

760758

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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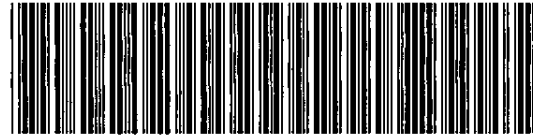
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*Amended &  
Restated*

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*Articles*

FILED  
2012 MAY 21 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DOE  
5/24/12*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Wexford Court Townhomes Property Owners Association, Inc.

DOCUMENT NUMBER: 760758

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chelle Konyk

(Name of Contact Person)

St. John Rossin Podesta Burr & Lemme, PLLX

(Firm/ Company)

1601 Forum Place Suite 700

(Address)

West Palm Beach, Florida

(City/ State and Zip Code)

gemconnie@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chelle Konyk, Esq

(Name of Contact Person)

at ( 561 ) 655-8994

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

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

**Street Address**

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

EXHIBIT "A"

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
WEXFORD COURT TOWNHOMES  
PROPERTY OWNERS' ASSOCIATION, INC.  
(a corporation-not-for-profit)**

FILED  
2012 MAY 21 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I. NAME**

The name of this corporation shall be WEXFORD COURT TOWNHOMES PROPERTY OWNERS' ASSOCIATION, INC., hereinafter sometimes referred to as the "Association."

**II. PURPOSES**

The general nature, objects and purposes of the Association are as follows:

A. to promote the health, safety and social welfare of the owners of property within that area referred to as WEXFORD COURT TOWNHOMES in the Declaration of Protective Covenants, Conditions and Restrictions for WEXFORD COURT TOWNHOMES to be recorded in the Public Records of Palm Beach County, Florida.

B. to maintain and/or repair landscaping in the general and/or common areas, lakes, parks, recreational facilities, sidewalks and/or access paths, streets and other common areas, structures and other improvements in WEXFORD COURT TOWNHOMES for which the obligation to maintain and repair has been delegated and accepted.

C. to operate without profit for the sole and exclusive benefit of its members.

D. to perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Protective Covenants, Conditions and Restrictions hereinabove described.

**III. GENERAL POWERS**

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

A. To hold funds solely and exclusively for the benefit of its members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws, Covenants, Restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix, collect and enforce assessments to be levied against property to defray expenses and the cost of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge receipts for service rendered by the Association and any user for any use of Association property when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

#### IV. MEMBERS

A. The members shall consist of the lot and unit owners in WEXFORD COURT TOWNHOMES the property comprising WEXFORD COURT TOWNHOMES being described in this Article and all such lot and unit owners shall be members of the Association. Owners of such lot and units shall automatically become members upon purchase of such lot or unit.

B. WEXFORD COURT TOWNHOMES consists of that certain real property situated in Palm Beach County, Florida, described as follows:

Wexford Court according to the plat thereof  
recorded in Plat Book 42, Page 177, Public  
Records of Palm Beach County, Florida.

#### V. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to One (1) vote for each lot or unit in which he holds the interest required for membership. When one or more person holds such interest or interests in any lot or unit, all such persons shall be members and the vote for such lot or unit shall be exercised as they among themselves determine but in no event shall more than one (1) vote be cast with respect to any lot or unit. Except where otherwise required under the provisions of these Articles, the Declaration of Protective Covenants, Conditions and Restrictions for WEXFORD COURT TOWNHOMES, or by law, the affirmative vote of the owners of a majority of lots or units represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members

B. The Association shall obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Protective Covenants, Conditions and Restrictions for WEXFORD COURT TOWNHOMES as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

## VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors, composed of not less than three (3) nor more than five (5) members, as determined by the Board. Directors shall hold office until their successors are elected and shall qualify.

At least fourteen (14) days before the annual meeting, a complete list of members entitled to vote at such election, together with the residence of each, shall be prepared by the secretary. Such list shall be available for examination of every member and shall be produced and kept at the time and place of election subject to the inspection of any member who may be present.

The Board of Directors shall elect the President, Vice President, Secretary and Treasurer.

B. The names and addresses of the members of the Board of Directors are

Robert L. Hamilton, President 220 Celestial Way, Juno Beach Florida  
Bart Williams, Vice President, 220 Celestial Way, Juno Beach Florida  
Connie Gibson, Sec / Treasurer 220 Celestial Way, Juno Beach, Florida

## VII. OFFICERS

Offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth by the By-Laws.

## VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

## IX. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

## X. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors.

## XI. ORIGINAL SUBSCRIBERS

The names and residence addresses of the original subscribers are as follows:

Frank McNamara  
c/o Boose, Ciklin and Martens  
2000 Palm Beach Lakes Boulevard, 8th Floor  
West Palm Beach, Florida 33409  
John McNamara  
c/o Boose, Ciklin and Martens  
2000 Palm Beach Lakes Boulevard, 8th Floor  
West Palm Beach, Florida 33409  
John Glidden  
2000 Palm Beach Lakes Blvd  
West Palm Beach, Florida 33409

## XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association as provided in the Declaration shall indemnify every officer of the Association and Director of the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director, whether or not he is an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties, provided that in the event of any claim for reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

## XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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 the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction. No interested Director or Officer may vote to authorize the contract or transaction. 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. Interested Directors or Officers may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee with authorized the contract or transaction.

## XIV. DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

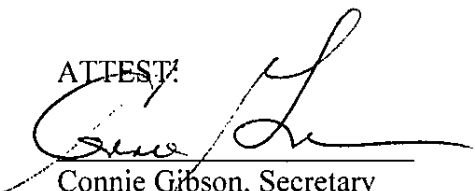
1 By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the applicable authority is willing to accept.

2. Remaining assets, if any, shall be distributed among the members, subject to the limitations set forth below, as tenants-in-common, each members' share of the assets to be determined in accordance with its voting rights.

3. Notwithstanding other provisions herein set forth, any property for the Association comprising the surface water management system, road system or other commonly used property dedicated on the plat of WEXFORD COURT TOWNHOMES shall, upon dissolution of the Association, be dedicated to a public entity for the purpose of maintenance and repair; or in the event a public entity will not accept said declaration, then to a non-profit corporation established for that purpose.

IN WITNESS WHEREOF, the Association has caused these Articles to be executed as required by law on this 28 day of March, 2012.

ATTEST:

  
Connie Gibson, Secretary

WEXFORD COURT TOWNHOMES  
PROPERTY OWNERS ASSOCIATION  
a Florida not for profit corporation

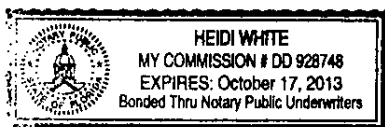
By:   
Robert L. Hamilton, President


(Corporate Seal)

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing Declaration of Protective Covenants, Conditions and Restrictions were acknowledged before me this 28<sup>th</sup> day of March, 2012, by Robert L. Hamilton, President, and Connie Gibson, Secretary of Wexford Court Townhomes Property Owners Association, Inc.



  
Notary Public, State of Florida at Large

My Commission Expires 10/17/13


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That WEXFORD COURT TOWNHOMES PROPERTY OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a non-profit corporation, has named St. John Rossin Burr & Lemme PLLC, 1601 Forum Place, Suite 700, West Palm Beach, Florida 33401, in the County of Palm Beach, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By   
CHELLE KONYK, ESQ.  
for ST. JOHN ROSSIN BURR & LEMME, PLLC



Articles of Amendment  
to  
Articles of Incorporation  
of

Wexford Court Townhomes Property Owners Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

760758

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

St. John Rossin Burr & Lemme PLLC

1601 Forum Place, Suite 700

(Florida street address)

New Registered Office Address:

West Palm Beach

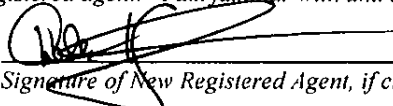
(City)

Florida 33401

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

**Example:**

X Add	SV	Sally Smith
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Address

220 Celestial Way  
Juno Beach, Florida

220 Celestial Way  
Juno Beach, Florida

220 Celestial Way  
Juno Beach, Florida

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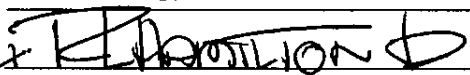
The date of each amendment(s) adoption: March 28<sup>th</sup>, 2012

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

Dated March 28<sup>th</sup>, 2012

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert L. Hamilton

(Typed or printed name of person signing)

President

(Title of person signing)



This instrument prepared by:  
Chelle Konyk, Esquire  
Will Call Box 110  
ST. JOHN ROSSIN BURR & LEMME, PLLC.  
1601 Forum Place, Suite 700  
West Palm Beach, Florida 33401  
(561) 655-8994

CFN 20120170510  
CR BK 25170 PG 1854  
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Palm Beach County, Florida  
Sharon R. Bock, CLERK & COMPTROLLER  
Pgs 1854 - 1860; (7pgs)

**CERTIFICATE OF RECORDING THE RESTATEMENT OF  
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WEXFORD COURT TOWNHOMES  
PROPERTY OWNERS ASSOCIATION, INC.**

I HEREBY CERTIFY that the Restatement of the Amended and Restated Articles of Incorporation of Wexford Court Townhomes Property Owners Association, Inc. ("Articles") attached as Exhibit "A" is a restatement of the Amended and Restated Articles of Incorporation of Wexford Court Townhomes Property Owners Association, Inc., and all duly adopted amendments thereto. The Amended and Restated Articles of Incorporation of Wexford Court Townhomes Property Owners Association are recorded in Official Records Book 3625, at Page 0599, et seq. of the Public Records of Palm Beach County, Florida.

DATED this 28 day of March 2012.

WITNESSES FOR BOTH:

WEXFORD COURT TOWNHOMES  
PROPERTY OWNERS ASSOCIATION, INC.

Sign [Signature]

By: [Signature]  
Robert L. Hamilton, President

Sign [Signature]

Attest: [Signature]  
Connie Gibson, Secretary

STATE OF FLORIDA )

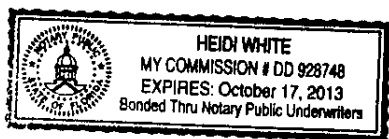
COUNTY OF PALM BEACH )

BEFORE ME, personally appeared Robert Hamilton, as President and Connie Gibson, as Secretary of Wexford Court Townhomes Property Owners Association, Inc., known to me to be the individuals who executed the foregoing instrument. Both acknowledged to and before me that he, as President of the Association, and she as Secretary of the Association, executed such instrument with due and regular corporate authority and that said instrument is the free act and deed of the Association. They did take an oath.

WITNESS my hand and official seal this 28 day of March 2012.

(SEAL)

NOTARY PUBLIC



Sign [Signature]  
State of Florida at Large