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June 26, 2014

FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: The Villas of Monterey Association, 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 for the The Villas of Monterey Association, Inc. along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. 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, PLLC



Jeffrey A. Rembaum, Esq.
For the Firm

JAR/tr
Enclosures

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

**CERTIFICATE OF FILING THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
THE VILLAS OF MONTEREY ASSOCIATION, INC.**

WHEREAS, at a duly called and noticed meeting of the membership of **The Villas of Monterey Association, Inc.**, a Florida not-for-profit corporation, held on **April 23, 2014**, the aforementioned Articles of Incorporation were amended and restated pursuant to the provisions of Article XIII of said Articles of Incorporation.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles of Incorporation are a true and correct copy of the Amended and Restated Articles of Incorporation adopted by the membership at the above-referenced meeting of the Association, and that the attached Amended and Restated Articles of Incorporation replace the original Articles of Incorporation.

**SEE ATTACHED
AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR THE VILLAS OF MONTEREY ASSOCIATION, INC.**

.....

[Signature and Notary Page to Follow]

WITNESS my signature hereto this 10th day of June, 2014, at Palm Beach County, Florida.

WITNESSES

THE VILLAS OF MONTEREY ASSOCIATION, INC.

David M. Page
Signature

By: Hartley Ostrofsky
Hartley Ostrofsky, President

David M. Page
(PRINT NAME)

Attest: Mona Rubenstein
Mona Rubenstein, Secretary

Judy Hanson
Signature

Judy Hanson
(PRINT NAME)

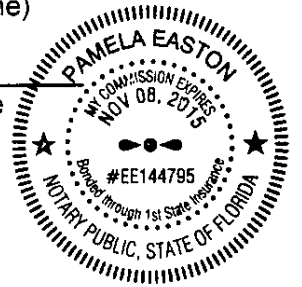
STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of June, 2014, by Hartley Ostrofsky, as President of The Villas of Monterey Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me, or has produced _____ as identification and did take an oath.

Pamela Easton (Signature)

Pamela Easton (Print Name)

Notary Public, State of Florida at Large



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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAS OF MONTEREY ASSOCIATION INC.**

(A Florida Corporation Not-For-Profit)

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapter 617, Florida Statutes, as may be amended from time to time, and Chapter 720, Florida Statutes, as may be amended from time to time, the undersigned hereby confirm a corporation as a not-for-profit corporation for the purposes and with the powers hereinafter set forth and to that end, we do, by these Amended and Restated Articles of Incorporation of The Villas of Monterey Association, Inc. (the "Articles"), certify and set forth the following:

ARTICLE I - DEFINITIONS

All initially capitalized terms used herein which are defined in the Amended Declaration of Covenants, Restrictions and Easements for The Villas of Monterey Association, Inc., recorded in the Official Records of Palm Beach County, Florida, Official Record Book 21745, Page 855 (the "Declaration"), and not otherwise defined herein, shall have the same meaning as set out in the Declaration, as amended from time to time.

ARTICLE II - NAME AND ADDRESS

The name of this corporation shall be THE VILLAS OF MONTEREY ASSOCIATION INC. (referred to hereinafter as the "Association"). The principal and mailing address of the Association is 5995 Bannock Terrace, Boynton Beach, Florida 33437.

ARTICLE III - PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization to own, operate, administer, manage, repair and/or maintain portions of The Villas of Monterey in accordance with the Governing Documents, to assess, collect and pay all Association Expenses necessary to perform its purpose and to carry out the covenants and enforce the provisions of the Governing Documents.

ARTICLE IV - POWERS

Without limitation, the Association shall have the following powers and shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a Florida corporation not-for-profit which are not in conflict with the terms of the Governing Documents, including those powers under and pursuant to Chapter 617, Florida Statutes, as may be amended from time to time, and Chapter 720, Florida Statutes, as may be amended from time to time.

B. In addition to the foregoing, the Association shall have all of the powers reasonably necessary to implement its purpose, including but not limited to, the following powers:

(i) To make, adopt, establish, publish, amend and enforce reasonable rules and regulations of the Association governing The Villas of Monterey, including but not limited to the operation and use of the Common Areas and the Lots and the conduct of the Members and the Members' tenant(s), guest(s) and invitee(s) to the extent legally permissible;

(ii) To make, levy and collect assessments from the Members in their proportionate share of the monies required to defray the cost and expense of management, operation, repair, replacement and improvement of the Common Areas and such additional money as authorized by law and by the Governing Documents, as the Association may deem necessary from time to time, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Association;

(iii) To administer, manage, operate, repair, maintain and replace the Common Areas and the improvements and personal property of the Association located within the Common Areas;

(iv) To maintain and repair the Lots, including without limitation, water sprinkler system, grass cutting, pest control and shrub trimming, through its duly authorized agents, servants and/or employees or by hiring an independent contractor(s) to perform said services upon a regular and continuous basis and billing the cost of all such expenses to the Members as part of the Association Expenses. Where a Member has made extensive alterations or additions to the basic landscaping, the cost of care for such plantings shall be determined between the Master Association's Architectural Committee, the Member and the Association's landscape contractor with the final approval of the Board. The Association shall not be held responsible for the loss of and subsequent replacement of any special plantings done by a Member;

(v) To construct and reconstruct improvements located within the Common Areas over which the Association has jurisdiction in the event of casualty or other loss thereof, and make further authorized improvements therein;

(vi) To enforce by legal means the provisions of the Governing Documents;

(vii) To retain independent contractors and professional personnel and entering into and terminating service, supply and management agreements and contracts, either on its own or through the Master Association at the sole discretion of the Board, to provide for the administration, management, operation, repair and maintenance of The Villas of Monterey and the portions of The Villas of Monterey over which the Association has jurisdiction, including the delegation to third parties of powers of the Board with respect thereto;

(viii) To hire and retain such employees, contractors and/or professionals as the Board may deem necessary to administer and carry out the services required for the proper operation of the Association;

(ix) To pay costs of all power, water, sewer and other utility services rendered to the portions of The Villas of Monterey over which the Association has jurisdiction and not billed to individual Members;

(x) To pay taxes and assessments which are or may become liens against any property located on the portions of The Villas of Monterey over which the Association has jurisdiction and assessing the same against the Members' Lots;

(xi) To purchase and carry insurance for the protection of the Association from and against any casualties and liability therefore with respect to the portions of The Villas of Monterey over which the Association has jurisdiction and in accordance with the Documents and for the protection of the Directors and Officers of the Association;

(xii) To perform any and all of the Association's duties and obligations to the Master Association with respect to The Villas of Monterey as may be properly delegated to the Association by the Master Association as set forth in the Declaration of Maintenance Covenants for Indian Spring recorded in the Public Records of Palm Beach County, Florida, Official Record Book 2522, Page 880, and the documents relating thereto and/or to enter into any service, management or other agreement and contracts with third parties to perform any of the duties or obligations so delegated.

ARTICLE V - MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. Membership in the Association shall be established by the acquisition of ownership of fee title to a Lot as evidenced by the recording of an instrument of conveyance amongst the Public Records of Palm Beach County, Florida.

B. No Member may assign, hypothecate or transfer in any manner his/her membership in the Association except as an appurtenance to his/her Lot.

C. Any member of the Association who conveys or loses title to a Lot by sale, gift, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member of the Association with respect to such Lot and shall lose his/her rights and privileges of being a Member of the Association resulting from ownership of such Lot.

D. Members shall be entitled to one (1) vote for each Lot owned in accordance with and in such manner as set forth in Section 3 of the By-Laws.

ARTICLE VI - TERM

The term for which the Association is to exist shall be perpetual.

ARTICLE VII - INITIAL SUBSCRIBERS

The names and residences of the initial subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Morton Wexler	8043 Northwest 8 th Street Plantation, Florida 33317

Jeanette M. Thomson

8043 Northwest 8th Street
Plantation, Florida 33317

Colin F. Lumb

8043 Northwest 8th Street
Plantation, Florida 33317

ARTICLE VIII - OFFICERS

The affairs of the Association shall be managed by a President, a Vice President, a Secretary and a Treasurer, and such other officers and assistant officers as may be designated by the Board from time to time in the Board's sole discretion, the powers and duties of which shall be designated by the Board as the Board deems necessary in its sole discretion, to manage the affairs of the Association, all of whom shall be members of the Board and shall serve at the pleasure of the Board. The following names and addresses of the current Officers who shall serve until their successors are duly elected in the manner provided in Section 6 of the By-Laws are as follows:

PRESIDENT	Hartley Ostrofsky	5995 Bannock Terrace Boynton Beach, FL 33437
VICE PRESIDENT	David Page	5995 Bannock Terrace Boynton Beach, FL 33437
SECRETARY	Mona Rubenstein	5995 Bannock Terrace Boynton Beach, FL 33437
TREASURER	James Demos	5995 Bannock Terrace Boynton Beach, FL 33437

ARTICLE IX - BOARD OF DIRECTORS

The business of the Association shall be managed and conducted by the Board consisting of not less than five (5) and no more than seven (7) Directors. The number of Directors on the Board may be set by the Board at a properly noticed Board meeting prior to the sending of the first notice of election. In the event the size of the Board is not determined by the Board prior to the first notice of election, then the Board shall consist of the same number of Directors as the previous Board for the forthcoming election. The manner by which the Directors are elected to the Board shall be as provided Section 4.2 of the By-Laws.

ARTICLE X - BY-LAWS

The By-Laws may be altered, amended or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI - INDEMNIFICATION

Each and every Director and Officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, litigation or settlement in which he becomes involved by reason of his being or

having been a Director or Officer of the Association, and the foregoing provision for indemnification shall apply whether or not such a person is a Director or Officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interest of the Association, and in the event a Director or Officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all right of indemnification to which a Director or Officer of the Association may be entitled under statute or common law.

ARTICLE XII - AMENDMENT

These Articles may be amended in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which such proposed amendment shall be considered.

B. A resolution adopting one or more proposed amendment(s) to these Amended and Restated Articles of Incorporation may be proposed by either the Board or by the Members. Except as elsewhere provided, such approvals of the Board must be by not less than seventy-five percent (75%) of the entire Board and not seventy-five percent (75%) of a quorum. Approvals of the Members must be by not less than a majority of the Members present at a meeting of the Members at which a quorum is present. Members may vote to approve a proposed amendment in person or by proxy at the meeting at which such amendment is to be considered and may also vote by written consent in lieu of a meeting pursuant to section 617.0721, Florida Statutes, as may be amended from time to time.

C. Notwithstanding any provision of this Article XII to the contrary, these Articles shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in the Declaration as the same may be amended from time to time in accordance with the provisions thereof.

D. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to these Articles, which certificate shall be executed by the Officers of the Association with the formalities of a deed. An amendment to these Articles shall become effective upon filing such amendment with the Secretary of States and recordation of the certificate and amendment in the Public Records of Palm Beach County, Florida.

ARTICLE XIII - REGISTERED AGENT AND REGISTERED OFFICE

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

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were executed at Palm Beach County, Florida, the 10th day of JUNE, 2014.

Signed, Sealed and Delivered in the presence of:

David M. Page
Print Name: David M. Page

Judy Hanson
Print Name: Judy Hanson

THE VILLAS OF MONTEREY ASSOCIATION INC.
a Florida corporation, not-for-profit

By: *Hartley Ostrofsky*
Hartley Ostrofsky, its President

Attest: *Mona Rubenstein*
Mona Rubenstein, its Secretary

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

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 10th day of JUNE, 2014, by Hartley Ostrofsky as President of The Villas of Monterey Association Inc., who is personally known to me or who produced _____ as identification and who did not take an oath.

My commission expires: 11/8/2015

Pamela Easton
Notary Public
State of Florida at Large

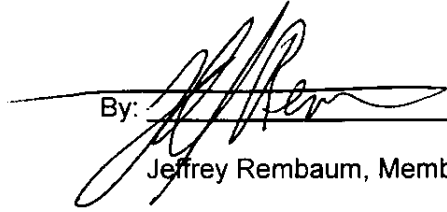


ACCEPTANCE BY REGISTERED AGENT

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, 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 20th day of June, 2014.

KAYE BENDER REMBAUM, PL

By:  _____

Jeffrey Rembaum, Member
(Registered Agent)