provisions of Chapter 617 and 720, Florida Statutes, hereby voluntarily associate ourselves to make, subscribe, acknowledge and file in the office of the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Amended and Restated Articles of Incorporation, as by law provided:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be The Island of River Bridge Homeowners Association, Inc., hereinafter referred to as the "Association" and its duration shall be perpetual. The principal office address of the Association shall ~~initially~~ be located at:

~~Suite 2050, 500 East Broward Boulevard~~
~~Ft. Lauderdale, FL 33394~~
c/o The Island at River Bridge Homeowners Association, Inc.
1099 Island Manor Drive
West Palm Beach Greenacres, Florida 33413

or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a corporation not for profit in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in ~~that~~ ~~certain~~ the Declaration of Covenants, Conditions and Restrictions for The Island of River Bridge (the "Declaration") ~~to be~~ recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III
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 of a Corporation not for profit including, but not limited to, those powers set forth and described in Chapter 617 and 720, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, those powers conferred on the Association by the Declaration, these Articles, and the Bylaws of the Association, all as may be amended from time to time.

Section 2. NECESSARY POWERS. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Common Area in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members to defray the Common Expenses;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Common Area and the improvements located thereon;

E. To reconstruct improvements upon the Common Area after casualty;

F. To make and amend the Bylaws and Rules and Regulations of the Association respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Area;

H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the Rules and Regulations of the Association;

I. To provide for management and maintenance, and, in its discretion, to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, enforcement schedules and maintenance of the Common Area. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, the promulgation of Rules and Regulations, and the execution of Contracts on behalf of the Association;

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, and convey real and personal property;

K. To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws now exist or as they may hereafter provide.

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 only for the benefit of the Members in accordance with the provisions of the Declaration.

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

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the Declaration and Bylaws.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than five (5) nor more than seven (7) Members, but always an odd number.

ARTICLE VI

OFFICERS

~~The Officers named herein shall serve until replaced by the Declarer or until the first of regular meeting of the Board of Directors, which ever shall occur first. Officers shall be elected at the first meeting of the Board after the annual meeting ("organizational meeting") and shall hold office until the next annual meeting of the Board of Directors, or until an officer is removed by a majority vote of the Board of Directors in the manner provided in the By-laws, or until their successors shall have been appointed and shall qualify. So long as the Declarer retains control of the Association, as defined in this Declaration, no officer elected by the Board shall serve the Association until such Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of the newly appointed Officer or Officers, as the case may be, in writing, to the Declarer. The Declarer shall approve or disapprove said Officer, or Officers, within twenty (20) days after the initial receipt of said name or names. In the event the Declarer fails to act within such time period, such failure shall be deemed approval by the Declarer. The initial Officers shall consist of a President, Vice President, Secretary, and Treasurer. The following persons shall serve as the initial Officers of the Association:~~

| <u>NAME</u> | <u>TITLE</u> |
|--------------------------------|---------------------------|
| John Weiss | President |
| Norman Christianson | Vice President |
| R.D. Nicklin | Treasurer |

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and Director of the Association shall be indemnified by the Association as provided in the Declaration. The Association shall be required to maintain adequate insurance on Officers and Directors of the Association, which costs will be considered a common expense.

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the incorporator and subscriber to these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|-------------|---|
| John Weiss | 1058 Meadow Lake Drive West Palm Beach, FL 33413 |

ARTICLE IX

BYLAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration. ~~Until such time as the Declarer relinquishes control of the Association and/or the Developer relinquishes control of the Master Association, no amendments to the By Laws shall be effective unless the Declarer and/or the Developer shall have joined in and consented thereto in writing.~~

ARTICLE X

AMENDMENTS

SECTION 1. Alteration, amendment or rescission of these Articles shall be proposed and adopted in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice setting forth a proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, which meeting may not occur less than ~~ten~~ fourteen (14) days nor later than thirty (30) days from the giving of notice of the meeting to consider the proposed amendment.

(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the Members.

SECTION 2. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

SECTION 3. The approval of an amendment to these Articles of Incorporation may be attained by written consent, in lieu of a meeting, where a majority of the total votes of the membership consent, in writing, approving said amendment to these Articles of Incorporation. ~~If all the members eligible to vote sign a written statement manifesting their intentions that an amendment shall thereby be adopted as though~~

the procedure set forth in Section 1 of this Article has been satisfied:

SECTION 4: For as long as the Developer or the Declarer is the owner of any lot or any property affected by these Articles or amendment hereto, no amendment will be effective without the Declarer's and/or Developer's express written consent:

These Article of Incorporation of the Association may be amended, altered or rescinded as provided in Florida Statute Chapter 617, Florida Statute:

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall be the person designated by the Association. The Association shall have the right to designate a registered agent, at any time, without amending these Articles of Incorporation. The name of the initial registered agent shall be David C. Hardin, Esq., Suite 2050, 500 East Broward Boulevard, Ft. Lauderdale, Florida 33394. The Association shall have the right to designate registered agents without amending these Article of Incorporation.

IN WITNESS WHEREOF, ~~We~~ the undersigned, being the current Registered Agent of the Association each of the subscribers hereto, have has hereunto set our his hands and seals in the City of Fort Lauderdale, Broward Palm Beach County, Florida, this 16th day of February ~~1988~~ 2006.

Signed, sealed and delivered
in the presence of:

Clara H. Leavitt
Witness

John Weiss Louis Caplan

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 16th day of February 2006 by Louis Caplan, Registered Agent the incorporator and subscriber named therein.



Lisa Gardner
Notary Public, State of Florida at Large

My Commission Expires: