

744710

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

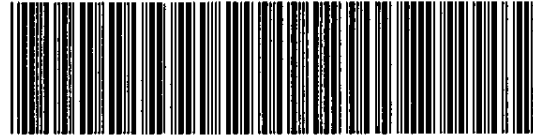
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200215089482

12/16/11--01026--008 **35.00

FILED
11 DEC 16 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*AV Stout
Tlew's
12-19-11*



ST. JOHN ROSSIN BURR & LEMME, PLLC

LAW OFFICES

DAVID ST. JOHN
ALLEN E. ROSSIN*
THERESA M. LEMME
ROBERT BURR
GILBERT MOORE
TYLER POWELL
CHELLÉ KONYK
JOSEPH D. LEE
JOSEF M. FIALA

OF COUNSEL
THOMAS E. ROSSIN
CARI A. PODESTA

FIRM ADMINISTRATOR
ALBERT J. FIELDER, JR.

December 14, 2011

*Board Certified Civil
Trial Lawyer

Florida Secretary of State
Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Mirror Lakes Homeowners Association, Inc.

Dear Sir/Madam:

Our law firm represents the above referenced corporation. Enclosed please find the following:

1. Articles of Amendment to the Articles of Incorporation with attached Amendment;
2. Check for \$35.00;
3. Copy of Articles of Amendment with attached Amendment to be conformed and returned to our office; and
4. Self-addressed stamped envelope.

Please file the Articles of Amendment. Please send our office a conformed copy of the document filed, as well as a letter acknowledging filing of same. If you have any questions, please call us at 1-800-229-8994. Thank you for your assistance.

Very truly yours,

Robert B. Burr
For the Firm

Enclosures

This instrument was prepared by
and should be returned to
Robert B. Burr, Esq.
St. John Rossin Burr & Lemme, PLLC
1601 Forum Place, Suite 700
West Palm Beach, FL 33401

FILED
17 DEC 16 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MIRROR LAKES HOMEOWNERS' ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MIRROR LAKES HOMEOWNERS ASSOCIATION, INC. is by the MIRROR LAKES HOMEOWNERS' ASSOCIATION, INC. ("Association").

W I T N E S S E T H :

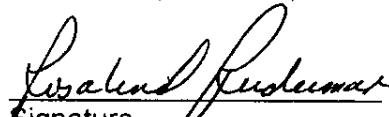
WHEREAS, the Articles of Incorporation of the Association were originally filed with the Florida Secretary of State on October 25, 1978 (Document Number 744710).

NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" have been properly and duly approved and adopted at a Special Members Meeting conducted on December 5, 2011. The number of votes cast in favor of the Amendments is sufficient for approval. Further, the attached Amended and Restated Articles of Incorporation have been properly and duly approved by the Board of Directors. The Association has properly approved and adopted the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" pursuant to the provisions of the Articles of Incorporation.

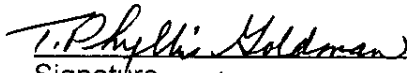
IN WITNESS WHEREOF, the undersigned have set their hand and seal this 5TH day of DEC, 2011.

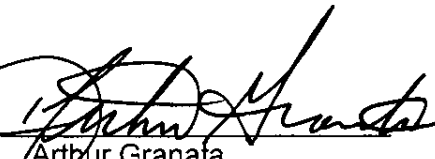
Witnesses (as to both):


Signature
Rosalind Ruderman
Print Name

MIRROR LAKES HOMEOWNERS'
ASSOCIATION, INC.

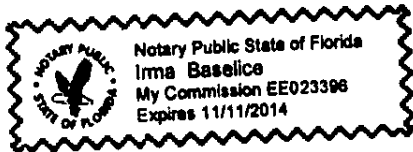
By: 
Ronald Pellechia
Association President


Signature
T. PHYLLIS GOLDMAN
Print Name

Attest: 
Arthur Granata
Association Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5 day of December, 2011, by Ronald Pellechia as President and Arthur Granata as Secretary of the MIRROR LAKES HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced _____ as identification.



Irma Baselice
NOTARY PUBLIC, State of Florida

This instrument was prepared by
and should be returned to:
Robert B. Burr, Esq.
St. John Rossin Burr & Lemme, PLLC
1601 Forum Place, Suite 700
West Palm Beach, FL 33401
WILL CALL BOX #110

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIRROR LAKES HOMEOWNERS' ASSOCIATION, INC.**

The Articles of Incorporation of Mirror Lakes Homeowners' Association, Inc., a Florida Corporation, not for profit, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of Mirror Lakes Homeowners' Association, Inc. shall henceforth be as follows:

**ARTICLE I
NAME**

The name of the corporation shall be MIRROR LAKES HOMEOWNERS' ASSOCIATION, INC., which is hereinafter referred to as the "Association".

**ARTICLE II
PURPOSE AND POWERS**

This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, Directors or Officers, and the specific purposes for which it is formed are to provide for the ownership, maintenance and preservation of the common area being developed as Mirror Lakes, Palm Beach County, Florida, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose and to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, as amended, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Palm Beach County, Florida, and as herein provided, said Declaration being incorporated herein as set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise) own, hold, improve, build

upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by its members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

F. Purchase insurance upon all of the Association property;

G. Make and amend reasonable Rules and Regulations regarding the use of Association property and use of the Lots;

H. Enforce by legal means the provisions of the Declaration, these Articles and the By-Laws of the Association and any Rules and Regulations, as those documents may be amended from time to time;

I. Employ such personnel to perform the services required for proper management of the Association; and

J. Hold and exercise any and all powers, rights and privileges, which a corporation organized under the Not For Profit Corporation Law of the State of Florida, by law may now or hereafter hold and exercise and any and all powers, rights and privileges available by virtue of Chapter 617 and Chapter 720 of the Florida Statutes, as amended from time to time.

ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of the fee or undivided fee interest in any unit which is subject by the Covenants of record to assessment by the Association, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of the obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

ARTICLE IV VOTING RIGHTS

Members shall be entitled to one (1) vote for each Lot in which they hold

the interests required for membership by Article III. When more than one person holds such interest or interests in any Lot, all such persons shall be members and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

ARTICLE V BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) nor more than seven (7) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors shall be members of the Association. In the event a Director transfers title to his Lot, he or she shall automatically be removed from the Board upon the closing of title to the Lot.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by 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

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer and such other Officers as the Board of Directors may from time to time create. Any two (2) or more offices may be held by the same person except the offices of the President and Secretary. Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VII INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or Officer made a party to or threatened to be made a party to any threatened, pending, or completed actions, suit or proceeding;

A. Whether civil, criminal, administrative or investigative, other than one made by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or Officer of the Association or in his capacity as Director or Officer, employee or agent of any other corporation partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred

as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not in itself create presumption that any Director or Officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful;

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or been a Director or Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with defense or settlement of such action or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that, the court, administrative agency or investigative body before which such active suit or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association and, whether with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of such Directors as were not party to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE VIII TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its

Directors or Officers are Directors or Officers or have a financial interest shall be invalid, void or voidable solely for this reason or solely because a Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE IX DISSOLUTION OF THE ASSOCIATION

1. Upon dissolution of the Association, other than incident to a consolidation or merger, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

A. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept;

B. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights;

2. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board and if such decree be necessary at the time of dissolution, after a receipt of an appropriate decree as set forth in Florida Statutes 617.05 or statute of similar import and approved by two-thirds (2/3) of the voting rights of the Association members.

ARTICLE X REFERENCES TO OTHER DOCUMENTS

References in these Articles of Incorporation to the Declaration of Covenants, Articles of Incorporation, By-Laws and Rules and Regulations refer to those documents as they may be amended from time to time. All Definitions contained in the Declaration are hereby adopted and incorporated hereby by reference, and shall have the same meaning in these Articles of Incorporation as expressed in the Declaration.

**ARTICLE XI
AMENDMENTS**

1. Amendments to the Articles of Incorporation shall be proposed and adopted after all members have been duly notified of the proposed amendment. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. The Articles of Incorporation may be amended at any time and from time to time by approval of sixty-six and two-thirds percent (66 2/3%) of the total voting interests of the Association, such Owners either;

A. voting in person or via limited proxy at any annual members' meeting or special members' meeting; or by

B. submitting written agreements adopting the amendment(s) without a members' meeting.

In addition, approval by the Board of Directors shall be required.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing of all members. No amendment shall be made that is in conflict with the Declaration.

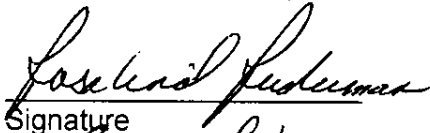
**ARTICLE XII
DURATION**

The term of the Association shall be perpetual.

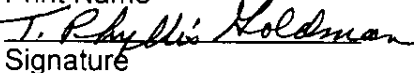
The foregoing were adopted as the Amended and Restated Articles of Incorporation of the Mirror Lakes Homeowners' Association, Inc., on this 5TH day of Dec, 2011.

Witnesses (as to both):

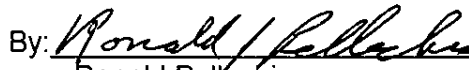
MIRROR LAKES HOMEOWNERS'
ASSOCIATION, INC.


Signature

Rosalind Ruderman
Print Name


Signature

T. PHYLLIS GOLDMAN
Print Name

By: 
Ronald Pellechia
Association President

Attest: 
Arthur Granata
Association Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5 day of December, 2011, by Ronald Pellechia as President and Arthur Granata as Secretary of the Mirror Lakes Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced _____ as identification.

Ima Basella
NOTARY PUBLIC, State of Florida

