

N31527

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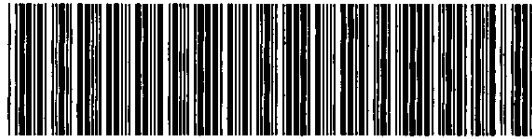
(Business Entity Name)

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MARK B. SCHORR, P.A.

ATTORNEY AT LAW

800 Southeast Third Avenue
Suite 300
Fort Lauderdale, Florida 33316

(954) 761-3774
800-877-4320
FAX (954) 462-0128
mbs@mbschorr.com

April 20, 2007

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

P.O. Box 6327
Tallahassee, FL 32314

Re: Restated and Amended Articles of Incorporation
Cypress Woods Lake Maintenance Association, Inc.
Document No. N31527

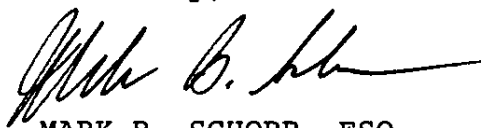
Ladies and Gentlemen:

Enclosed please find the Restated and Amended Articles of Incorporation of the above described corporation, for filing. Also enclosed is my firm's trust account check in the sum of \$43.75, for the filing fee and a certified copy. An extra copy is enclosed for certification.

A return envelope for the certified copy is enclosed.

If there are any questions, please do not hesitate to contact me.

Sincerely,



MARK B. SCHORR, ESQ.

MBS/spc
Enclosures

cc: Cypress Woods Lake Maintenance Association, Inc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 24, 2007

MARK B. SCHORR, P.A.
800 SOUTHEAST THIRD AVENUE
SUITE 300
FT. LAUDERDALE, FL 33316

SUBJECT: CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC.
Ref. Number: N31527

We have received your document for CYPRESS WOODS LAKE MAINTENANCE 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):

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.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 007A00027620

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC.
(A Florida Corporation Not for Profit)

FILED
07 MAY 21 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation not for profit under and in accordance with the provision of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates the corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Restated and Amended Articles of Incorporation, certifies as follows:

ARTICLE I
DEFINITIONS

The Following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" mean these Articles of Incorporation and any amendments hereto.
2. "Association(s)" means Cypress Woods I Association, Inc., a Florida corporation not for profit and/or Summer Chase Homeowners Association, Inc., a Florida corporation not for profit.
3. "Board" means the Board of Directors of the Corporation.
4. "Bylaws" mean the Bylaws of the Corporation and any amendments thereto.
5. "Community Documents" mean in the aggregate the Master Declaration, any Plats, all replats thereof, these Articles, the Bylaws, the Declarations, the rules and regulations, the Articles of Incorporation and Bylaws of the Associations and all of the instruments and documents referred to therein or referred to herein, including, but not limited to, amendments to any of the foregoing, as applicable.
6. "Corporation Property" means the property more particularly described in Article IV. III of the Master Declaration.
7. "County" means Palm Beach County, Florida.
8. "Cypress Woods" means the planned residential community comprised of 167 single family homes and three (3) lakes, known as Cypress Woods, and the planned residential community comprised of 221 single family homes and one (1) lake known as Summer Chase, and recreation areas and conservation areas, which are the subject of the Master Declaration.
9. "Declaration(s)" means the Declaration of Covenants, Restrictions and Easements for Cypress Woods I and/or Declaration of Protective Covenants, Restrictions and Easements for Summer Chase, both of which have been recorded amongst the Public Records of the County, and all amendments thereto.
10. "Director" means a member of the Board.
11. "Lot" or "Lots" mean a portion of the "Total Property" (as defined in the Master Declaration) as

shown on the Plat, upon which a Residence is permitted to be erected.

12. "Master Declaration" means the Declarations of Protective Covenants of Cypress Woods and Summer Chase which have been recorded amongst the Public Records of the County, and any amendments thereto.

13. "Member" means a member of the Corporation, as more particularly described in Article V hereof.

14. "Operating Expenses" mean the expenses for which Owners are liable to the Corporation as described in the Community Documents and include, but are not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the Corporation Property.

15. "Owner" means the owner(s) of the fee simple title to a Lot.

16. "Plat" means the plat of Cypress Woods to be recorded amongst the Public Records of the County.

17. "Residence" means a detached single-family home located within Cypress Woods.

ARTICLE II NAME

The name of this Corporation shall be CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC., a Florida corporation not for profit, whose present address is 8335 Lake Cypress Road, Lake Worth, Florida 33467.

ARTICLE III PURPOSES

The purpose for which this Association is organized is to take title to, operate, administer, manage, lease and maintain the Corporation Property in accordance with the terms of, and purposes set forth in, the Community Documents and to carry out the covenants and enforce the provisions of the Community Documents.

ARTICLE IV POWERS

The Corporation shall have the following powers and shall be governed by the following provisions:

A. The Corporation shall have all of the common law and statutory powers of a corporation not for profit.

B. The Corporation shall have all of the powers to be granted to the Corporation in the Community Documents.

C. The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Community Documents.

2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Corporation Property.

3. To make, levy and collect "Assessments" (as such term is defined in the Master Declaration) for the purpose of obtaining funds from its Members to pay Operating Expenses and costs of collection, including the operational expenses of the Corporation, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Corporation.

4. To maintain, repair, replace and operate the Corporation Property in accordance with the Community Documents.

5. To enforce by legal means the obligations of the Members and the provisions of the Community Documents.

6. To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation, administration and management of the Corporation Property and to enter into any other agreements consistent with the purposes of the Corporation, including, but not limited to, agreements with respect to professional management of the Corporation Property and to delegate to such professional management certain powers and duties of the Corporation.

7. To enter into the Master Declaration and any amendments thereto and instruments referred to therein.

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above.

9. Notwithstanding anything contained herein to the contrary, the Corporation shall be required to obtain the unanimous approval of all Voting Members prior to the payment of legal or other fees to persons or entities engaged by the Corporation for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

(a) the collection of Assessments;

(b) the collection of other charges which Owners are obligated to pay pursuant to the Community Documents;

(c) the enforcement of any applicable use and occupancy restrictions contained in the Community Documents;

(d) in an emergency where waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Corporation Property or to Member(s); or

(e) filing a compulsory counterclaim.

D. In the event of any conflict between the provisions of these Articles and the Master Declaration, the Master Declaration shall control.

ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Corporation, the manner of their admission to membership and the manner of voting by Members shall be as follows:

A. Membership in the Corporation for Owners shall be established by the acquisition of ownership of fee title to a Lot as evidenced by the recording of an instrument of conveyance amongst the Public Records of the County. Where title to a Lot is acquired by conveyance by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such Lot shall not be a Member unless or until such Owner shall deliver a true copy of a deed or other instrument of acquisition of title to their respective Association.

B. The Corporation shall have two (2) classes of membership:

1. "Voting Members" shall consist solely of the Associations and each Association shall be entitled to one (1) vote to be cast by its representative ("Representative") who shall be elected in the manner set forth in the Articles of Incorporation of the respective Association.

2. "Non-Voting Members" shall consist of all Owners.

C. No Member may assign, hypothecate or transfer in any manner his membership in the Corporation except as an appurtenance to his Lot.

D. Any member who conveys or loses title to a Lot by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member resulting from ownership of such Lot.

ARTICLE VI TERM

The term for which this Corporation is to exist shall be perpetual. In the event of dissolution of the Corporation (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Corporation shall be conveyed to a similar homeowners' Association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Corporation and its properties in the place and stead of the dissolved Corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Corporation and its properties.

ARTICLE VII
INCORPORATOR

The name and address of the original Incorporator of these Articles is:

MERLE D'ADDARIO
1151 N.W. 24th Street
Pompano Beach, Florida 33064

ARTICLE VIII
OFFICERS

1. The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer.
2. The Board shall elect the President, Vice President, Secretary and Treasurer. Officers shall be elected from among the membership of the Board. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE IX
BOARD OF DIRECTORS

- A. The number of Directors shall be determined by the Representatives. Directors must be Members, or a Member's spouse.
- B. At the Annual Members' Meeting in the month of November of each year, the Representatives shall designate Directors by a plurality vote. The term of each Director's service shall extend until the next Annual Members' Meeting and until his successor is duly elected and qualified, or until he is removed in the manner hereinafter provided.
- C. A Director may be removed from office upon the affirmative vote of a majority of Representatives, for any reason deemed to be in the best interests of the Members. A Meeting to so remove a Director shall be held upon the written request of ten percent (10%) of the Members.
- D. The number of Directors shall be determined by the Representatives.

ARTICLE X
INDEMNIFICATION

Each and every Director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorney and paralegal fees, at all trial and appellate levels and post judgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiations, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of his being or having been a Director or officer of the Corporation, and the foregoing provision for

indemnification shall apply whether or not such person is a Director or Officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article X shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interest of the Corporation, and in the event a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provision of this Article X shall not apply. The foregoing right of indemnification provided in this Article X shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer of the Corporation may be entitled under statute or common law.

ARTICLE XI BYLAWS

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XII AMENDMENTS

A. These Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Voting Members, which may be at either the annual members' meeting ("Annual Members' Meeting") or a special meeting (collectively "Meeting"). Any number of proposed amendments may be submitted to the Voting Members and voted upon by them at one Meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Voting Member within the time and in the manner provided in the Bylaws for the giving of notice of Meetings ("Required Notice").

(c) At such Meeting, a vote of the Voting Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the unanimous affirmative vote of the Voting Members.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Voting Members setting forth their intention that an amendment to the Articles be adopted.

3. Voting Members may not cast a vote in favor of any amendment unless the proposed amendment has first received the approval of the Board of Directors of the Voting Member's Association.

B. These Articles may not be amended without the written consent of the Board.

C. Notwithstanding any provision of this Article XII to the contrary, these Articles shall not be amended in any manner which shall prejudice the rights of any "Institutional Mortgagee" (as such term is

defined in the Master Declaration) without the prior written consent of such Institutional Mortgagee, nor shall any amendment conflict with the provisions of the Master Declaration.

D. An instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment shall be recorded among the Public Records of the County.

ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 1151 N. W. 24th Street, Pompano Beach, Florida 33064 and the initial Registered Agent of the Association at that address shall be Merle D' Addarao.

IN WITNESS WHEREOF, said corporation has caused these Restated and Amended Articles of Incorporation to be signed in its name by its President and Secretary, this 30 day of March, 2007.

CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC.

[Signature]
Witness

By: Berton Karol
President

[Signature]
Witness

Attest: [Signature]
Secretary

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 30 day of March, 2007 by BERTON KAROL, as President and MANNY REICH, as Secretary of CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC., a Florida corporation on behalf of the corporation. They are personally known to me ~~or have produced~~ as identification.

[Signature]
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
RICKY F. KANTER
Commission # DD549567
Expires: JUNE 21, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

**CERTIFICATE OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC.**

It is certified that, at a special meeting of the Voting Members of CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC., held March 30, 2007, the Restated and Amended Articles of Incorporation of Cypress Woods Lake Maintenance Association, Inc., which include amendments to the Articles of Incorporation of the Corporation filed April 4, 1989, were unanimously approved by the Voting Members of the Corporation, and that, as a result of the foregoing, said Restated and Amended Articles of Incorporation of CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC. have been duly adopted pursuant to the provisions of the Articles.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of said corporation, this 11th day of May, 2007, at Lake Worth, Palm Beach County, Florida.

CYPRESS WOODS LAKE MAINTENANCE ASSOCIATION, INC.

By: Berton Karol
President

(Seal)