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ST. JOHN, CORE & LEMME, P.A.

LAW OFFICES

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OF COUNSEL
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KEVIN J. FIORE
CEO
DR. BILL McCALLISTER
ASSESSMENTS DEPARTMENT
LESTER S. MITTLEMAN, DIR.

June 25, 2004

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

Dear Sir/Madam:

Please find enclosed the original Amended and Restated Articles of Incorporation of The Heritage Oaks Home Owners, Inc. Also enclosed is our check #2745 in the amount of \$43.75 which includes the fee for filing and a certified copy. A self-addressed stamped envelope is enclosed for the return of the certified copy. Thank you for your assistance in this matter.

Please contact us if you have any questions.

Very truly yours,

THERESA M. LEMME
For the Firm

TML/lah
Enclosures

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

THE HERITAGE OAKS HOME OWNERS, INC.

(present name)

738529

(Document Number of Corporation (If known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: See the attached Amended and Restated Articles of Incorporation of The Heritage Oaks Home Owners, Inc., attached hereto and incorporated herein. The Amended and Restated Articles are a substantial rewording of text; see original Articles for existing text.

SECOND: The above Amended and Restated Articles of Incorporation were adopted by the members by written agreement in lieu of a meeting pursuant to Section 617.0701, Florida Statutes, and the number of consents received was sufficient for approval.

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Haig Babian

Typed or printed name

President

Title

6/21/04

Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HERITAGE OAKS HOME OWNERS, INC.
(A Corporation Not For Profit)

Any amendments included herein have been adopted pursuant to Section 617.0201(4), F.S., and there is no discrepancy between the corporation's articles of incorporation as theretofore amended and the provisions of the restated articles of incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify.

ARTICLE I
NAME

The name of this corporation shall be THE HERITAGE OAKS HOME OWNERS, INC. hereinafter called the "Association".

ARTICLE II
Principal Office

The principal office of the Corporation will be located at 18000 SE Heritage Drive, Tequesta, Florida 33469.

ARTICLE III
Purposes

The general nature, objects and purposes of the Association shall be:

(a) To promote the health, safety and welfare of the owners of the property described as HERITAGE OAKS according to the plat thereof filed in the public records of Martin County, Florida in Plat Book 7, Page 10.

(b) To provide for the management, operation, improvement, maintenance and preservation of the afore-described property and to protect the value of all properties located within

HERITAGE OAKS by (1) developing rules and regulations governing the use of the common areas and lots within HERITAGE OAKS; and (2) by setting architectural and maintenance standards for all structures in HERITAGE OAKS.

(c) To administer and enforce all of the terms and conditions specified in the Declaration of Covenants, Conditions and Restrictions and Bylaws of HERITAGE OAKS recorded in Official Record Book 581, Page 1203, of the public records of Martin County, Florida, and all amendments thereto.

(d) To operate without profit for the sole and exclusive benefit of its members.

ARTICLE IV General Powers

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) To exercise all of the powers, privileges and duties set forth in the afore-said Declaration of Covenants, Conditions and Restrictions as said Declaration presently exists and as it may, from time to time, be amended.

(b) To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or the By-Laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for all of such purposes.

(c) To pay all expenses incident to the conduct of the business of the Association.

(d) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized.

(e) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association.

(f) To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.

(g) To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.

(h) To borrow money and to make, accept, endorse, execute and issue debentures,

promissory notes, or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.

(i) To exercise any and all powers, rights and privileges which a corporation organized under the Corporations Not For Profit Law of the State of Florida may now or hereafter have or exercise.

(j) To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association.

(k) The power to insure and keep insured the Association property and any other Improvements within the property, as provided in the Declaration.

ARTICLE V

Membership

The members of the Association shall consist of the property owners of the platted lots of HERITAGE OAKS. Membership shall be as a result of the ownership of a platted lot in the aforesaid plat and may not be separated from such ownership.

ARTICLE VI

Voting and Assessments

A. Each member shall be entitled to one vote for each platted lot owned. In the event the platted lot is owned by more than one person, all of such persons shall be members and the vote of such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot. With respect to each lot owned by other than a natural person or persons or with respect to each lot owned by more than one person, the Owner(s) shall file with the Secretary of the Association a notice designating the name of an individual who shall be authorized to cast the vote of such Owner(s). In the absence of such designation, the Owner(s) shall not be entitled to vote on any matters coming before the membership, nor shall the presence of such Owner(s) at a meeting be considered in determining whether a quorum requirement has been met. If a Lot shall be owned by a husband and wife as tenants by the entirety, no certificate need be filed with the Secretary naming the person authorized to cast votes for said Lot, and either spouse, but not both, may vote and be considered in determining whether the quorum requirement has been met at any meeting of the members, unless prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Lot at the meeting, in which case the certificate requirements set forth above shall apply.

B. The Association shall obtain funds with which to operate by the assessment of its

members in accordance with the provisions of the aforesaid Declaration of Covenants, Conditions and Reservations as supplemented by the By-Laws of the Association. All fees, dues, charges and assessments shall be due and payable in such manner and at such times as the Board of Directors of the Association shall designate, and the collection of the same may be enforced by all lawful means as provided in the aforesaid Declaration of Covenants, Conditions and Restrictions.

ARTICLE VII Board of Directors

The affairs of the Association shall be managed by a Board of Directors empowered to achieve the purposes and execute the general powers of the Association as described in Articles III and IV above. The Board shall consist of no fewer than five (5) nor more than nine (9) directors who must be members of the Association. The exact number of directors shall be fixed from time to time by the Board of Directors.

ARTICLE VIII Officers

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person except the office of President and Secretary. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members of the Association.

ARTICLE IX Corporate Existence

The corporation shall have perpetual existence.

ARTICLE X By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles and said By-Laws may be amended, altered, or rescinded in a manner provided in said By-Laws.

ARTICLE XI Indemnification of Officers and Directors and Members of All Duly Authorized Committees

Each and every officer and director and members of all duly authorized committees ("committee member") of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director or

committee member may be a party or in which such officer or director or committee member may become involved by reason of his being or having been an officer or director or committee member of this Association whether or not such person is an officer or director or committee member at the time such expenses are incurred; provided, however, if such officer or director or committee member is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the duties of such officer or director or committee member, the Association shall not indemnify such officer or director or committee member. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board of Directors of the Association shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Association. The Association may purchase such insurance policies, as the Board of Directors of the Association shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, any and all other rights to which such officer or director may be entitled.

ARTICLE XII

Transactions in which Officers or Directors are Interested

A. No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of its officers or directors of the Association have an interest, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorizes such a contract or transaction. No interested officer or director may vote to authorize the contract or transaction. No officer or director of the Association shall incur liability by reason of the fact that such officer or director is or may be interested in any such contracts or transactions.

B. Interested directors may not be counted in determining the presence of a quorum at the meeting of the Board of Directors, or of any committee thereof, which authorizes contracts or transactions.

ARTICLE XIII

Dissolution

This Association may be dissolved upon the written consent of two-thirds (2/3rds) of the votes entitled to be cast. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency and shall be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, or in the event that those persons voting for dissolution so indicate, such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

ARTICLE XIV
Amendment of Articles of Incorporation

These Articles may be altered, amended, or repealed in the following manner:

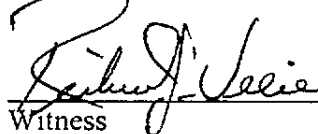
(A) Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

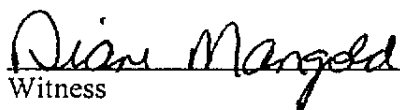
(B) A resolution for the adoption of the proposed amendment may be proposed either by a majority of the Board of Directors or by petition signed by twenty-five (25%) of the members of the Association.

(C) Approval of a proposed amendment must be by a majority of the Board of Directors of the Association and not less than two-thirds (2/3rds) of the entire votes entitled to be cast by members in good standing as defined in the Declaration of Covenants, Conditions and Restrictions at a regular or special meeting of the members. Voting may be conducted in lieu of a meeting by the written consent of two-thirds (2/3rds) of the entire votes entitled to be cast by members in good standing as defined in the Declaration of Covenants, Conditions and Restrictions.

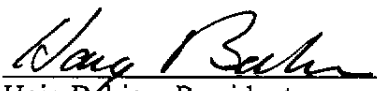
WHEREFORE, the undersigned has executed these Amended and restated Articles of Incorporation on this 21st day of June, 2004, following approval of said amendments by the members as required by law. By executing these Amended and Restated Articles of Incorporation, the undersigned acknowledges and affirms that they have executed same with due corporate authority on behalf of the corporation and that their signatures reflect the free and voluntary deed of said corporation.

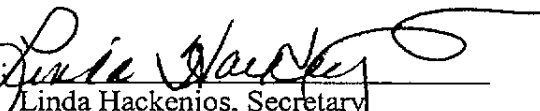
As to witnesses:


Witness


Witness

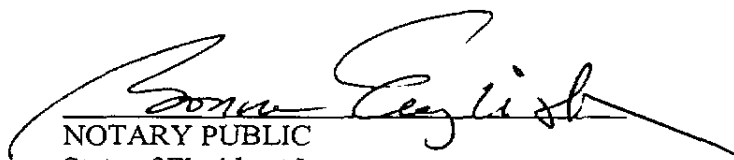
THE HERITAGE OAKS HOME OWNERS, INC.

By: 
Haig Babian, President

Attest: 
Linda Hackenjos, Secretary

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 21 day of June, 2004, by Haig Babian, as President and Linda Hackenjos, as Secretary of The Heritage Oaks Home Owners, Inc., respectively, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. They are personally known to me or have produced _____ and _____ as identification and who did take an oath.


NOTARY PUBLIC

State of Florida at Large.
My Commission Expires:



Bonner R English
My Commission DD154803
Expires October 25, 2006

(SEAL)

The registered agent shall be changed to
ST. JOHN, CORE & LEMME, P.A.
CENTURION TOWER, SUITE 701
1601 FORUM PLACE
WEST PALM BEACH, FL 33401

I HEREBY ACCEPT the designation as Registered Agent as set forth in these Amended and Restated Articles of Incorporation.

ST. JOHN, CORE & LEMME, P.A.

By:



David A. Core, Secretary