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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BOCA GROVE PROPERTY OWNER'S ASSOCIATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**BOCA GROVE PROPERTY OWNER'S ASSOCIATION, INC.**

(a Florida Not-For-Profit Corporation f/k/a Boca Grove Plantation Property Owner's Association, Inc.)  
(originally incorporated on May 19, 1982)

The undersigned hereby certify that the following Amended and Restated Articles of Incorporation of Boca Grove Property Owner's Association, Inc., a Florida not-for-profit corporation, f/k/a Boca Grove Plantation Property Owner's Association, Inc. (the "*Corporation*" or "*BGPOA*"), were adopted by the Board of Directors of the Corporation (collectively, the "*Board*") at a meeting duly called and held for such purpose on April 27, 2021.

Prior to the date hereof, the Corporation was governed pursuant to the Articles of Incorporation of the Corporation dated as of July 13, 1993, as amended to date (collectively, the "*Prior Articles*"). These Amended and Restated Articles of Incorporation (these "*Articles*") amend, restate, supersede, and replace, in their entirety, the Prior Articles, including, among other things, changing the name of the Corporation from "Boca Grove Plantation Property Owner's Association, Inc." to "Boca Grove Property Owner's Association, Inc.", all effective as of January 1, 2022 (the "*Effective Date*").

**ARTICLE I  
DEFINITIONS**

The following words and phrases when used in these Articles (unless the context shall prohibit) shall have the following meanings. Any capitalized term not defined in these Articles shall have the meaning given to such terms in the Declaration and/or the By-Laws (each as defined below).

"*Acts*" means, individually or collectively (as applicable), Florida Statutes, Chapter 617 and Chapter 720 (both in their present form or as they may be amended, superseded, or otherwise modified from time to time, including any and all successor legislation thereto, any rules and regulations promulgated thereunder, and interpretation thereof by any governmental authority with the force of law), which are hereby incorporated fully herein by this reference for all purposes. Except to the extent a provision of these Articles is expressly prohibited, invalid, illegal, or otherwise ineffective under either of the Acts or under any other applicable law, these Articles shall govern, even when inconsistent with, or different than, the provisions of the Acts or any other applicable law. To the extent any provision of these Articles is prohibited, invalid, illegal, or otherwise ineffective under either of the Acts or under any other applicable law, these Articles shall be deemed amended to the smallest degree possible in order to make such provision effective under the Acts (or under such other applicable law, as applicable). If either of the Acts (or such other applicable law, as applicable) is subsequently amended, superseded, or interpreted in such a way as to validate, allow, or permit a provision of these Articles that was formerly prohibited, invalid, illegal, or otherwise ineffective, such provision of these Articles shall be considered to be valid and reincorporated into these Articles from and as of the effective date of such interpretation or amendment.

"*Articles*" means this document, in its present form or as may be amended, restated, supplemented, or otherwise modified from time to time, pursuant to the terms, and subject to the conditions, herein set forth.

"*Board*" or "*Board of Directors*" means the Board of Directors of the Corporation.

"*By-Laws*" means the By-Laws of the Corporation.

"*Common Property*" means, collectively, such portions of the Nonresidential Property as are dedicated to BGPOA in the Plat or a Replat or conveyed to BGPOA, and specifically includes Tracts P, Q, R, and S of Boca Grove and private roadways as shown on the Plat, as well as the Country Club Area.

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**"Country Club Area"** means collectively the Recreation Area and the Golf Property.

**"Declaration"** means that certain First Amended and Restated Declaration of Protective Covenants and Restrictions for Boca Grove, dated as of January 1, 2022, and recorded in Official Record Book 33177, Page 1515, Public Records of Palm Beach County, Florida (the "**County**").

**"Director"** means a current member of the Board.

**"Documents"** means, in the aggregate the Plat, all Replats, the Declaration, all Replat Declarations, these Articles, the By-Laws, the Residential Property Rules, the BGPOA Rules, the Builders' Rules, the ACC Rules, and all of the instruments and documents referred to therein or referred to herein, each as they may be amended, restated, supplemented, or otherwise modified from time to time.

**"Dwelling Unit"** means any residential dwelling unit intended as an abode for one family constructed in Boca Grove, including, without limitation, a detached single-family home, an attached or detached patio home, an attached townhouse dwelling, an attached duplex or other multiplex dwelling, or any apartment-type unit contained in any multi-unit, multi-story, residential building and, regardless of whether any of the foregoing are subject to fee simple, cooperative, condominium, rental, or other forms of ownership and possession.

**"Dwelling Unit Owner"** means the owner or owners of the fee simple title to a Dwelling Unit.

**"Institutional Mortgagee"** means (a) any leading institution having a first mortgage lien upon a Lot or Dwelling Unit including any of the following institutions: a federal or state savings and loan or building and loan association, or commercial bank doing business in the State of Florida, or real estate investment trust or bank, or mortgage banking company or any subsidiary thereof doing business in the State of Florida; (b) any "Secondary Mortgage Market Institution" including the Federal National Mortgage Association, Government National Mortgage Association, Federal Home Loan Mortgage Corporation and such other secondary mortgage market institution as the Board shall hereafter approve in writing which has acquired a first mortgage upon a Lot or Dwelling Unit; (c) any pension or profit-sharing funds qualified under the Internal Revenue Code; (d) any and all investing or lending Institutions, or the successors and assigns of such lenders which have loaned money to BGPOA and which hold a mortgage upon any portion of the Property securing such a loan; (e) such other lenders as BGPOA shall hereafter approve in writing which have acquired a mortgage upon a Lot or Dwelling Unit; or (f) a life insurance company doing business in the State of Florida.

**"Lot"** means each of the Lots in the Plat, recorded in Plat Book 43, Page 179, the Plat of Island in the Grove, recorded in Plat Book 60, Page 178, and Page 160, upon which a Residence may be constructed.

**"Lot Owner"** means the owner or owners of the fee simple title to a Lot.

**"Nonresidential Property"** means the portions of Boca Grove which are designated in the Declaration, a Replat, or a Replat Declaration to be used or maintained for purposes other than having Dwelling Units constructed thereon and, where the context so requires, any improvements contained thereon.

**"Owners"** means all Dwelling Unit Owners and all Lot Owners, collectively.

**"Plat"** means the instrument entitled BOCA GROVE PLANTATION as recorded in Plat Book 43, Page 179 of the Public Records of the County, a copy of which is attached as Exhibit B to the Declaration.

**"Replat"** means an instrument filed of record in the Public Records of the County in the manner required by law.

**"Replat Declaration"** means a document containing a declaration of covenants, restrictions, and conditions and any supplements or amendments thereto which may be recorded amongst the Public Records

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of the County with respect and applicable to a portion of Boca Grove which is included in a particular Replat or Replats or a portion thereof.

**"Residential Property"** means the Lots and any portion of the Property so designated in the Declaration or any amendment to the Declaration, as applicable and collectively, all those portions of the Property upon which Dwelling Units may be constructed.

**"Residential Tracts"** means Tracts B, C, and D as shown on the Plat of Boca Grove, and all of the aforesaid Plats of Island in the Grove and The Estates in the Grove.

## **ARTICLE II**

### **NAME AND PRINCIPAL ADDRESS**

The name of the Corporation shall be Boca Grove Property Owner's Association, Inc., with its principal address located at 21351 Whitaker Drive, Boca Raton, Florida 33433.

## **ARTICLE III**

### **PURPOSES**

The purpose for which the Corporation is organized is to take title to, administer, operate, and maintain the Common Property in accordance with the terms of the dedication set forth in the Plat, a replat or other instrument of conveyance, and the provisions of the Documents and to carry out the covenants and enforce the provisions of the Declaration.

## **ARTICLE IV**

### **POWERS**

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

A. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Corporation shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To do all of the acts required to be performed by it under the Documents.
2. To make, establish, and enforce rules and regulations governing the use of the Common Property and with respect to the construction of improvements on the Residential Property, as more particularly set forth in the Declaration and the By-Laws.
3. To (a) make, levy, and collect assessments and other charges for the purpose of obtaining funds from the Members to pay for the operational expenses of the Corporation (collectively, **"Corporation Expenses"**) and the costs of collection thereof; and (b) use and expend the proceeds of assessments and other charges in the exercise of its powers and duties hereunder.
4. To maintain, repair, replace, and operate the Common Property (including, but not limited to, any Common Property to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) in accordance with the Documents and the P.U.D. requirements of the County applicable to Boca Grove.
5. To perform landscape maintenance on the Lots for a fee for any Owner desiring such service and to perform landscape maintenance on all or a portion of any Residential Tract for a fee if

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the Owner thereof or any Association responsible for administering such portion of the Residential Tract desires such service.

6. To enforce, by legal means, the obligations of the Members and the provisions of the Documents.

7. To contract for professional management with a general manager of the Corporation, which may be an individual, corporation, partnership, or other entity, and to delegate certain powers and duties of the Corporation to such general manager.

#### **ARTICLE V**

##### **MEMBERS**

A. The qualification, duties, rights, privileges, obligations, classifications (if any), and liabilities of Members, the manner of their admission to Membership, the termination of such Membership, and voting by Members shall be as more particularly set forth in the Declaration and the By-Laws.

B. Each Member shall be entitled to the benefits of its respective Membership, pursuant to the terms and subject to the conditions set forth in the Documents, and shall be bound to abide by the provisions of the Documents.

#### **ARTICLE VI**

##### **TERM**

The Corporation shall have perpetual existence until it is dissolved and its affairs wound up in accordance with the Documents and the Acts.

#### **ARTICLE VII**

##### **OFFICERS**

A. The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the several Vice Presidents, a Secretary, a Treasurer, and, if any, by Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

B. Annually, the Board, by majority vote, shall elect the President, the Secretary, and the Treasurer of the Corporation, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers of the Corporation as the Board shall, from time to time, determine by majority vote. The President shall be elected from amongst the Directors currently serving on the Board at the time of such election, but no other officer needs to be a Director. Any person may hold any number of offices simultaneously, provided the functions of such offices are not incompatible; provided, however, no person shall hold the office of the President while simultaneously holding any of the following offices: Vice President, Secretary, Treasurer or Assistant Secretary.

C. Any Officer may be removed by the Board, in the manner prescribed and more particularly set forth in the By-Laws.

#### **ARTICLE VIII**

##### **BOARD OF DIRECTORS**

The number of Directors serving on the Board at any given time shall be nine (9), except that the number of Directors may, from time to time, be reduced to either seven (7) or five (5) (or returned back to

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nine (9)) upon the affirmative vote of a majority of the Board. The Directors shall be elected or appointed in the manner prescribed and more particularly set forth in the By-Laws.

#### **ARTICLE IX**

#### **INDEMNIFICATION**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, 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 a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right to which such Director or officer may be entitled by common law or statutory law.

#### **ARTICLE X**

#### **BY-LAWS**

The By-Laws may be adopted by the Board, and may be amended, restated, supplemented, rescinded, or otherwise modified in the manner provided for in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

#### **ARTICLE XI**

#### **AMENDMENTS**

These Articles may be amended or restated by the Board alone in the following manner:

A. Notice of the subject matter of any proposed amendment to these Articles shall be included in the notice of the meeting of the Board at which such proposed amendment is to be considered.

B. In order to constitute the Corporation's approval and adoption of any proposed amendment to these Articles, a written resolution approving a proposed amendment to these Articles shall be adopted by a majority vote of the Directors, certified to by the President of the Corporation, and attested to by the Secretary or Assistant Secretary of the Corporation.

C. No amendment may be made to these Articles which shall, in any manner, reduce, amend, affect, or otherwise modify the provisions and obligations set forth in the Declaration.

D. A copy of each amendment to these Articles shall be certified by the Secretary of State of the State of Florida.

#### **ARTICLE XII**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 1905 Corporate Blvd. NW, Suite 310, Boca Raton, Florida 33431, and the registered agent of the Corporation at that address shall be Michelle Tanzer, Esq., who shall also be resident agent.

#### **ARTICLE XIII**

#### **SUCCESSOR ENTITIES**

In the event of the dissolution of the Corporation, or any successor entity thereto, as applicable, the



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Common Property shall be transferred to either a successor entity or to an appropriate governmental agency or public body, in either case, to be maintained for the purposes for which the Corporation, or any successor entity thereto, as applicable, was maintaining such Common Property in accordance with the terms and provisions under which the Common Property was being held by the Corporation, or such successor entity thereto, as applicable. Any assets of the Corporation not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated for such purposes.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Amended and Restated Articles of Incorporation this 28 day of October 2021.

Marc Gillman  
President

MS  
Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF Florida  
COUNTY OF Palm Beach ) SS:

I, a notary public duly authorized in the county and state named herein above, hereby certify that on this 28 day of October 2021, by means of ☒ physical presence or ☐ online notarization, Marc Gillman and \_\_\_\_\_, as President and Secretary, respectively, of Boca Grove Property Owner's Association, Inc., a Florida not-for-profit corporation (the "Corporation"), each of whom ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification, did each acknowledge to me that they each duly executed the foregoing Amended and Restated Articles of Incorporation of the Corporation, affixing the corporate seal of the Corporation thereto, and that each of them is a duly-authorized officer of the Corporation with all power and authority to take the aforementioned actions with respect to the Corporation, and that such actions constitute acts of the Corporation.



Cathryn S. Vaughn  
NOTARY PUBLIC  
Print Name: Cathryn S. Vaughn  
My Commission Expires: April 3, 2025