

N35975

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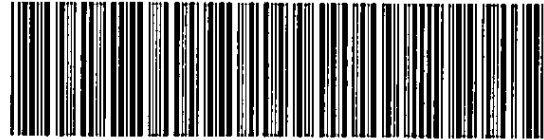
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*Amended &
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07/01/21--01015--000 **95.00

SECRETARY OF STATE
TALLAHASSEE, FL 32301

2021 JUL -1 AM 11:51

FILED

JUL 26 2021
A RAMSEY



CHELLE KONYK, ESQ.
THERESA M. LEMME, ESQ.
MICHAEL S. STEINER, ESQ.

June 23, 2021

Amendment Section
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Articles of Amendment

THE MANORS AT WEDGEWOOD LAKE HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N35975.

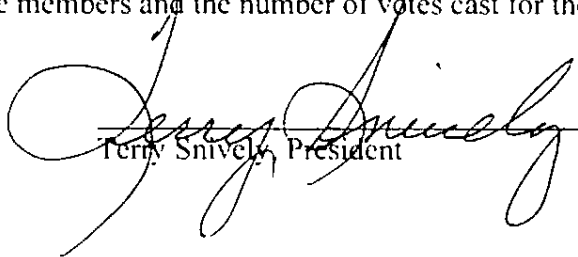
The attached Articles of Amendment are adopted as of June 23, 2021, and the filing fee of \$35.00 is submitted for filing.

Please return all correspondence to:

CHELLE KONYK, ESQ.
KONYK & LEMME PLLC
140 INTRACOASTAL POINTE DR.
STE 310
JUPITER FL 33477

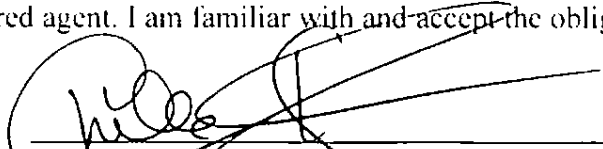
For further information contact: Chelle Konyk at 561.935.6244

The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.


Terry Snively, President

Name of New Registered Agent:
CHELLE KONYK, ESQ.
KONYK & LEMME PLLC
140 INTRACOASTAL POINTE DR.
STE 310
JUPITER FL 33477

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


CHELLE KONYK, ESQ.
REGISTERED AGENT

Phillips Point • 777 South Flagler Drive • Suite 800 • West Tower • West Palm Beach, Florida 33401

Tel. (561) 935.6244 • Fax (561) 935.5494

Jupiter Office • 140 Intracoastal Pointe Drive • Suite 310 • Jupiter, Florida 33477

FILED

EXHIBIT B

2021 JUL -1 AM 11:51

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE MANORS AT
WEDGEWOOD LAKE HOMEOWNERS ASSOCIATION, INC. (2021)

(A Corporation Not For Profit)

Pursuant to the provisions Chapter 617 of the Florida Statutes the Articles of Incorporation for the Manors at Wedgewood Lake Homeowners Association, Inc., a Florida Corporation not-for-profit, which was originally incorporated under the name Villages of Woodlake II Homeowners Association, Inc. on March 9, 1990, are hereby amended and restated in their entirety. The amended and Restated Articles of Incorporation of The Manors at Wedgewood Lake Homeowners Association, Inc. are as follows:

ARTICLE I

The name of the Corporation is THE MANORS AT WEDGEWOOD LAKE HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association."

ARTICLE II

The street address of the Association is at a location determined by the Board of Directors.

ARTICLE III

All definitions in the Declaration of Covenants to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation and maintenance of the grounds, landscaping, pool, clubhouse and the like, of the Units and Common Areas, within that certain real property (and any additions thereto) described in the "Declaration of Covenants" to which these Articles of Incorporation are attached as Exhibit "B", as recorded in the Public Records (hereinafter referred to as the "Declaration") and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including but not limited to the following:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the

business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Borrow money with the assent of a majority vote of the Board of Directors, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Board of Directors and two-thirds (2/3rds) of all members at a duly called meeting of the Association;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of all members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association;

(f) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(g) To have and to exercise any and all powers, rights and privileges that a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

(h) To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association and to contract for the maintenance services to be provided for the Owners.

ARTICLE VI

MEMBERSHIP AND QUORUM

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE VII

VOTING RIGHTS

All Members shall be Owners and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons who must be Members of the Association.

Section 2. The election of Directors shall be held at a meeting of the members called for that purpose, preferably at the Association's Annual Meeting. At each such election, a number of

Directors equal to the number of those whose terms have expired shall be elected for a term of three (3) years. At the expiration of a first term of three (3) years, any Director may be re-elected. No director shall serve more than two (2) consecutive three-year terms.

Term of office of an out-going Director expires at the meeting where his successor has been elected or appointed.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board of Directors, adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or, amendments may be proposed by petitions signed by twenty-five percent (25%) of the members of the Association, and delivered to the Secretary of the Board.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as herein provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an Annual Meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice of the meeting shall be given as provided in the By-Laws.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting by an affirmative vote of a majority of the entire membership entitled to vote thereon.

4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1, 2, and 3 above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice-President and by its Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within thirty (30) days from said approval with the office of the Secretary of State of Florida for approval.

ARTICLE XI

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and other officers as the Board of Directors shall from time to time determine.

ARTICLE XII

CHANGES TO BY-LAWS

The By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of all members by an affirmative vote of two-thirds (2/3^{ds}) of the membership present in person or by absentee ballot.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which s/he may be made a party by reason of his/her being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein s/he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

ARTICLE XIV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers shall be valid. No contract or transaction between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association, shall be valid.

ARTICLE XV

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

The foregoing were adopted as the Articles of Incorporation of THE MANORS AT WEDGEWOOD LAKE HOMEOWNERS ASSOCIATION, INC., a corporation not-for-profit under the laws of the State of Florida, by the Board of Directors on June 23, 2021

BY: 

Terry Snively, President

BY: 

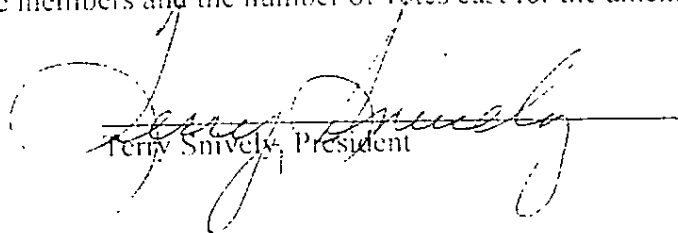
Lorraine Giddens, Secretary

WITH CHELLE KONYK, ESQ. KONYK & LEMME PLLC AS REGISTERED AGENT.

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT


CHELLE KONYK, ESQ.

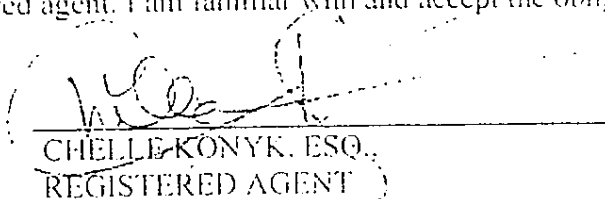
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