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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ST. ANDREWS COUNTRY CLUB PROPERTY OWNERS
ASSOCIATION, INC.**

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Substantial Rewording.
See Second Amended and Restated Articles of Incorporation of
St. Andrews Country Club Property Owners Association, Inc
for Current Text.

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. ANDREWS COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)
Adopted as of November 28, 2023

PREAMBLE

These Third Amended and Restated Articles of Incorporation ("Articles") of St. Andrews Country Club Property Owners Association, Inc., a Florida corporation not for profit ("Association"), have been duly adopted by a majority of the Directors at a meeting duly held on September 26, 2023, and by more than 51% of the members present at the special meeting of the members duly noticed and held on November 28, 2023, which was sufficient for approval of the amendments and these Articles. These Articles replace the Second Amended and Restated Articles of St. Andrews Country Club Property Owners Association, Inc. dated as of March 5, 1996 in their entirety.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming the Association as a Florida corporation not for profit, and do hereby certify the following as the Third Amended and Restated Articles of Incorporation of the Association.

ARTICLE I
NAME

The name of the corporation shall be ST. ANDREWS COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC., (the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association will be located at 17557 Claridge Oval West, Boca Raton, Florida 33496.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

Kopelowitz Ostrow Ferguson Weiselberg Gilbert whose address is One West Las Olas Blvd., Suite 500, Fort Lauderdale, FL 33301, is hereby appointed the registered agent of the Association, and the foregoing address is designated as the registered office of the Association.

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ARTICLE IV PURPOSE

A certain Third Amended and Restated Declaration of Covenants and Restrictions for St. Andrews Country Club either now has, or will be, recorded in the Public Records of Palm Beach County Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All terms used herein which are defined in the Declaration shall have the same meaning herein as therein. This Association is organized to serve as the association of Lot Owners in St. Andrews Country Club for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting and providing adequate and proper maintenance of St. Andrews Country Club for the benefit of all Owners thereof; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles, and the Declaration; to acquire, hold, convey and otherwise deal with real and/or personal property in the Association's capacity as a homeowners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its Members as it may deem proper.

ARTICLE V POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles and, in addition, all of the powers set forth in the Declaration, which are not in conflict with applicable law.
2. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:
 - (a) To 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, in accordance with the Declaration;
 - (b) To fix, levy, collect and enforce payment by any lawful means, all charges, fines 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) To use the proceeds of Assessments in the exercise of its powers and duties;
 - (d) To borrow money from time to time for Association purposes;
 - (e) To dedicate, sell, lease or transfer all or any part of the Association property or Common Property to any public or private agency, authority or utility for such purposes as may be deemed advisable by the Board of Directors, including the

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leasing of portions of the Association Property or Common Property for cable television towers, satellite dish and/or transmission lines and related facilities;

- (f) To purchase insurance pursuant to the Declaration;
- (g) To reconstruct improvements upon its property after casualty, and to further improve the Common Property;
- (h) To promulgate and amend the Rules and Regulations with respect to the use of the Property;
- (i) To enforce, by legal means, the provisions of the Governing Documents, as the same may be amended from time to time;
- (j) To employ such personnel and contractors to perform the services required for proper management of the Association;
- (k) To maintain any surface water management system approved by the South Florida Water Management District;
- (l) To maintain, repair, replace and otherwise deal with all property within the Property;
- (m) To enter into long term agreements; and
- (n) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers described above, including the power to acquire, hold, convey and deal in real and personal property, including all other rights and powers which may now or hereafter be allowed or permitted by Florida law.

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ARTICLE VI MEMBERS AND VOTING RIGHTS

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

1. Each Owner shall be a Member upon acquisition of fee simple title to any Lot, by the filing of record therefor a deed in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, evidencing such ownership. The foregoing is not intended to include persons or entities who hold an interest as security for the performance of an obligation. Additional memberships in the Association include the Benefitted Memberships as further provided in the Declaration and By-Laws.
2. The Association has reserved the right to submit additional property to the Declaration and upon such submission to designate the basis of ownership therein, which may create additional memberships in the Association.
3. Membership in the Association shall be compulsory and shall continue until such time as the Member transfers or conveys of record the fee simple interest in the Lot upon which

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membership in the Association is based on the interest is transferred and/or conveyed by operation of law. Membership in the Association shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

4. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot. The properties, funds and assets of the Association shall be held or used for the benefit of the Members and for the purposes authorized herein, in the Declaration and in the By-Laws.
5. Each membership in the Association shall be entitled to one (1) vote for each Lot owned by the applicable Member(s) in connection with Association matters to be voted upon by Members other than those related to the Club Common Property. When more than one person holds an ownership interest in a 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.
6. Each Benefitted Membership shall be entitled to the number of votes provided for in the By-Laws in connection with matters to be voted upon by Benefitted Members related to the Club Common Property.

ARTICLE VII BOARD OF DIRECTORS

Except as provided in this Article VII regarding Transition Directors, the affairs of the Association shall be managed by a Board of Directors (hereinafter sometimes referred to as the "Board") consisting of not less than nine (9) nor more than fifteen (15) members, such number to be determined by the Board of Directors from time to time as set forth in the By-Laws. Directors shall be elected by Members in the manner in accordance with the method provided for in the By-Laws, as the same shall be constituted from time to time. All Directors must be Members.

The names and post office addresses of the nineteen (19) Directors as of the date of these Articles (collectively referred to as "Transition Directors") are set forth below.

The following eight (8) Transition Directors are current Directors elected by the Association prior to the date these Articles are adopted and shall serve for the remainder of the term for which they were elected prior to the date these Articles are adopted.

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Cannon	17557 Claridge Oval West Boca Raton, FL 33496
Joe Wasch	17557 Claridge Oval West Boca Raton, FL 33496
William Levy	17557 Claridge Oval West Boca Raton, FL 33496
Jeff Cohen	17557 Claridge Oval West Boca Raton, FL 33496
Jon M. Vogel	17557 Claridge Oval West Boca Raton, FL 33496
Ken Traub	17557 Claridge Oval West Boca Raton, FL 33496

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Carin Boris	17557 Claridge Oval West Boca Raton, FL 33496
Gary Kurstin	17557 Claridge Oval West Boca Raton, FL 33496

The following eleven (11) Transition Directors are current governors elected by St. Andrews Country Club, Inc. (the "Club"), prior to the date these Articles are adopted and shall serve until the next annual meeting following the expiration of the term for which they were elected to serve as governors of the Club prior to the date these Articles are adopted.

<u>NAME</u>	<u>ADDRESS</u>
Mike Leven	17557 Claridge Oval West Boca Raton, FL 33496
Michael Block	17557 Claridge Oval West Boca Raton, FL 33496
Robin Milich	17557 Claridge Oval West Boca Raton, FL 33496
Lisa Palumbo	17557 Claridge Oval West Boca Raton, FL 33496
Martin Klepper	17557 Claridge Oval West Boca Raton, FL 33496
Ronald Hoffner	17557 Claridge Oval West Boca Raton, FL 33496
William Domico	17557 Claridge Oval West Boca Raton, FL 33496
Eric Press	17557 Claridge Oval West Boca Raton, FL 33496
Barry Swidler	17557 Claridge Oval West Boca Raton, FL 33496
Mark Satran	17557 Claridge Oval West Boca Raton, FL 33496
Mindy Goldman	17557 Claridge Oval West Boca Raton, FL 33496

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ARTICLE VIII OFFICERS

During the period commencing on the effective date of the merger of the Club with and into the Association and until the first annual meeting thereafter, the respective Presidents of the Association and Club shall serve as co-Presidents. Thereafter, the officers of the Association shall be elected by the Board of Directors, in accordance with the By-Laws and, under the direction of the Board, shall carry out those duties assigned to them by the By-Laws. The officers elected by the Board shall consist of a President, an Executive Vice-President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board shall appoint. Officers will be elected annually to hold office until the next annual meeting of the Board or until their successors are elected and qualified. All elected officers must be Members. Notwithstanding the foregoing sentence, the Directors may provide for and appoint such unelected officers, agents, supervisory personnel or employees of the Association as they shall see fit, none of whom need be Members.

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ARTICLE IX DISSOLUTION OF THE ASSOCIATION

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:

1. There shall be dedicated to any applicable municipal or other governmental authority any property determined by the Board of Directors to be appropriate for such dedication, provided the authority is willing to accept the dedication; except that if the dedication is refused, the property consisting of the surface water management system shall be dedicated to a similar non-profit corporation.
2. Remaining assets constituting the General Common Property 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.
3. Remaining assets constituting the Club Common Property shall be distributed among the Benefitted Members, subject to the limitations set forth below, as tenants in common, each Benefitted Member's share of the assets to be determined in accordance with its voting rights.
4. The Association may be dissolved upon a resolution to that effect being recommended by all of the members of the Board of Directors and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import.

ARTICLE X BY-LAWS

The By-Laws were adopted by the Board of Directors and the Members, and may be amended, altered or rescinded as set forth therein. No amendment shall be made to the By-Laws that is in conflict with these Articles or the Declaration.

ARTICLE XI PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Association shall never have or issue any shares of stock, nor shall the Corporation distribute any part of its income, if any, to its Members, Directors or officers. Nothing herein, however, shall be construed to prohibit the Association from making any payments or distributions to Members of benefits, monies or properties permitted by Section 617.001, Florida Statutes.

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ARTICLE XII
INDEMNIFICATION OF DIRECTORS, OFFICERS, MANAGERS,
A.R.B. MEMBERS, COMMITTEE MEMBERS & BOARD MEMBERS

Every Director, officer, manager, A.R.B. member, and committee member of the Association shall be indemnified by the Association against all expenses and liability, including, without limitation, counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which such person may be a party or in which such person may become involved by reason of being or having been a Director, officer, manager, A.R.B. member, or committee member (whether or not a Director, officer, manager, A.R.B. member, or committee member at the time such expenses are incurred); provided, however, that the Association shall have no obligation to indemnify a Director, officer, manager, A.R.B. member, or committee member that has been adjudged guilty of a crime in the performance of their duties or otherwise been found by a court of competent jurisdiction to have been grossly negligent or committed an act of willful misfeasance or malfeasance in the performance of their duties. In the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director, officer, manager, A.R.B. member, or committee member seeking such 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 Director, officer, manager, A.R.B. member, or committee member, or others may be entitled under the Declaration, By-Laws, or otherwise.

ARTICLE XIII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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, trust or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be valid unless such contract or transaction has been approved by the Association in compliance with applicable law, and any such contract or transaction which is not approved in compliance with applicable law shall be voidable by the Association solely for this reason.

ARTICLE XIV
SUBSCRIBERS

The names and post office addresses of the subscribers to the original Articles of Incorporation of the Association are as provided therein, which were filed on March 17, 1982, as Document No. 762447 with the Florida Division of Corporations.

ARTICLE XV
AMENDMENT

These Articles may be amended from time to time by resolution adopted by a majority of the Board of Directors and either: (i) approved by an affirmative vote of a majority of the Votes Cast at any duly convened meeting of the Members called at least in part to consider such

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amendment; or (ii) approved by written consent of the Members representing a majority of the
Total Voting Interests.

**ARTICLE XVI
CONSTRUCTION TO BE CONSISTENT WITH
DECLARATION OF COVENANTS AND RESTRICTIONS**

These Articles and the By-Laws shall be construed, in cases of any ambiguity or lack of
clarity, to be consistent with the provisions of the Declaration. In the event of any conflict
between the terms of the Declaration, the By-Laws, or these Articles, the following order of
priority shall apply: (1) the Declaration, (2) these Articles, and (3) the By-Laws.

**ARTICLE XVII
DURATION**

The Association shall have perpetual existence.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals at Palm Beach
County, Florida, this 1 day of December, 2023.

Witnesses:

ST. ANDREWS COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION,
INC., a Florida not for profit corporation

Marc D. Ray

Signature

Marc D. Ray
Printed Name:

By: [Signature]
Printed Name: Jeffrey Cannon
Title: President

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PALM BEACH, FL

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[Signature]
Signature

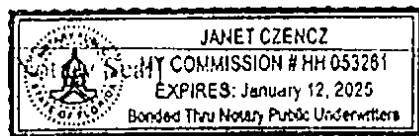
Regina Welch
Printed Name:

STATE OF FLORIDA)

) SS:

COUNTY OF PALM BEACH)

Sworn to (or affirmed) and subscribed before me by means of ☒ physical presence or ☐ online
notarization, this 1 day of December, 2023, by Jeffrey Cannon, as President of ST.
ANDREWS COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC.,



[Signature]
Notary Public

Name typed, printed or stamped

My Commission Expires: 1/12/2025

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Witnesses:

ST. ANDREWS COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION,
INC., a Florida not for profit corporation

Marc D. Ray
Signature

Marc D. Ray
Printed Name:

By: Arlene Klepper
Printed Name: Arlene Klepper
Title: Secretary

Regina Welch
Signature

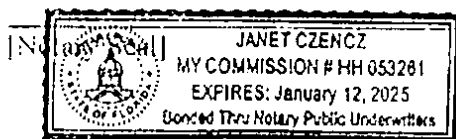
Regina Welch
Printed Name:

STATE OF FLORIDA)

) SS:

COUNTY OF PALM BEACH)

Sworn to (or affirmed) and subscribed before me by means of ☒ physical presence or ☐ online
notarization, this 7 day of December, 2023, by Arlene Klepper, as Secretary of ST.
ANDREWS COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC.,



Janet Czencz
Notary Public

Name typed, printed or stamped :
My Commission Expires: 1/12/2025

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