

N040000000230

REFERENCE NUMBER

TELEPHONE

561-964-5755

THE LAW OFFICE OF LYNN SOLOMON

4915 S. CONGRESS AVE. SUITE 200  
LAKE WORTH, FL 33461

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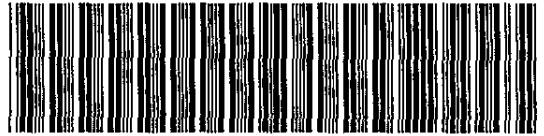
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 9, 2006

THE LAW OFFICE OF LYNN SOLOMON  
3511 VILLAGE BLVD., UNIT 402  
WEST PALM BEACH, FL 33461

SUBJECT: ABIDJAN ESTATES HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N04000000230

We have received your document for ABIDJAN ESTATES 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 406A00016390

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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**ABIDJAN ESTATES HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be ABIDJAN ESTATES HOMEOWNERS ASSOCIATION, INC., which is hereinafter 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 Covenants and Restrictions for Abidjan Estates recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and supplemented from time to time (the "Declaration"), the definitive in which are incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values of amenities in the Lands and to maintain the Common Elements thereof for the benefit of the Members of the Association.

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

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Voting Members.

The Association shall have all of the common law and statutory powers of a not for profit corporation 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

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purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

As stated in Article IV hereof, the Association shall exist in perpetuity; however, if the Association is dissolved, the assets of the Association shall be conveyed to a similar association or to an appropriate public agency having similar purpose.

The definitions set forth in the Declaration are incorporated herein by this reference.

### **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, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

**Section 2. Voting Rights.** The Association shall have two (2) classes of Voting Members, each to be selected and to cast the numbers of votes set forth below:

**Class A.** Each Lot Owner shall select or designate one (1) Class A Voting member shall cast one vote for each lot owned by the Lot Owner.

**Class B.** The Class B Voting Member shall be the Developer. The Class B Voting Member shall be entitled to three (3) votes for each vote which the Class Voting Members are entitled to cast from time to time, provided that the Class B Membership shall cease and terminate on the earlier of (i) the date upon which Ninety percent (90%) of the Lots within Abidjan Estates have been sold and conveyed, (ii) January 1, 2012 or (iii) at any time prior to that date at the election of the Developer.

**Section 3. Selection of Voting Members.** Each Lot Owner, under Section 2, above, shall give written notice to the Association of the person elected or designated as its Voting Member, such notice to be given at or before the first meeting of the Association which the Voting Member is to attend. The Association and all other Voting Members (and their constituents) shall be entitled to rely on such notices as constituting the authorization of applicable, if the designated Voting Member to cast all votes of the Lot Owner and to bind same in all Association matters until such notice is changed, superseded or revoked.

**Section 4. Meetings of Voting Members.** The Bylaws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if Voting Members entitled to cast 33-1/3% of the total votes shall be present in person or by proxy at the meeting.

**Section 5. General Matters.** When reference is made in this Declaration, or in the Articles or Bylaws or other relevant documents to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members represented by their respective Voting Members at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Lots. To the extent lawful, the foregoing shall apply to, without limitation, the establishment of a quorum at any applicable meeting.

#### ARTICLE IV

##### **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### ARTICLE V

##### **BOARD OF 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) persons, and not more than seven (7). The Bylaws shall provide for meetings of Directors, including an annual meeting.

**Section 2. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of the Voting Members and thereafter until qualified successors are duly elected or appointed and have taken office, shall be as follows:

| <b><u>Name</u></b> | <b><u>Address</u></b>                                   |
|--------------------|---|
| Shirley W. Turner  | 215 SW 6 <sup>th</sup> Avenue<br>South Bay, FL 33493    |
| Quesona Vereen     | 621 SW 12 <sup>th</sup> Street<br>Belle Glade, FL 33430 |
| Shirley Glaze      | 1249 Vaughn Circle<br>Belle Glade, FL 33430             |
| Loretta Gaines     | 613 SW 3 <sup>rd</sup> Street<br>Belle Glade, FL 33430  |
| John Turner        | P.O. Box 873  |

South Bay, Florida 33493

**Section 3. Declarant's Appointees.** The Developer shall have the right to appoint all of the Directors until the date on which the Class B Membership terminates. Thereafter, the Developer shall have the right to appoint one (1) director so long as the Developer owns any Lot. The Developer may waive its right to appoint one or more Directors by written notice to the Association, and thereafter such Directors shall be elected by the Voting Members. When the Developer no longer owns any Lot within Abidjan Estates, all of the Directors shall be elected by the Voting Members in the manner provided in the Bylaws.

**Section 4. Election of Members of Board of Directors.** Except as otherwise provided herein and for the first Board of Directors, Directors shall be elected by the Voting Members of the Association at the annual meeting of the Voting Members as provided by the Bylaws of the Association, and the Bylaws 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 corporations, partnerships or trusts that are Members of the Association, or designees of the Developer.

**Section 5. Duration of Office.** Voting Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office.

**Section 6. Vacancies.** If a Director elected by the Voting Members 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 term.

## ARTICLE VI

### **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 provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter 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 officer, for filling vacancies and for the duties of the officers. The President shall be a director; 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 shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

**Section 3. First Officers.** The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

| <u>Name and Office</u>                       | <u>Address</u>   |
|--|--|
| <b><u>President:</u></b> Shirley W. Turner   | 215 SW 6 <sup>th</sup> Avenue<br>South Bay, Florida 33493    |
| <b><u>Vice-President:</u></b> Loretta Gaines | 613 SW 3 <sup>rd</sup> Street<br>Belle Glade, Florida 33430  |
| <b><u>Secretary:</u></b> Quesona Vereen      | 621 SW 12 <sup>th</sup> Street<br>Belle Glade, Florida 33430 |
| <b><u>Treasurer:</u></b> Shirley Glaze       | 1249 Vaughn Circle<br>Belle Glade, Florida 33430             |

## **ARTICLE VII**

### **BYLAWS**

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

## **ARTICLE VIII**

### **AMENDMENTS AND PRIORITIES**

**Section 1.** Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the Voting Members of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Voting Members), all in the manner provided in and in accordance with the notice provisions of Section 617.017, Florida Statutes (2003).

**Section 2.** In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles and the Declaration, the Declaration shall control.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the incorporator of this Association is:

**Name**

**Address**

Doctor Dorothy Walker

349 SE Third Street  
Belle Glade, Florida 33430

**ARTICLE X**

**INDEMNIFICATION**

**Section 1.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to proceeding, whether civil, criminal, administrative or director, employee, officer, committee member or agent of the Association, against expenses (including attorneys' fees and in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnities, that he did not act in good faith or that he acted in a manner believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

**Section 2.** To the extent that a Director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

**Section 3.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the Director, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

**Section 4.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Voting Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrations of such person.



**Section 5.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out in his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.


**Section 6.** The provisions of this Article X shall not be amended.

## ARTICLE XI

### REGISTERED AGENT

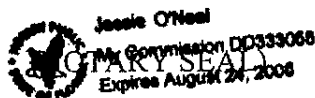
Until changed, Dr. Dorothy Walker shall be the registered agent of the Association and the registered office shall be at 349 SE 3<sup>rd</sup> Street, Belle Glade, Florida 33430.

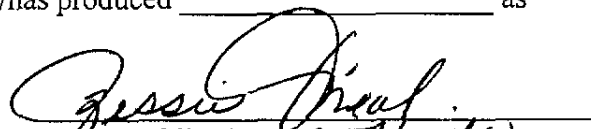
IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 27 day of May, 2005.

  
Dr. Dorothy Walker, Executive Director

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

The foregoing instrument was acknowledged before me this 27 day of May, 2005, by Dr. Dorothy Walker, as Executive Director of We Help Community Development Corporation who / ☒ is personally known to me or who / ☐ has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



  
Notary Public, State of Florida  
Print Name: Jessie O'Neal  
My Commission Expires: 08/24/08

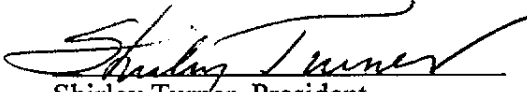
**ABIDJAN ESTATES HOMEOWNERS ASSOCIATION, INC.  
RESOLUTION**

The sole member of Abidjan Estates Homeowners Association, Inc. hereby approves the Amended and Restated Articles of Incorporation.

The Amended and Restated Articles of Incorporation were adopted on May 27, 2005.

The number of votes cast for the amendment were sufficient for approval.

We Help Community Development Corporation,  
A Florida Non-profit Corporation, sole member

  
Shirley Turner, President

Date: March 13, 2006