

766568

(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



500281506345

02/09/16--01013--025 **35.00

FILED
2016 FEB -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended / Restated

FEB 11 2016
I ALBRITTON

ROSS EARLE BONAN & ENSOR, P.A.

ATTORNEYS AT LAW

ROYAL PALM FINANCIAL CENTER

SUITE 101

789 SW FEDERAL HIGHWAY

STUART, FLORIDA 34994

(772) 287-1745

TRANSOCEAN BUILDING

SUITE 309

1701 HIGHWAY A1A

VERO BEACH, FLORIDA 32963

(772) 563-9555

JOHN P. CARRIGAN

MICHAEL J. BONAN

OF COUNSEL

THOMAS K. GALLAGHER

DEBORAH L. ROSS

DAVID B. EARLE†

ELIZABETH P. BONAN

JACOB E. ENSOR

†CERTIFIED CIRCUIT CIVIL MEDIATOR

February 5, 2016

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: *Certificate of Amendment to the Articles of Incorporation for Villas of Ocean Dunes*

Dear Sir or Madam:

Enclosed for filing is the Certificate of Amendment to the Articles of Incorporation Villas of Ocean Dunes, along with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. A check (#19440) in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Stephanie Adams

Legal Assistant

/sa

Enclosures

FILED
2016 FEB -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLAS OF OCEAN DUNES ASSOCIATION, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the original Articles of Incorporation as originally filed with the Department of State on January 17, 1983 and recorded in the official recorded books of Palm Beach County, Florida at OR Book 20283, Page 492, et. seq. on May 3, 2006.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation (the "Corporation") shall be VILLAS OF OCEAN DUNES ASSOCIATION, INC. The Corporation is a not for profit corporation and a homeowners association governed by and subject to Chapter 720 of the Florida Statutes.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is organized are as follows:

A. Certain property referred to hereafter as the "Property" located in the Town of Jupiter, Palm Beach County, Florida, was developed and is known as "VILLAS OF OCEAN DUNES." It is the purpose of the Corporation to own, lease, and/or maintain certain real and personal property or improvements to real property which may include, but are not necessarily limited to (where applicable), open space, recreational areas, drainage easements and facilities, water management tracts, utility easements and facilities, lakes, access easements, parking areas, roads, sidewalks, and bike pathways, and ingress, egress and bike pathway easements, and to serve such other purposes as may be set forth in the Declaration of Covenants and Restrictions for the VILLAS OF OCEAN DUNES, as may be amended from time to time, recorded in the Public Records of Palm Beach County, Florida. In addition, the Corporation will accept, or the Corporation itself may assume, the maintenance and/or ownership of such other facilities and improvements as are deemed appropriate for the promotion and protection of the peace, happiness, and standard of living of members of this Corporation. The Corporation will maintain properties and facilities conveyed or given to it as well as those designated for maintenance by it, and will provide services to its members by maintaining such facilities, and providing those additional services as may be authorized by the Corporation's Board of Directors from time to time. The Corporation will enforce covenants, restrictions, reservations, servitudes, rules, regulations, profits, licenses, conditions, agreements, easements, and liens applicable to the Property for the common benefit and will do all and everything else authorized by law to promote the general interest of the members of the Corporation as are authorized by the laws of the State of Florida pertaining to not for profit corporations.

B. Deeds, plats, leases, declarations of covenants and restrictions and/or conveyances as to Parcels located within the Property shall provide that record owners of a fee or undivided fee interest in the Property shall be members of this Corporation.

ARTICLE III POWERS

A. To operate and manage those properties conveyed or transferred to it or not conveyed or transferred but accepted for operation and maintenance for the common good of members of the Corporation.

B. To establish rules and regulations regarding the use of property operated and managed by it.

C. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation and in the Declaration of Covenants and Restrictions filed as to the Property.

D. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617 and Chapter 720, Florida Statutes.

E. The Corporation is not authorized for profit, nor shall it have the power to pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its members, directors or officers for services rendered outside of his or her services as a director or officer, including pensions. No compensation shall be paid to directors or officers for their services as directors or officers; however, compensation may be paid to a director or officer in his or her capacity as an employee or for services rendered to the Corporation outside of his or her duties as a director or officer. In such case, however, said compensation must be approved in advance by the Board of Directors and the director or officer to receive said compensation shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to ~~officers~~, employees, agents or attorneys for services rendered to the Corporation.

F. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

G. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

H. The Corporation may engage professional management agents to manage its affairs, and pay a fee therefor.

ARTICLE IV MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

Section 1. Membership. The members of this Corporation shall be every person or entity who is a record owner of a fee or undivided fee interest in any portion of the Property improved by a dwelling Unit for which a certificate of occupancy has been issued (hereinafter "Parcel" or "Parcel Owner"), effective at the time a transfer is recorded in the Public Records of Palm Beach County, Florida.

Section 2. Declaration of Covenants and Restrictions. Membership shall be subject to that certain Declaration of Covenants and Restrictions for the Property (hereinafter "Declaration") recorded in the Public Records of Palm Beach County, Florida, and shall be restricted to the categories provided for herein and no other members shall be admitted. Each Parcel Owner shall become a member upon title to the Parcel being conveyed by deed and upon the recording of said deed in the Public Records of Palm Beach County, Florida. Transfer of membership shall be established by the recording in the Public Records of Palm Beach County, Florida, of a warranty deed or other instrument establishing record title to a fee or undivided fee interest in a Parcel located within the Property, the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership of the prior owner or owners will be thereby terminated.

Section 3. Non-Severability. The interest of any member in any part of the funds or assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said Parcel owned by him. In accordance with Florida Statute §720.305(2013) as amended from time to time, the directors of the Corporation may, suspend any person from use of facilities of the Corporation during any period of time where there exists a violation of any of the said provisions of the Declaration (including, but not limited to, the failure to make any payment to the Corporation when due and payable under the terms thereof) with respect to the Parcel he owns. Additionally, the Corporation may suspend the voting rights of any member who is delinquent more than ninety (90) days in any monetary obligation due to the Corporation.

Section 4. Voting. Voting by members of this Corporation in the affairs of this Corporation shall be as set forth in the Bylaws of this Corporation.

ARTICLE V CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved by law. Upon dissolution of the Corporation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed among the members, with the exception of those areas of the Property that are owned or leased by the Corporation or that have been designated for maintenance by the Corporation, which shall be transferred to (1) a non-profit corporation that is organized for purposes similar to those

of the Corporation or (2) a public agency as determined by a majority vote of the members of the Corporation with the concurrence of such agency. The entity to which said areas are transferred shall then assume the obligations of the Corporation to maintain said areas. The Town of Jupiter, Florida, shall not be obligated to accept said areas unless such acceptance is accomplished by formal resolution of the Town Council. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by 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 Chapter 617, Florida Statutes, or statute of similar import, and approved by two-thirds (2/3) of the votes of the Corporation members.

ARTICLE VI DIRECTORS

Section 1. Management by Directors. The business of this Corporation shall be conducted by a Board of Directors, consisting of seven (7) members.

Section 2. Election of Directors. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

ARTICLE VII OFFICERS

The affairs of the Corporation shall be managed by a president, who shall be a director, vice president, who shall be a director, secretary, treasurer, and assistant secretaries, assistant treasurers and such other officers as may be authorized by the Board of Directors. Officers, other than the President and Vice President, need not be a director of the Corporation. A person may hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until the next annual meeting of the Board of Directors or until such time as they resign, are removed or their successors shall be duly elected and qualified.

ARTICLE VIII BYLAWS

The first bylaws of the Corporation were adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX ASSESSMENTS AND REFUNDS

A. The Board of Directors shall have the power of levy and assessment upon the fee and undivided fee interests in Parcels. All unpaid assessments thus levied by the Board of Directors shall be and remain, until paid, a lien upon and against said Parcels, provided such liens shall not be effective against any person, firm or corporation contracting, purchasing, extending credit or upon or otherwise dealing with the Parcel, unless and until notice of such lien is recorded in the Public Records of Palm Beach County, Florida. The cost of recording and enforcement, including reasonable attorneys' fees and interest at the

highest rate permitted by applicable law, shall be added to the lien. In addition, said lien shall at all times be subordinate to a mortgage to an "Institutional Mortgagee" as defined in the Declaration.

B. The Corporation shall have no interest in any funds received by or through assessments except to the extent necessary to carry out the powers vested in it as agent for said members by these Articles and by the aforementioned Declaration.

ARTICLE X INDEMNIFICATION

A. The Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding;

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation 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 of director or officer of the Corporation or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, 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 Corporation; and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the 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 interests of the Corporation. 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 Corporation, unless and only to the extent that, the court, administrative agency, or investigative body before which such action, 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.

B. 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 Corporation, 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 resolution adopted by a majority of a quorum of the Board of Directors without counting for such majority or quorum any interested director or, in the event that no quorum

of disinterested directors is available, adopted by a majority of disinterested members of the Board.

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

ARTICLE XI TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one (1) 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 authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XII AMENDMENTS

Section 1. Method of Adoption. Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

A. 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.

B. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one or more members of the Corporation. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary of the Corporation prior to the meeting.

(1) Such approval must be by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than sixty percent (60%) of the votes of the entire membership of the Corporation; or

(2) By not less than eighty percent (80%) of the votes of the entire membership of the Corporation.

Section 2. Filing. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State of the State of Florida.

ARTICLE XIII REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation shall be designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation of Villas of Ocean Dunes Association, Inc. were approved by two-thirds (2/3) of the Board of Directors at their meeting held on MAY 19, 2015 and by sixty percent (60%) of the entire membership by written consent.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 28 day of JANUARY, 2016.

WITNESSES AS TO PRESIDENT:

VILLAS OF OCEAN DUNES
ASSOCIATION, INC.

[Signature]
Printed Name: Susan Cove
[Signature]
Printed Name: Lauren Dyer

By: [Signature]
ARIEL J. DOBBA, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on JAN 28, 2016, by ARIEL DOBBA, as President of Villas of Ocean Dunes Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____].

Notarial Seal



[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

VILLAS OF OCEAN DUNES
ASSOCIATION, INC.

[Signature]
Printed Name: Susan Cove
[Signature]
Printed Name: Lauren Dyer

By: [Signature]
C. GINETTE WALSH, Secretary

CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on JAN 28, 2016, by C. GINETTE WALSH, as Secretary of Villas of Ocean Dunes Association, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____].

Notarial Seal



[Signature]
Notary Public