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AMENDED AND RESTATED ARTICLES OF INCORPORATION
BOYNE SOUTH PROPERTY OWNERS ASSOCIATION, INC.

N/K/A/ ROYAL PALM GOLF ESTATES HOMEOWNERS' ASSOCIATION, INC.

(a Corporation, Not-for-Profit)

Pursuant to the provisions of Section 617.1006, Florida statutes, this Florida not-for-profit corporation hereby amends and restates its Articles of Incorporation, in their entirety.

The following amended and restated articles of incorporation were adopted by the Members effective as of January 1, 2006 and the number of votes cast for these amended and restated articles was sufficient for approval.

ARTICLE I

NEW CORPORATE NAME, ADDRESS

The name of the corporation, herein called the "Association," is hereby changed to: **Royal Palm Golf Estates Homeowners' Association, Inc.** The address of the Association is 18100 Royal Tree Parkway, Naples, Florida 34114.

ARTICLE II

PURPOSE AND POWERS

2.1 **Purpose.** The purpose for which the Association is organized is to provide an entity to administer, manage and operate Royal Palm Golf Estates (f/k/a Boyne South), a residential neighborhood located in Collier County, Florida.

2.2 **Powers.** The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation, not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Royal Palm Golf Estates (the "Declaration"), or the By-Laws of this Association, and it shall have all the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

A. To own and convey property;

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B. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;

C. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without limitation, entry medians, parking areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the Southwest Florida Water Management District or any other governmental agency;

D. To purchase insurance upon the Common Areas for the protection of the Association and its members;

E. To reconstruct improvements after casualty and to make further capital improvements or additions to the Properties;

F. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

G. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

H. To contract for the operation and maintenance of the Common Areas or surface water management system and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

J. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association; and

K. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

L. To enforce any of the obligations or requirements of the Royal Palm Golf Estates Property Owners' Association, Inc., a not-for-profit corporation.

M. To operate and maintain the Surface Water Management System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plan compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

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N. To require all Lot owners, to be members of the Association.

O. To take any other action necessary for the purposes for which the Association is organized.

ARTICLE III

MEMBERSHIP

3.1 Qualification. The Members of the Association shall consist of all Owners of Lots in the Properties as defined in the Declaration, and as further provided in the By-Laws.

3.2 Classes of Membership and Voting Rights. There shall be two classes of membership in the Association as follows:

A. Class "A" Membership. Each Owner of a Lot, other than Declarant, shall be a Class "A" Member. Each Class "A" Member shall be entitled to one (1) vote for each Lot owned by the Member.

B. Class "B" Membership. Declarant shall be a Class "B" Member until the Turnover Date, after which time Declarant shall be a Class "A" Member for so long as it owns one or more Lots. The Class "B" Member shall be entitled to one (1) vote for each Lot located within the Property, plus one (1). After Declarant is converted to a Class "A" Member, it shall be entitled to one (1) vote for each Lot it owns. The Class "B" Member shall be entitled to appoint all of the members of the Board of Directors until the Turnover Date as specified in the By-Laws.

3.3 Change of Membership. Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.

3.4 Assignment of Membership Rights. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his fee simple interest in a Lot.

ARTICLE IV

TERM

4.1 Term. The term of the Association shall be perpetual.

4.2 Dissolution. In the event of dissolution, the control or right of access to any portion of the Properties containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System facilities are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

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ARTICLE V

BY-LAWS

5.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS

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

A. Until election of a majority of the Board by Members other than the Developer, the Developer shall have the unilateral right to amend these Articles.

B. After election of a majority of the Board by Members other than the Developer, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by voting Members representing at least fifty percent (50%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the Members no later than the next annual meeting for which proper notice can be given.

C. After election of a majority of the Board by Members other than the Developer, these Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the owners of Lots present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the total voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

D. Any proposed amendment to these Articles, which would affect the surface water management system (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

E. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS

7.1 Appointment by Developer. All directors shall be appointed by the Developer until turnover of control of the Association to Members other than the Developer.

7.2 Initial Board. The names and addresses of the initial Board of Directors are:

Ashley Bloom

1551 Hanson Street
Sarasota, FL 34231

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Leonard Gross

13050 Bridgeford Ave.
Bonita Springs, FL 34135

Howard Bloom

4281 Live Oak Blvd.
Delray Beach, FL 33445

7.3 Election by Owners. Upon turnover of control of the Association to Members other than the Developer, all directors shall be elected by the Lot Owners in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.4 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

7.5 Election of Officers. The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or Officer derived an improper personal benefit.

8.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the

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Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may be entitled.

ARTICLE IX
PRINCIPAL OFFICE

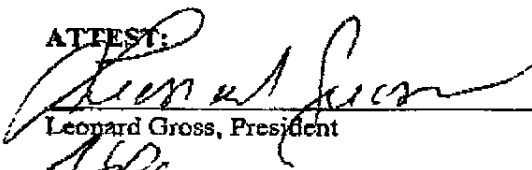
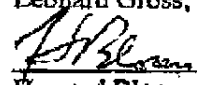
9.1 Address. The principal office of the Association shall be located at 18100 Royal Tree Parkway, Naples, Florida 34114. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE X
REGISTERED AGENT

10.1 Initial Registered Agent. The registered agent of the Association is Leonard E. Zedeck, and the street address of the registered office of the Association is 13790 Northwest 4th Street, Suite 113, Sunrise, Florida 33325. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

22nd IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this day of May, 2006.

ATTEST:

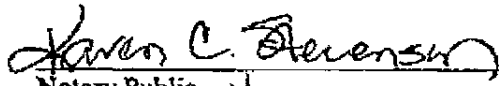

Leonard Gross, President
Howard Bloom, Secretary

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 18 day of May 2006, Leonard Gross, who is personally known to me or produced FLDL as identification.

(Seal)

NOTARY PUBLIC-STATE OF FLORIDA
 Karen C. Stevenson
Commission # DD467739
Expires: OCT 14, 2009
Bonded Thru Atlantic Bonding Co., Inc.


Notary PublicPrinted Name: Karen C. StevensonMy Commission Expires: 10-14-2009

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STATE OF Florida
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 22nd day of May 2006,
by Howard Bloom, who is personally known to me or produced
N/A as identification.

(Seal)

Veronica Abreu
Notary Public
Printed Name: Veronica Abreu
My Commission Expires: _____



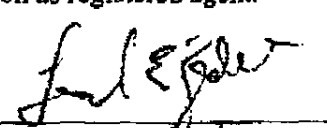
Veronica Abreu
MY COMMISSION # DD166543 EXPIRES
November 19, 2006
BONDED THIRD TRUST FARM INSURANCE, INC.

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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Leonard E. Zedock

Dated: 5/23/06

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