

N45019

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October 15, 1999

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/18/99-01104-005
*****35.00 *****35.00

**RE: ARTICLES OF AMENDMENT, AMENDING AND RESTATING
THE ARTICLES OF INCORPORATION OF
LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC.**

To Whom It May Concern:

Enclosed please find an original and one copy of the Amendment, Amending and Restating the Articles of Incorporation of Lexington Lakes Homeowners' Association, Inc. Please accept said Amendment for filing and return a copy to the undersigned. Also, enclosed is the firm's check in the amount of \$35.00 to cover the filing fees.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

LOU CAPLAN
For the Firm

LC/ecb
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 1999

ST. JOHN, DICKER, CAPLAN, KRIVOK & CORE, P.A.
ATTN: LOU CAPLAN
500 AUSTRALIAN AVENUE SOUTH, SUITE 600
WEST PALM BEACH, FL 33401

SUBJECT: LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N45019

We have received your document for LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 199A00051752

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DIVISION OF CORPORATIONS

OK,
see attached
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC.**

The undersigned not-for-profit corporation under Chapter 617, Florida Statutes, as amended, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as "the Association".

**ARTICLE II
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Lexington Lakes recorded in the Palm Beach County Public Records on October 16, 1991, in official record book 6989 at page 270, together with all addenda and amendments thereto (The "Declaration"). All terms used herein and in the Bylaws shall have the meanings, if any, assigned to them in the Declaration.

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

The Association by and through its Board of Directors shall have the following powers:

A. To contract for the management of the Association and to delegate to the party to whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

B. 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 Declaration.

C. All powers necessary to implement the purposes and carry out the duties and obligations of the Association, including any and all powers granted it by the Declaration.

The Association shall not be permitted:

A. To provide financial support to an ad hoc committee of another association without the approval of 2/3 of the members hereof.

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 which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. Every member, as defined in Section 1 above, shall be a voting member of the Association. All members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be considered one (1) member for voting purposes and only one (1) vote shall be allowed for any such Lot.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of members, and may make provision 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 thirty percent (30%) of the total number of voting members shall be present in person or by proxy.

ARTICLE IV CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V 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 three (3) nor more than nine (9) members, but as many members as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election. Removal of directors from office shall be in accordance with Florida Statutes. All directors shall be

members of the Association

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or are removed, or until expiration of the term to which they are elected, 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 remaining directors so elected may elect a successor to fill the vacancy for the balance of the fiscal year, and a successor shall be elected at the next regular annual meeting of the Association for the remainder of the unexpired term.

ARTICLE VI OFFICERS

Section 1. Offices 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 provisions of the Bylaws, shall be members of the Association and shall be elected by the Board of Directors for terms of one year and serve until qualified successors are duly elected and have taken office. The Bylaws 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. All officers shall be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII BYLAWS

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

ARTICLE VIII AMENDMENTS

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of two-thirds (2/3) of the Members of

the Association voting in person or by proxy or by written consent in lieu of a meeting, or any combination thereof; provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association and all members of any committee appointed by the Board of Directors or the president of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director, officer or committee member may be entitled under statute or common law.

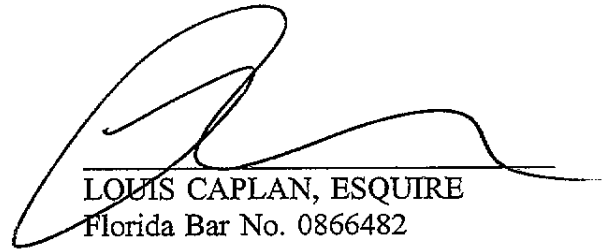
ARTICLE X TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ACCEPTANCE BY REGISTERED AGENT

I, Louis Caplan, hereby am familiar with and accept the duties and responsibilities as registered agent for Lexington Lakes Homeowners' Association, Inc.



LOUIS CAPLAN, ESQUIRE
Florida Bar No. 0866482

**ARTICLES OF AMENDMENT,
AMENDING AND RESTATING THE
ARTICLES OF INCORPORATION
OF
LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provision of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment, Amending and Restating the Articles of Incorporation.

FIRST: Amendments adopted: Amended and Restated Articles of Incorporation

SEE ATTACHED

SECOND: On August 6, 1999, the above Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Dated October 11, 1999

**LEXINGTON LAKES HOMEOWNERS'
ASSOCIATION, INC.**

By: Lewis J. Doctor
Lewis J. Doctor, President

By: William B. Maclean
William Maclean, Secretary

This instrument prepared by:
Louis Caplan, Esquire
ST. JOHN, DICKER, CAPLAN, KRIVOK
& CORE, P.A.
500 Australian Avenue So.
Suite 600
West Palm Beach, Florida 33401
1126A.art