

760962

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended/Restated

NOV 25 2015
I ALBRITTON



MEMORANDUM

FROM: JILLIAN HERBERT
SUBJECT: AMENDED AND RESTATED ARTICLES FILED WITH THE STATE FOR
LANTERN WALK HOMEOWNERS ASSOCIATION, INC.
DATE: NOVEMBER 19, 2015
CC: N/A

As per our telephone conversation this morning, I am sending back the Amended and Restated Articles for Lantern Walk Homeowners Association, Inc. to be filed with the State of Florida.

As per your assistance I am returning the documents with only page 4 of the forms. Hopefully this is correct.

Thank you for your assistance.

Should you need to contact me, I can be reached at (561) 935-6244
Jillian Herbert



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2015

JILLIAN HERBERT
KONYK & LEMME PLLC
824 W. INDIANTOWN RD
JUPITER, FL 33458

SUBJECT: LANTERN WALK HOMEOWNOWNERS ASSOCIATION, INC.
Ref. Number: 760962

We have received your document for LANTERN WALK HOMEOWNOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 515A00023553

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LANTERN WALK HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

FILED
2015 NOV 24 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Florida not-for-profit corporation was originally incorporated on December 8, 1981, under the name of FAIRWAY VILLAS HOMEOWNERS' ASSOCIATION, INC. Pursuant to Florida Statute, Section 617.017(3), by the joinder and adoption of all of the directors and all of the members eligible to vote; evidenced by their execution hereof, such directors and members previously manifested their intention that the original Articles of Incorporation be amended in their entirety and that the name of the corporation be changed to LANTERN WALK HOMEOWNERS ASSOCIATION, INC. and that the provisions of the Articles of Incorporation shall be changed to read as hereinafter set forth.

These Restated and Articles of Incorporation include and set forth this amendment to the Articles of Incorporation in their entirety pursuant to Florida Statutes 617.0201(4) and there are no discrepancies nor omissions, as the Articles of Incorporation are being amended in their entirety, as hereinafter set forth.

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is LANTERN WALK HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The street address of the Registered Office of the Association is 777 S. Flagler Dr., Suite 800-West Tower, West Palm Beach, Florida 33401, and the name of the Registered Agent is Konyk & Lemme PLLC, Chelle Konyk Esq.

ARTICLE III

All definitions in the Declaration of Restrictions to which these Articles are attached as Exhibit B and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the "Declaration of Restrictions" to which these Articles of Incorporation are attached as Exhibit B, as recorded in the Public Records, (hereinafter referred to as the "Declaration"), and to promote the health, safety and welfare of the members of the Association.

ARTICLE V
POWERS OF THE ASSOCIATION

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

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if 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 or By-Laws of the Association; 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 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 (2/3rds) of the members present in person or by proxy at a duly called meeting of the Association 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 the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association,
- (f) Participate in merges and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the members present in person or by proxy at a duly called meeting of the Association, except as otherwise provided in ARTICLE II of the Declaration;
- (g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- (h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;
- (i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services

to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system.

ARTICLE VI MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE VII VOTING RIGHTS

All Owners shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons as determined by the Board of Directors, who shall be members of the Association. At each annual meeting a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

The Directors named in these Articles shall serve until the next election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Valerie Gerold	161 Love Crescent Royal Palm Beach, FL 33411
Teresa Calsetta	161 Love Crescent Royal Palm Beach, Florida 33411
William Clark	161 Love Crescent Royal Palm Beach, Florida 33411
Debra Caris	161 Love Crescent Royal Palm Beach, Florida 33411
Charles Destefani	161 Love Crescent Royal Palm Beach, Florida 33411

ARTICLE IX DISSOLUTION

In the event if the dissolution of the Association, other than incident to a merger or consolidation, any member may petition the Circuit Court of the 15th Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

ARTICLE X DURATION

The corporation shall exist perpetually.

ARTICLE XI AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of the members; or amendments may be proposed by the members of the Association upon a vote of the majority of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.
2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and an hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereupon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books.
3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of a majority of the votes of quorum of members present in person or by proxy entitled to vote thereon.
4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1, 2, and 3 above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval.

ARTICLE XII RESERVED

ARTICLE XIII OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine. The name and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>President:</u>	<u>Valerie Gerold</u>	<u>161 Love Crescent; Royal Palm Beach, FL 33411</u>
<u>Vice President</u>	<u>Teresa Calsetta</u>	<u>161 Love Crescent; Royal Palm Beach, FL 33411</u>
<u>Treasurer</u>	<u>William Clark</u>	<u>161 Love Crescent; Royal Palm Beach, FL 33411</u>
<u>Secretary</u>	<u>Debra Caris</u>	<u>161 Love Crescent; Royal Palm Beach, FL 33411</u>

ARTICLE XIV

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director, every Officer and every member to the Architectural Control Committee, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer or such Committee Member of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer or Member may be entitled.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

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.

IN WITNESS WHEREOF, We, being the President and the Secretary of LANTERN WALK HOMEOWNERS ASSOCIATION, INC. have hereunto set our hands this 30th day of September, 2015

BY: Valerie Gerold
Valerie Gerold, President

BY: Debra Caris
Debra Caris, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this 30th day of September 2015, before me personally appeared Valerie Gerold, President and Debra Caris, Secretary of Lantern Walk Homeowners Association, Inc., personally known to me and who did not take an oath.

Witness my hand and official seal in Palm Beach County, Florida: this 30th day of September, 2015.

SEAL



[Signature]
Notary Signature

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT

[Signature]
CHELLE KONYK, ESQ.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 October 7, 2015 _____

Signature Valerie Gerold
(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)

Valerie Gerold VALERIE GEROLD
(Typed or printed name of person signing)

President Valerie Gerold
(Title of person signing)