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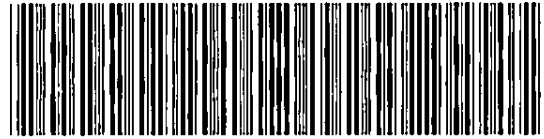
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2023 SEP 20 AM 9:28
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HARTFORD, CT

Amended + Restated

OCT 26 2023
D CUSHING

ROBERT L. KAY, B.C.S.*
MICHAEL S. BENDER, B.C.S.* ♦
JITREY A. REMBAUM, B.C.S.* ♦

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DANIELLE M. BRENNAN, B.C.S.*
GERARD S. COLLINS
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LAUREN T. SCHWARZFELD
STUART M. SMITH

LISA A. MAGILL, B.C.S.*, OF COUNSEL
KARINA N. SKIFF, OF COUNSEL

KB Kaye Bender
Rembaum, P.L.
Attorneys At Law

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♦ FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

* BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

* BOARD CERTIFIED SPECIALIST
IN CONSTRUCTION LAW

September 14, 2023

VIA REGULAR U.S. MAIL

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

RE: **Captain's Key Property Owners, Inc.;**
Amended and Restated Articles of Incorporation

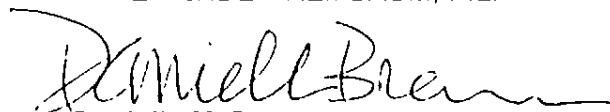
To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation of Captain's Key Property Owners, Inc. along with a copy of same to have stamped and returned to us after filing. Also enclosed is a check in the amount of \$35.00 made payable to the Secretary of State to cover the cost of filing same.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.


Danielle M. Brennan, Esq.
For the Firm

DMB/vw
Enclosures

BROWARD County:
1200 PARR CENTRAL BLVD, SOUTH
POMPANO BEACH, FL 33064
TEL: 954.928.0680 FAX 954.772.0319

ORANGE County:
UNIVERSITY CORPORATE CENTER II
11186 CORPORATE BLVD, SUITE 130
ORLANDO, FL 32817
TEL: 321.430.7565

HILLSBOROUGH County:
1211 N. WESTSHORE BLVD, SUITE 109
TAMPA, FL 33607
TEL: 813.375.0781 FAX 813.252.3057

(Additional Office in Miami-Dade County, by Appointment Only)

2023 SEP 20 AM 9:28
RECEIVED
SECRETARY OF STATE

This instrument was prepared by:
JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CAPTAIN'S KEY PROPERTY OWNERS, INC.

WHEREAS, Captain's Key Property Owners, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of Captain's Key Property Owners, Inc., filed March 15, 1978, Document Number 742001 (the "Articles"); and

WHEREAS, pursuant to Article X of the Articles, the Articles may be amended upon the approval of a majority of the Association's Board of Directors (the "Board"); and

WHEREAS, on June 19, 2023, at a properly noticed meeting of the Board, the Board approved the Amended and Restated Articles of Incorporation of Captain's Key Property Owners, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A".

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles approved by the Board.

SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CAPTAIN'S KEY PROPERTY OWNERS, INC.

[Signature and Notary Page to Follow]

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2023 SEP 20 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, sealed, and delivered in the presence of:

[Signature]
Print Name: Justin Warzala

[Signature]
Print Name: Julianne Orsi

ASSOCIATION

CAPTAIN'S KEY PROPERTY OWNERS, INC.
a Florida not for profit corporation

By: [Signature]
James "Trey" Mahoney, III, its President

Date: 7/28/23

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

The foregoing instrument was acknowledged before me by means of physical appearance or online notarization, this 28 day of July, 2023, by James "Trey" Mahoney, III, as President of Captain's Key Property Owners, Inc., who is personally known to me or produced _____ as identification and did not take an oath.

[Signature]
Notary Public, State of Florida
ANGELA F DALY
Print Name

My Commission Expires: NOV 9, 2025

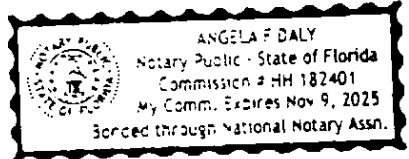


EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CAPTAIN'S KEY PROPERTY OWNERS, INC. (a corporation not for profit)

Substantial rewording. See governing documents for current text.

ARTICLE I DEFINITIONS

All initially capitalized terms used herein which are defined in the Second Amended and Restated Protective Covenants for Captain's Key, as may be amended from time to time (the "Covenants"), and not otherwise defined herein, shall have the same meaning as set out in the Covenants to which these Amended and Restated Articles of Incorporation of Captain's Key Property Owners, Inc., as may be amended from time to time (these "Articles"), are attached as Exhibit "B."

ARTICLE II NAME AND PRINCIPAL OFFICE

The name of the corporation is Captain's Key Property Owners, Inc. The principal address and mailing address of the Association is 12150 Captain's Landing, North Palm Beach, Florida 33408 or at such other principal address or mailing address as may be subsequently designated by the Board.

ARTICLE III PURPOSES AND POWERS

3.1 Purposes. The purposes for which the Association is organized is to establish, maintain, and operate a community property owners association, not for profit, solely for the mutual advantages to be derived therefrom; to present a unified effort to the members in protecting the value of the Lots; and to engage in such other activities as may be to the mutual benefit of the Owners.

3.2 General Powers. The Association shall have all of the common-law and statutory powers of a not for profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Covenants, or the Bylaws, including those powers under and pursuant to the Florida Not For Profit Corporation Act and the Homeowners' Association Act. In the event of any conflict between the provisions of the Florida Not For Profit Corporation Act and the Homeowners' Association Act, the provisions of the Homeowners Association Act shall apply. In the event of any conflict between these Articles and the Bylaws, these Articles shall control; and in the event of any conflict between these Articles and the Covenants, the Covenants shall control.

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

(a) to establish, levy, assess, collect, and enforce Assessments, and all other fees, dues, charges, and assessments authorized by the Governing Documents and to use the proceeds thereof in the exercise of the Association's powers and duties;

(b) to adopt, amend, rescind, and enforce the Rules and Regulations governing the use of the Property and the personal conduct of Owners, their family, tenants, guests, and invitees with respect thereto;

(c) to exercise architectural control in accordance with the terms of the Governing Documents;

(d) to exercise all powers, duties, and authority vested in or delegated to the Association, except those expressly reserved to the Owners;

(e) to grant easements in favor of third parties, without joinder of any member of the Association, provided that requirements of any governmental entities or special taxing districts are specified in the easement as a condition to the viability and continuation of any such easement;

(f) to purchase, acquire, lease, own, hold, sell, dispose, mortgage, encumber, manage, insure, operate, maintain, improve, or replace real or personal property and to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation, or association;

(g) to take any and all actions allowed by law necessary to protect the interests of the Association and the mutual interests of the Owners, including, without limitation, the filing and/or foreclosure of liens for Assessments as in the manner of a first mortgage on any Lot subject to a lien, the prosecuting or defending lawsuits in the name of the Association on behalf of the Association and its membership;

(h) 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;

(i) to hire attorneys, accountants, engineers, and other professionals as the need arises and the interest of the Association warrants and to employ and dismiss personnel to perform the services required for the proper operation of the Association and the Property.

3.4 Exercise of Powers. The Board shall exercise all of the powers of the Association. Such powers shall be exercised exclusively by the Board subject only to approval by Owners when expressly and specifically required.

ARTICLE IV
MEMBERSHIP

4.1 Members. The members of the Association shall consist of all Owners. Membership shall be as a result of the ownership of a Lot and may not be separated from such ownership. No person or entity holding an interest of any type or nature whatsoever in a Lot only as security for the performance of an obligation shall be a member of the Association. Change of membership in the Association shall be established by recording in the Official Records of the County a deed or other instrument establishing a record title to a Lot; the grantee in such instrument thereby immediately becoming a member of the Association in the place and stead of the prior Owner. The membership of a prior Owner shall thereby and simultaneously be terminated. The termination of membership in the Association by transfer of deed, or otherwise, shall not relieve or release any such former Owner or a member from a liability or obligation incurred under or in any way connected with the Association during the period of such ownership or membership.

4.2 Voting. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one (1) Lot shall be entitled to one (1) vote for each Lot owned.

4.3 General Matters. When reference is made in the Governing Documents to a majority or specific percentage of the members or Owners, such reference shall be deemed to be reference to a majority or specific percentage of the votes of eligible members and Owners and not of the members and Owners themselves.

ARTICLE V
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI
INITIAL SUBSCRIBERS

The names and addresses of the initial subscribers to the original Articles of Incorporation of the Association are as follows:

Gary Eiler, 12101 Captain's Landing, North Palm Beach, Florida 33408
Kenneth Harmon, 12071 Captain's Landing, North Palm Beach, Florida 33408
Dale Williams, 12041 Captain's Landing, North Palm Beach, Florida 33408
Jeff Thomas, 12054 Captain's Landing, North Palm Beach, Florida 33408
J.E. Pearson, 12171 Captain's Landing, North Palm Beach, Florida 33408
Fredrick J. Staudt, 12147 Captain's Landing, North Palm Beach, Florida
Don Orf, 12170 Captain's Landing, North Palm Beach, Florida 33408
Earl Stewart, 12181 Captain's Landing, North Palm Beach, FL 33408
Arthur Fuss, 12260 Captain's Landing, North Palm Beach, FL 33408

Phillip B. Eastburn 12162 Capt.s Landg. North Palm Beach, Florida 33408
Robert Plimpton, 6 Oyster Bay, North Palm Beach, Florida 33408
V. A. Ratner, 12150 Captain's Landing, North Palm Beach, Florida 33408
A.J. Schwegel, 7 Oyster Bay, North Palm Beach, Florida 33408

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board consisting of an odd number of directors not less than five (5), nor more than seven (7) directors who must be members of the Association and must comply with any and all additional eligibility requirements set forth in the Homeowners' Association Act. The exact number of directors shall be fixed, from time to time, by the Board in the manner set forth in the Bylaws. The manner of election to the Board, the term of office, and other provisions regarding the Board shall be established by the Bylaws.

ARTICLE VIII
OFFICERS

The officers of the Association shall be the President, Vice President, Secretary, and Treasurer. All officers must be members of the Association. The President and the Vice President shall be members of the Board. The Board may, from time to time, designate, in the Board's sole discretion, other officers, the powers and duties of which shall be designated by the Board as the Board deems necessary in its sole discretion, and all of which shall be members of the Association. Any two (2) or more offices may be held by the same person, except the President shall not hold any other office. The Bylaws shall provide for the election and removal of officers, for filling vacancies, and for the duties of the officers. The names of the officers who are to serve until their successors are designated by the Board are as follows:

PRESIDENT	James "Trey" Mahoney, III	1345 Oyster Bay North Palm Beach, FL 33408
VICE PRESIDENT	Judge Moss	1318 Oyster Bay North Palm Beach, FL 33408
SECRETARY	William Lee Cini	12071 Captain's Landing North Palm Beach, FL 33408
TREASURER	Yefry Jave	12171 Captain's Landing North Palm Beach, FL 33408

ARTICLE IX
BYLAWS

The Bylaws shall be amended, altered, or rescinded in the manner provided by the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles or the Covenants. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE X
AMENDMENTS

10.1 Approval. These Articles may be amended by the affirmative vote of a majority of the Owners present, in person or by proxy, at a membership meeting at which a quorum is attained. The approval of the Owners may be obtained by taking a vote at a meeting of the Owners or by written consent in lieu of a meeting in accordance with the Florida Not For Profit Corporation Act.

10.2 Limitation. No amendment to these Articles shall conflict with the terms of the Covenants. Any attempt to amend contrary to this prohibition shall be of no force or effect.

10.3 Recording and Filing. A copy of each amendment adopted pursuant to this Article X shall be recorded among the Official Records of the County and filed with the Secretary of State.

10.4 Notice of Amendment. Within thirty (30) days after recording an amendment to these Articles, the Association shall mail, deliver, or electronically transmit a copy of the amendment to the Owners. However, if a copy of the proposed amendment is provided to the Owners before they vote on the amendment, and the amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the Owners that the amendment was adopted, identifying the Official Records Book and Page number of the recorded amendment, and that a copy of the amendment is available at no charge to the Owners upon written request to the Association. Notwithstanding the foregoing, the failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

ARTICLE XI
INDEMNIFICATION

Each and every officer, director, and member of any duly authorized committee 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, director, or committee member in connection with any claim, demand, or proceeding to which such officer, director, or committee member may be a party or in which such officer, director, committee member may become involved by reason of his/her being or having

been an officer, director, or committee member whether or not such person is an officer, director, or committee member at the time such expenses are incurred; provided, however, if such officer, director, or committee member is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the duties of such officer, director, or committee member, the Association shall not indemnify such officer, 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 shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer, director, committee member, and the Association. The Association may purchase such insurance policies, as the Board 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, director, or committee member may be entitled.

ARTICLE XII REGISTERED AGENT

The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles.

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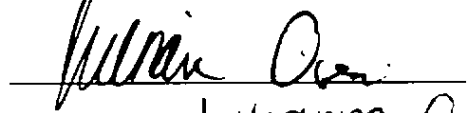
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Articles were executed at Palm Beach County, Florida as of the date set forth below:

Signed, sealed, and delivered in the presence of:



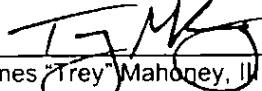
Print Name: Justina Warzala



Print Name: Julianne Orsi

ASSOCIATION

CAPTAIN'S KEY PROPERTY OWNERS, INC. a Florida not for profit corporation

By: 
James "Trey" Mahoney, III, its President

Date: 7/23/28

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

The foregoing instrument was acknowledged before me by means of physical appearance or online notarization, this 28 day of July, 2023, by James "Trey" Mahoney, III, as President of Captain's Key Property Owners, Inc., who is personally known to me or produced _____ as identification and did not take an oath.


Notary Public, State of Florida

ANGELA F DALY
Print Name

My commission expires: Nov 9, 2025



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not for profit corporation at the place designated in these Amended and Restated Articles of Incorporation of Captain's Key Property Owners, Inc., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 28 day of July, 2023.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member
(Registered Agent)