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JAY STEVEN LEVINE, P.A. - ATTORNEYS

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Nadel Group, P.A. - Of Counsel

Please reply to:
Boca Raton, Florida

March 25, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION - POINCIANA PLACE
CONDOMINIUM ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Amended and Restated Articles of Incorporation of the above-referenced Association. Also enclosed is our check in the amount of \$35.00. Once filed, please return the filed copy to us in the enclosed self-addressed stamped envelope.

Thank you for your help in this matter.

Very truly yours,


Jay Steven Levine

JSL:sh

Enclosures - As Stated

EXHIBIT "B"

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

04 APR -2 PM 3: 18

OF

CLERK OF STATE
TALLAHASSEE, FLORIDA

POINCIANA PLACE CONDOMINIUM ASSOCIATION III, INC.

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of POINCIANA PLACE CONDOMINIUM ASSOCIATION III, INC. which was originally incorporated under the same name on November 22, 1977, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of POINCIANA PLACE CONDOMINIUM ASSOCIATION III, INC. shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is POINCIANA PLACE CONDOMINIUM ASSOCIATION III, INC., and its mailing address is c/o Dennis P. Flynn, CPA, 3898 Via Poinciana, #13, Lake Worth, Florida 33467.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in these Amended and Restated Articles as the "Association"; the Amended and Restated Declarations of Condominium Poinciana Place Condominium "A", Poinciana Place Condominium "B" and Poinciana Place Condominium "C" as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Amended and Restated Declarations are incorporated by reference into these Articles.

ARTICLE III

PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the condominium and corporate statutes for the operation of Poinciana Place Condominium "A", Poinciana Place Condominium "B" and Poinciana Place Condominium "C". The Association is organized and shall exist on a non-stock basis as a corporation not for profit

THIS INSTRUMENT PREPARED BY:
JAY STEVEN LEVINE, P.A.
2500 N Military Trail, Suite 490
Boca Raton, Florida 33431
(561) 999-9925

under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer.

Section 3.2 Powers and Duties.

- A. General. For the accomplishment of its purposes, the Association shall have all 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 Declarations, the By-Laws or the Condominium Act and corporate act and such powers as limited or modified by the provisions of Section 3.2.C below. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Condominiums, the Units included, and Association property.
- B. Powers. The Association shall have all of the powers reasonably necessary to operate the Condominiums pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:
1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Condominiums and the Association, and to use the funds in the exercise of its powers and duties.
 2. To protect, maintain, repair, replace and operate the property in the Condominiums pursuant to the Condominium Documents.
 3. To purchase insurance upon the Condominiums for the protection of the Association and its members, as required by law.
 4. To make improvements of the property in the Condominiums, subject to any limitations contained in the Declaration.
 5. To reconstruct improvements after casualty.
 6. To make, amend, and enforce reasonable rules and regulations governing the use of the Condominium and Association property, inclusive of the Units, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
 7. To contract for the management and maintenance of the Condominiums, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
 8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium and Association property.
 9. Ownership Share and/or Membership Share in Corporation or Other Entity Formed to Acquire Recreational Facilities Benefitting the Poinciana Community. The Association, by and through its Board of Directors and without Unit Owner approval, shall have the authority to acquire an ownership share and/or membership share in a corporation or other entity formed or to be formed to acquire title to recreational facilities benefitting the Poinciana Community. Presently, the name for the proposed corporation or other entity is contemplated to be the "Poinciana Community Group, Inc." but the actual name of the corporation or other

entity may be different. The Association's Board of Directors shall make all decisions relating to said ownership share and/or membership share in the corporation or entity, and the authority of the Association's Board of Directors, includes but is not limited to:

- (a) approve and execute articles of incorporation, bylaws and any other governing documents relative to the above-referenced corporation or other entity;
- (b) designate representative(s) to the board of directors of such corporation or other entity;
- (c) approve payment of any funds for the acquisition of an ownership share and/or membership share as well as any initial and ongoing dues, fees, charges, expenses, assessments, or any other monetary obligations incident to the Association maintaining such ownership share and/or membership share; and
- (d) make any and all decisions in connection with the Association's ownership and/or membership share of the corporation or other entity.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
2. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

D. Duties.

1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting.
2. The Association shall prepare a Question and Answer Sheet and shall update it at least annually if and as required by the Condominium Act and Administrative Rules as amended from time to time.
3. The Association shall maintain an adequate number of copies of the Condominium Documents and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, on the Condominium or Association property, to ensure their availability to Owners. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.
4. The Association shall ensure that the following contracts shall be in writing:

- (a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.
 - (b) Any contract, regardless of term, for the provision of services; other than contracts with employees of the Association, and contracts for attorneys and accountants services, and any other service contracts exempted from the foregoing requirement by the Condominium Act or Administrative Rules as amended from time to time.
5. The Association shall obtain competitive bids for materials, equipment and services where required by the Condominium Act and Administrative Rules as amended from time to time. This provision shall not require the Association to accept the lowest bid.
6. The Association shall obtain and maintain fidelity bonding as required by the Condominium Act and Administrative Rules.
7. The Association shall keep a roster of Owners and their addresses and mortgagees and their addresses based on information supplied in writing by the Owners from time to time to the Association.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership. The members of the Association shall be as provided in Section 2.1 of the By-Laws.

Section 4.2. Voting. The Owners of each Unit, collectively, shall be entitled to that vote as set forth in the By-Laws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718 and 617, Florida Statutes and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the Law or Condominium Documents; and/or
- B. action by the Executive Committee, if any.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in 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.

ARTICLE VI

OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII

BY-LAWS

The Amended and Restated By-Laws of the Association are as approved by the Board of Directors of the Association, and may be altered, amended or rescinded by the votes required by the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1. Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the voting interests of the members of the Association. Only one co-owner of a Unit need sign the petition for that Unit.

Section 8.2 Vote Required. Except as otherwise provided by Florida law, or by specific provision in these Articles, these Articles may be amended by the vote of not less than a majority of the entire membership of the Board of Directors and by the vote or written consent in lieu of a meeting of not less than 60% of the voting interests of all members of the Association. Members of the Association not present in person or by proxy if at a meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary within ten (10) days after the meeting. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall be required.

Section 8.4. Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy bearing the filing stamp of the Department of State shall be recorded in the public records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Article X of these Articles, this Section 8 shall not apply.

Section 8.5. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

- A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- B. Article X of these Articles may be amended without the need for a Board vote so long as a statement of change of registered agent and/or office is filed with the Department of State.

ARTICLE IX

TERM

The term of the Association shall be perpetual, subject to dissolution of the Association incident to termination of the Condominiums as provided for in Section 18 of the Declaration and the Condominium Act.

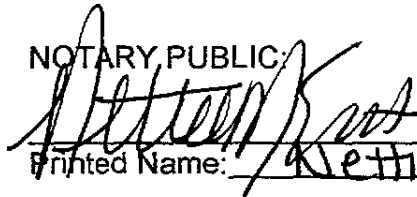
ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Association is Dennis P. Flynn, 3898 Via Poinciana #13,

State of Florida, the day and year last aforesaid.

NOTARY PUBLIC


Printed Name: Nettie Ernst

State of Florida at Large (Seal)

My Commission Expires:

September 30, 2006



Nettie Ernst

MY COMMISSION # DD154458 EXPIRES

September 30, 2006

BONDED THRU TROY FAIN INSURANCE, INC.