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June 20, 2002

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

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-06/24/02--01076--023
*****35.00 *****35.00

**RE: Articles of Amendment To the Articles of Incorporation of Sausalito Place
Homeowners Association, Inc.**

To Whom It May Concern:

Enclosed please find the Articles of Amendment and an original and one copy of an the Amended and Restated Articles of Incorporation of Sausalito Place Homeowners Association, Inc. Please accept said Amendment for filing and return a date stamped copy to the undersigned. Also, enclosed is the firm's check in the amount of \$35.00 to cover the filing fee.

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

Very truly yours,



SCOTT A. STOLOFF
For the Firm

SAS:

Enclosures

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DIVISION OF CORPORATIONS
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Amended & Restated
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DIVISION OF CORPORATIONS

2002 JUN 24 PM 1:54

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

SAUSALITO PLACE HOMEOWNERS ASSOCIATION, INC.

2002

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
SAUSALITO PLACE HOMEOWNERS ASSOCIATION, INC.

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Amended and Restated

**ARTICLES OF INCORPORATION
OF
SAUSALITO PLACE HOMEOWNERS ASSOCIATION, INC.**
(a Florida corporation not for profit)

ARTICLE I

NAME

The name of this corporation shall be SAUSALITO PLACE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the 'HOMEOWNERS ASSOCIATION'), and the principal place of business is 200 Sausalito Circle, Boynton Beach, Florida 33436.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is

200 SAUSALITO CIRCLE
BOYNTON BEACH, FL. 33436

ARTICLE III

DEFINITIONS

The following words when used in these Articles of Incorporation shall have the following meanings:

1. "BOARD" or "BOARD OF DIRECTORS" means and refers to the BOARD OF DIRECTORS of the HOMEOWNERS ASSOCIATION.

2. "COMMON PROPERTY" means and refers to all real and personal property which the HOMEOWNERS ASSOCIATION owns or in which the HOMEOWNERS ASSOCIATION has or may have an interest, including without limitation, a right of use for the common use and enjoyment of the MEMBERS of the HOMEOWNERS ASSOCIATION.

3. "LOT" means and refers to a numbered lot within SAUSALITO PLACE.

4. "OWNER" means and refers to every person or persons, or entity or entities, their heirs, legal representatives, successors or assigns, who are the record owners of a fee simple interest in any LOT or Parcel, or portion thereof, in SAUSALITO PLACE. All other terms which are used in the DECLARATION shall have the same meanings herein.

ARTICLE IV

PURPOSES

The general nature, objects and purposes of the HOMEOWNERS ASSOCIATION are:

A. To own and maintain portions of the property subject to the DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR SAUSALITO PLACE (hereinafter referred to as the "DECLARATION"), to be recorded in the Public Records of Palm Beach County, Florida. The property subject to the DECLARATION shall be referred to hereinafter as "SAUSALITO PLACE".

B. To improve, maintain, repair and replace landscaping, associated lighting and irrigation systems on, upon, over and under said property and such other property the HOMEOWNERS ASSOCIATION may acquire for such purpose (s).

C. To provide, purchase, construct, improve, maintain, repair, replace and operate (i) a paved roadway system (ii) landscaping, associated lighting and irrigation systems (iii) drainage facilities on, upon, over and under the drainage easements and street lights on the LOTS and (iv) a pool and recreation area.

D. To improve, maintain, repair and replace landscaping and irrigation systems on, upon and over the COMMON PROPERTIES.

E. To operate, without profit, for the sole and exclusive benefit of its MEMBERS.

F. To enter into easement agreements or other use or possessory agreements including but not limited to, those agreements executed by the Association whereby the HOMEOWNERS ASSOCIATION may obtain, by assignment or other instrument, the use or possession of certain real property surrounding the development or a portion thereof, not owned by the HOMEOWNERS ASSOCIATION, and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

ARTICLE V
GENERAL POWERS

The general powers that the HOMEOWNERS ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the HOMEOWNERS ASSOCIATION is organized.

C. To delegate power or powers where such is deemed in the interest of the HOMEOWNERS ASSOCIATION.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objectives and purposes set forth in these Articles of Incorporation and not forbidden by the Laws of the State of Florida and/or the rules and regulations and restrictive covenants defined by the Sausalito Place Homeowners Association.

E. To make, levy and collect assessments against property in SAUSALITO PLACE to defray expenses and the cost of effectuating the objectives and purposes of the HOMEOWNERS ASSOCIATION, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks or other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the HOMEOWNERS ASSOCIATION when such is deemed appropriate by the Board of Directors.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the HOMEOWNERS ASSOCIATION.

H. In general, to have all powers conferred upon a corporation not for profit by the Laws of the State of Florida, except as may be prohibited herein.

I. Notwithstanding anything contained herein to the contrary, the HOMEOWNERS ASSOCIATION shall not have the power to, and shall not engage in, or carry on propaganda or otherwise attempt to influence legislation addressing any and all issues including, but not limited to, zoning, environmental, and land use, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall MEMBERS perform any such activities in the name of the HOMEOWNERS ASSOCIATION.

J. Notwithstanding anything contained herein to the contrary, the HOMEOWNERS ASSOCIATION shall not have the power to, and shall not expend Capital Contribution monies (as defined in the DECLARATION), in connection with the construction of a new capital improvement (except for necessary construction resulting from the damage or destruction of existing improvements), in excess of Ten Thousand Dollars (\$10,000.00) without first obtaining the MEMBERS approval in accordance with the terms and conditions of Article VII, Section A hereof. Further, the Capital Contribution reserve shall not be used by the HOMEOWNERS ASSOCIATION for the purpose of litigation at both the trial and appellate levels in any court of competent jurisdiction.

ARTICLE VI

MEMBERS

A. The MEMBERS of the HOMEOWNERS ASSOCIATION shall consist of the record property OWNERS of all of the LOTS in SAUSALITO PLACE.

ARTICLE VII

VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, a MEMBER shall be entitled to one (1) vote for each LOT owned. When more than one person holds a fee interest in any one (1) LOT, all such persons shall be MEMBERS, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) LOT. Fractional voting is prohibited. There shall be no cumulative voting. The affirmative vote of a majority of the votes of the MEMBERS present, in person or by proxy, at any meeting of the MEMBERS duly called at which a quorum is present, shall be binding upon the MEMBERS.

B. The HOMEOWNERS ASSOCIATION will obtain funds with which to operate by assessment of its MEMBERS in accordance with the provisions of the DECLARATION, as supplemented by the provisions of the Articles of Incorporation and By-Laws of the HOMEOWNERS ASSOCIATION relating thereto.

ARTICLE VIII

BOARD OF DIRECTORS

A. The affairs of the HOMEOWNERS ASSOCIATION shall be managed by a Board of Directors consisting of five (5) Directors.

B. There shall be staggered terms of directors following the terms of the directors elected to the first board comprised completely of member elected directors (whose terms expire following the election held at the first annual meeting). At the election held at the first annual meeting following the election of the first member-elected Board, the terms of office of the two elected Directors receiving the two highest plurality of votes shall be two (2) years and the term of the other three Directors shall be one (1) year. At the election held in 2001 and every election thereafter, there shall be three (3) directors elected. The terms of the two (2) candidates receiving the highest plurality of votes shall be two (2) years and the term of the candidate receiving the next highest plurality of votes shall be one (1) year. The terms of the Directors elected shall expire following the annual meeting where the election of new directors occurs unless removed from office with or without cause by the affirmative vote of a majority of the MEMBERS which elected or appointed them. Directors appointed or elected to fill a seat vacated by a director's death, resignation or removal shall serve only for the balance of the vacating director's term.

ARTICLE IX

OFFICERS

A. The officers of the HOMEOWNERS ASSOCIATION shall be a President, a Treasurer and a Secretary, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary.

ARTICLE X

CORPORATE EXISTENCE

The affairs of HOMEOWNERS ASSOCIATION shall be managed by a Board of Directors elected as set forth in the By Laws.

ARTICLE XI

BY LAWS

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws not inconsistent with these Articles.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment(s) and direct that it be submitted to a vote at a special meeting of the MEMBERS at which a quorum is present.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the MEMBERS. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Once a quorum is established at a special meeting, either by members present or by proxy, a majority vote of those present, in person or by proxy, is needed to approve any such amendment.

D. An amendment to these Articles of Incorporation may be made by a written statement signed by all MEMBERS eligible to vote in lieu of the above procedure.

E. The Articles shall not be amended in any manner which shall prejudice the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XIII

INCORPORATOR

The name and address of the Incorporator of this corporation is ROBERT RICKEL, 5701 North Pine Island Road, Suite 390, Tamarac, Florida 33321.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the HOMEOWNERS ASSOCIATION (and the Directors and Officers as a group) shall be indemnified by the HOMEOWNERS ASSOCIATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the HOMEOWNERS ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a Court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to, and not exclusive of, any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XV

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the HOMEOWNERS ASSOCIATION and one or more of its Directors or Officers, or between the HOMEOWNERS ASSOCIATION and any other corporation, partnership, association or other organization in which one or more of the HOMEOWNERS ASSOCIATION Directors or Officers are Directors or Officers or have a financial interest in, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or a 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 HOMEOWNERS ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.

B. 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.

ARTICLE XVI

DISSOLUTION OF THE HOMEOWNERS ASSOCIATION

A. Upon dissolution of the HOMEOWNERS ASSOCIATION, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:

1. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the HOMEOWNERS ASSOCIATION to be appropriate for dedication and which the authority is willing to accept; and

2. The remaining assets shall be distributed among the MEMBERS, subject to the limitations set forth below, as tenants in common, each MEMBER'S share of the assets to be determined in accordance with his voting rights.

B. The HOMEOWNERS ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors; three-fourths (3/4) of the MEMBERS; and the issuance thereafter of a decree of dissolution by a Circuit Judge as provided for in Section 617.05 Florida Statutes, as amended.

ARTICLE XVII

GENDER

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XVIII

DESIGNATION OF REGISTERED AGENT

SCOTT STOLOFF of Dicker, Krivok and Stoloff, P.A., is hereby designated as the HOMEOWNERS ASSOCIATION'S Registered Agent for service of process in the State of Florida, at 1818 Australian Avenue South, Suite 400, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of _____, 2002.

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The above Articles of Incorporation were acknowledged before me this _____ day of _____, 2002, by _____ on behalf of the corporation.

NOTARY PUBLIC, STATE OF FLORIDA

Personally known _____
OR type of identification produced _____

My Commission Expires:

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Pursuant to Section 48.091 and 617.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as Registered Agent of SAUSALITO PLACE HOMEOWNERS ASSOCIATION, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1989), relative to keeping the registered office at the following address 1818 Australian Avenue South, Suite 400, West Palm Beach, Florida 33409. The undersigned is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

Dated _____, 2002.

SCOTT A. STOLOFF

BY _____
SCOTT A. STOLOFF

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
SAUSALITO PLACE HOMEOWNERS ASSOCIATION, INC.
N96000001465**

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

FIRST: Amendment adopted:

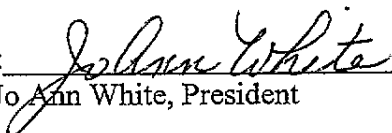
SEE ATTACHED

SECOND: The date of adoption was April 1, 2002.

THIRD: The Amendment was adopted by the members and the number of votes was sufficient for approval.

Dated JUNE 17, 2002

**SAUSALITO PLACE HOMEOWNERS
ASSOCIATION, INC.**

By: 
Jo Ann White, President