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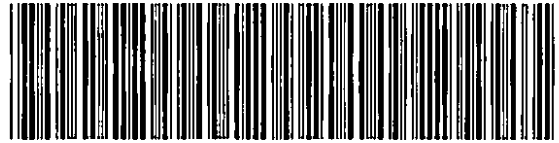
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Evan R. Bachove, Esc.  
FIELDS & BACHOVE, PLLC  
4440 PGA Boulevard, Suite 308  
Palm Beach Gardens, FL 33410

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SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TOWNHOMES OF MARLWOOD  
HOMEOWNERS ASSOCIATION INC.

The Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc. (a corporation not for profit created pursuant to Chapters 720 and 617 of the Florida Statutes, as amended from time to time), signed on March 9, 1983 and subsequently amended and recorded on June 5, 2001 in the Public Records of Palm Beach County, Florida, are hereby amended to read in their entirety as follows:

In compliance with the requirements of Florida Statutes, Chapter 617, Corporations the Florida Not for Profit Corporation Act, and Florida Statutes, Chapter 720, the Homeowners' Association Act, as same statutes may be amended from time to time, and the Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc., the Members of the Association hereby adopt the following Second Amended and Restated Articles of Incorporation for this corporation not for profit and do hereby certify:

1. NAME

The name of the corporation is TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC., (the "Association").

2. PURPOSES

The Corporation is organized as a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, as same may be amended from time to time. The purposes for which the corporation is organized are:

A. To operate as a homeowners' association, under the provisions of Chapter 720 of the Florida Statutes, as same may be amended from time to time, responsible for the operation of property in Palm Beach County, Florida, known and platted as P.G.A. Resort Community Plat of Townhomes of Marlwood.

B. To enforce, through appropriate legal means the Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions relating to Townhomes

of Marlwood (the "Declaration") and Townhomes of Marlwood Rules and Regulations, as amended from time to time, and as recorded against and running with the lands subject to the Declaration (the "Property"), as well as the Second Amended and Restated By-laws and these Second Amended and Restated Articles of Incorporation.

C. To ensure that the lands in the Property shall remain an area of high standards containing residential units, improvements and facilities designed primarily for the comfort, convenience and accommodation of its residents, their guests and invitees.

D. To operate, maintain and ~~control~~ govern the Common Areas.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such building structures, landscaping, paving, street lighting and equipment; both real and personal, related to the health, safety and welfare of the members of the Association, ~~as the Board of Directors by majority vote determines necessary and appropriate and/or convenient provided for under the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions, Second Amended and Restated By-Laws and any adopted Rules & Regulations.~~

### 3. QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

The members of this corporation shall constitute all of the record owners of Lots in the Property. Changes of membership in this corporation shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a Lot and delivery to the corporation of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the corporation. The membership of a prior owner of such Lot shall thereby be terminated. Where any one Lot in the Property is owned by more than one person, firm, individual, corporation or legal entity, the composite title holder shall be and constitute one member of membership. Any person, firm, individual, corporation or legal entity owning more than one Lot shall be as many members as the number of said Lots owned.

### 4. VOTING RIGHTS

The association shall have one (1) class of voting membership. An individual or entity shall become a "Member" automatically upon becoming the record title owner of the fee simple interest in any Lot within the Property. Members shall be entitled to one (1) vote for each Lot owned. When more than one person owns a fee simple interest in any 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 vote be cast with respect to any such Lot. If a Lot is owned by more than one person (other than a married couple), the person entitled to cast the vote for the Lot shall be designated in a Voting Certificate, signed by all of the recorded owners of the Lot and filed with the Secretary or Property Manager of the Association. If a Lot is owned by a Corporation or a Trust, the officer or employee thereof entitled to cast the vote of the Lot for the Corporation or the settlor, Trustee or beneficiary of the Trust shall be designated in a Certificate for this purpose, signed by the President or Vice President, attested to by the Secretary or Assistant Secretary of the Corporation, or signed by the Trustee of the Trust and filed with the Secretary or Property Manager of the Association. The person designated in such Certificate who is entitled to cast the vote for a Lot shall be known as the "Voting Member."

5. TERM

The existence of the corporation shall be perpetual as long as the Association is in existence.

6. DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed by a Board of Directors consisting of such number of persons, having such qualifications, and being elected, as may be set forth in the By-Laws. The officers of the corporation shall be a President, Vice President, Treasurer and Secretary, which officers shall be elected annually by the Board of Directors. Directors and officers may be removed and vacancies on the Board and in the officers shall be filled as provided by the By-Laws. All of the powers and duties of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

7. BY-LAWS

The Second Amended and Restated By-Laws of the Association may be altered, amended or rescinded in the manner provided in the Second Amended and Restated By-Laws. All amendments to the Second Amended and Restated By-Laws must contain the written joinder of the PGA Property Owners Association, Inc.

8. AMENDMENT OF ARTICLES

These Second Amended and Restated Articles of Incorporation may be amended, either by mailed written consent or a vote taken at a members' meeting, only with the approval of a majority of all the Directors the members who cast a vote, as long as at least thirty percent (30%) of the members of the Association cast a vote. All amendments must contain the written joinder of the PGA Property Owners Association, Inc.

Proposal for Amendments: Amendments to these Articles may be proposed by a majority of the entire membership of the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the members of the Association. Only one co-owner of a Lot may sign the petition on behalf of that Lot.

9. POWERS

The corporation shall have all of the following powers:

A. All of the powers set forth and described in Chapter 617 and 720 of the Florida Statutes for corporations not for profit and homeowners associations, and any amendments from time to time thereto.

B. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to country clubs, golf courses, marinas and other recreational facilities, whether

or not contiguous to the lands of the Property intended to provide for the enjoyment, recreation, or other use or benefit of the Unit Owner.

C. To contract with a third party for the management of the Property, as long as said management is by a Florida licensed Community Association Manager, and to delegate to the Contractor all power and duties of this Corporation except such as are specifically required by the Second Amended and Restated Declaration and/or the Second Amended and Restated By-Laws to have the approval of the Board of Directors or the membership of the Corporation.

D. To operate and manage the Property in accordance with the purpose and intent of the Second Amended and Restated Declaration, as the same may from time to time be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Second Amended and Restated Declaration, these Articles and/or the By-Laws.

E. To promulgate rules and regulations concerning the use of the Lots, Common Area and facilities in the Property.

F. To fix assessments to be levied against the lots to defray expenses and costs of effectuating the purposes and objects of the Association and to create reasonable reserves for such expenditures.

G. To charge recipients for services rendered by the Association and the use of Association property where it is deemed appropriate by the Board of Directors of the Association.

H. To pay taxes, insurance and other charges, if any, on or against the Common Area.

The enumeration of specific purposes and powers in these Articles shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments to applicable law.

#### 10. INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, every Officer, and every member of a committee of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding for settlement or appeal of such proceeding (and including administrative proceedings) to which he/she may be a party because of his/her being or having been a Director, officer or member of a committee of the Association. Indemnification of Directors and Officers shall also be that provided for in Florida Statutes, as amended from time to time. Indemnification shall include an advance of the Director's, Officer's, or committee member's attorney's fees and defense costs, provided that the Director or Officer provides the undertaking assurance required by Florida Law, the foregoing is conditioned upon the Director, Officer or committee member agreeing to use counsel of the Association's choosing, if the Association so conditions. In the event of a conflict between this Section and said Statute, the conflict shall be resolved in favor of providing the broadest

protection possible to Directors, Officers and committee members. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or
- B. A violation of criminal law, unless the Director, Officer or committee member had no reasonable cause to believe his/ her action was unlawful or had a reasonable cause to believe his action was lawful; or
- C. A transaction from which the Director, Officer or committee member derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled. Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees (at all levels, including, but not limited to, litigation and appeals) reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 at the time said expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. However, such indemnification shall not apply where a Court of competent jurisdiction finally determines that said Director and/or Officer knowingly did not act in good faith and knowingly did not act in the best interest of the Association.

#### 11. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation shall be set forth in the Association's filing with the Division of Corporations and may change from time to time as determined by the Board of Directors. is 300 Avenue of the Champions, Suite 120, Palm Beach Gardens, Florida, and the name of the registered agent of the corporation is SUSAN QUEEN, whose address is the same as that of the registered office.

The foregoing were adopted by a Majority of the Board of Directors of the Association as the Second Amended and Restated Articles of Incorporation of TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit at a duly called board meeting on the 13th day of June, 2022, pursuant to Section 8 of these Articles.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Second Amended and Restated Articles of Incorporation this 13 day of JUNE, 2022.

TOWNHOMES OF MARLWOOD  
HOMEOWNERS ASSOCIATION, INC.,  
A Florida Not-for-Profit Corporation

Witnesses:

Richard Dopsovic  
(signature)  
RICHARD DOPSOVIC  
(printed name)

By:

Bruce Kamper  
Bruce Kamper President

Michael L. Geine  
(signature)  
Michael L. Geine  
(printed name)

Attest:

Linda Lindstrom  
6/13/2022 Secretary  
Linda Lindstrom

Richard Dopsovic  
(signature)  
RICHARD DOPSOVIC  
(printed name)

Michael L. Geine  
(signature)  
Michael L. Geine  
(printed name)

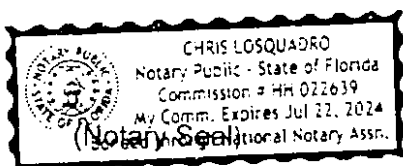
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 2022, by Bruce Kamper, as President, and Linda Lindstrom, as Secretary, respectively, of TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced driver's license as identification and who did take an oath.

Physical Presence: x

OR

Online Notarization: \_\_\_\_\_



[Signature]  
Notary Public  
State of Florida  
My Commission Expires:

**JOINDER BY  
PGA PROPERTY OWNERS ASSOCIATION, INC.**

PGA Property Owners Association, Inc., a Florida corporation not for profit, hereby consents to the Second Amended and Restated Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc., to which this Joinder is attached.

PGA PROPERTY OWNERS  
ASSOCIATION, INC.

Witnesses:

*JoAnn Polimeni*  
(signature)

JoAnn Polimeni  
(printed name)

*Lori Hardy*  
(signature)

Lori Hardy  
(printed name)

By: *Myron "Mike" Engleker*  
(signature)

Myron "Mike" Engleker, Pres.  
(printed name, title)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10 day of June, 2022 by Myron "Mike" Engleker, as President of PGA PROPERTY OWNERS ASSOCIATION, INC., who is personally known to me or has produced \_\_\_\_\_ as identification and who did take an oath.


Physical Presence:       x      

**OR**

Online Notarization: \_\_\_\_\_

(Notary Seal)

*M. Dawn Levinstein*  
Notary Public  
State of Florida  
My Commission Expires 5/31/25

 M. DAWN LEVINSTEIN  
Notary Public - State of Florida  
Commission # HH 128822  
My Comm. Expires Jun 11, 2025  
Bonded through National Notary Assn.



**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC.  
(Document Number 767254)**

WHEREAS, the Amended and Restated Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc. were recorded at Official Records Book 12613, Page 210, of the Public Records of Palm Beach County, Florida (referred to herein as the "Articles"); and

WHEREAS, the Articles provide for amendments, as set forth herein; and

NOW THEREFORE, the Articles are hereby amended as follows:

1. It is hereby certified that the attached Second Amended and Restated Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc. were approved by a majority of the Board of Directors at a duly noticed board meeting on the 13th day of June, 2022, at which a quorum was obtained, pursuant to Section 8 of the Articles of Incorporation.

2. The Second Amended and Restated Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc. are hereby filed and shall replace and supersede the prior version of the Articles. Said Second Amended and Restated Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc. shall run with the real property subject to the Declaration for Townhomes of Marlwood Homeowners Association, Inc., and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit and burden of each owner and occupant thereof, subject to any amendments recorded hereafter.

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Signatures and notarizations appear on following pages]

TOWNHOMES OF MARLWOOD  
HOMEOWNERS ASSOCIATION, INC.,  
A Florida Not-for-Profit Corporation

Witnesses:  
Richard Dopsovic  
(signature)  
RICHARD DOPSOVIC  
(printed name)

By: Bruce Kumpfer  
Bruce Kumpfer President

Manuel L. Geare  
(signature)  
(printed name)

Richard Dopsovic  
(signature)  
RICHARD DOPSOVIC  
(printed name)

Attest: Linda Lindstrom  
6/13/2022, Secretary

Manuel L. Geare  
(signature)  
(printed name)

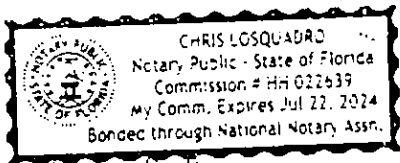
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day  
of June, 2022, by Bruce Kumpfer, as President,  
and Linda Lindstrom, as Secretary, respectively, of TOWNHOMES OF MARLWOOD  
HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced  
driver's license as identification and who did take an oath.

Physical Presence: x

OR

Online Notarization: \_\_\_\_\_



(Notary Seal)

[Signature]  
Notary Public  
State of Florida  
My Commission Expires: