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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
HFS
5-23-05

LAW OFFICE OF
GARY D. FIELDS

(561) 625-1200

ADMIRALTY TOWER • SUITE 900
4400 PGA BOULEVARD
PALM BEACH GARDENS, FL 33410
FACSIMILE (561) 625-1259
E-MAIL: gflaw@adelphia.net

May 10, 2005

Florida Department of State
Division of Corporations,
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Manchester Greens Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Second Amended Articles of Incorporation for the above referenced Florida corporation, along with our check in the amount of \$35.00 for the filing fee. Please file the original and return a stamped copy with your confirmation letter in the enclosed return envelope.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



GARY D. FIELDS

GDF:hs (enclosures)

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2005 MAY 12 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED ARTICLES OF INCORPORATION
MANCHESTER GREENS PROPERTY OWNERS'
ASSOCIATION, INC.**

WHEREAS, the Declaration of Restrictions and Protective Covenants for Manchester Greens (the "Declaration") was recorded on April 2, 1998, in Official Records Book 10317, Page 1450, of the Public Records of Palm Beach County, Florida, affecting certain real property as described in Article II; and

WHEREAS, the Amended and Restated Articles of Incorporation of Manchester Greens Property Owners' Association, Inc. (the "Articles"), which were adopted on March 4, 1998, and filed with the Department of State on March 12, 1998, were attached and recorded as Exhibit "C" thereto; and

WHEREAS, the Articles provide for amendment of the Articles, as set forth herein.

NOW THEREFORE, the Articles are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation shall be **MANCHESTER GREENS PROPERTY OWNERS' ASSOCIATION, INC.**, which is hereafter referred to as the "Association." The address of the principal office of the corporation shall be, c/o G.R.S. Management Associates, Inc., 3900 Woodlake Boulevard, Suite 309, Lake Worth, FL 33463, and the mailing address shall be the same.

**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 Manchester Greens recorded or to be recorded in the Public Records of Palm Beach County, Florida (as the same may be amended from time to time, the "Declaration").

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

The Association shall have the power:

A. To contract for the management of the Association and to delegate to the party with 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. The Association shall have 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 above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association.

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 shall be a member of the Association. Any such person or entity who holds the foregoing interest merely as a security for the performance of an obligation shall not be a member of the Association.

Section 2. Voting Rights.

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 members, but the vote for such Lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such Lot.

Section 3. Meetings of Members.

The By-Laws 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 of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE IV 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 nor more than nine persons, but as many persons 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 By-Laws 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 as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in Manchester or shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to directors selected by the Developer.

Section 4. Duration of Office.

Members elected to the Board of Directors by the members shall hold office for such periods as may be provided in the By-Laws.

Section 5. Vacancies.

If a director shall for any reason (other than recall by the members) cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term. A director who is recalled by the members shall be subject to replacement in accordance with the Florida Homeowner Association Act.

ARTICLE V OFFICERS

Section 1. Officers 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 By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws 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. The President and Vice President shall be directors; other officers may or may not 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 VI BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Restated Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VII AMENDMENTS

The Board of Directors shall have the sole authority to amend these Restated Articles of Incorporation by its action.

It is hereby certified that the foregoing Second Amended Articles of Incorporation of Manchester Greens Property Owners' Association, Inc., were approved by the affirmative vote of at least a majority of the Board of Directors of the Association, at a duly noticed meeting of the Association called for this purpose and held on the 9th day of December, 2009, pursuant to Article VII of the Articles, and no approval by the members was required.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these
Second Amended Articles this 12th day of April, 2005.

MANCHESTER GREENS PROPERTY
OWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation

Witnesses:

Peter Blatteris
(signature)

PETER BLATTERIS
(printed name)

By: Richard Abramowitz, President
(signature)

Richard Abramowitz
(printed name)

Bernard Rosenblum
(signature)

Bernard Rosenblum
(printed name)

Peter Blatteris
(signature)

PETER BLATTERIS
(printed name)

By: Alan R. Eckert, Secretary
(signature)

Alan R. Eckert
(printed name)

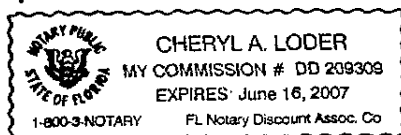
Bernard Rosenblum
(signature)

Bernard Rosenblum
(printed name)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of April, 2005 by
R. Blatteris, as President, and Alan R. Eckert, as Secretary, respectively, of
MANCHESTER GREENS PROPERTY OWNERS' ASSOCIATION, INC., who are personally known to me or
have produced _____ as identification and who did take an oath.

(Seal)



Cheryl A. Loder
NOTARY PUBLIC STATE OF FLORIDA