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R. WHITE

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2015

JOSHUA K MARTIN
960185 GATEWAY BLVD
AMELIA ISLAND, FL 32034

SUBJECT: CYPRESS PALM GARDENS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N01000004155

We have received your document for CYPRESS PALM GARDENS HOMEOWNERS 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):

You have filed two documents under one filing fee. Please choose one and resubmit.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 315A00006607

CLYDE W. DAVIS
MICHAEL L. BROUSSARD
JOSHUA K. MARTIN
ROBERT D. BERNARD
BRETT L. STEGER *

**DAVIS, BROUSSARD, MARTIN,
BERNARD & STEGER, P.A.**

ATTORNEYS AT LAW

* LICENSED IN FL AND GA

WWW.NEFLAW.COM

AMELIA ISLAND OFFICE
960185 GATEWAY BLVD. #104
AMELIA ISLAND, FLORIDA 32034
904-261-2848

YULEE OFFICE
463049 STATE ROAD 200
YULEE, FLORIDA 32097
904-225-8885

April 21, 2015

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
~~Attn: Rebekah White~~
Regulatory Specialist II

RE: Cypress Palm Gardens Homeowners Association, Inc.
ReferenceNo. N01000004155

~~Dear Ms. White:~~

I am in receipt of and thank you for yours of April 2, 2015, returning the Amended and Restated Articles of Incorporation for the above entitled entity.

Please file this document under Restated Articles of Incorporation at your earliest convenience.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions regarding our request.

Sincerely,



Pamela Saari, Paralegal
Davis, Broussard, Martin, Bernard & Steger, P.A.
Attorneys at Law
904-261-2848 (office)
904-261-4476 (fax)
WWW.NEFLAW.COM

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

OF

**CYPRESS TRAILS HOMEOWNERS ASSOCIATION OF NASSAU, INC.
A Florida corporation not for profit**

**Formerly known as
CYPRESS PALM GARDENS HOMEOWNERS ASSOCIATION, INC.**

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The undersigned hereby adopt hereby adopt the following Amended and Restated Articles of Incorporation (hereinafter the "Articles") for the purpose of amending and restating the Articles of Incorporation of Cypress Palm Gardens Homeowners Association, Inc., a corporation not for profit under the laws of Florida, which pursuant to these Articles is now known as "Cypress Trails Homeowners Association of Nassau, Inc.":

ARTICLE 1: NAME AND ADDRESS

The name of this corporation is Cypress Trails Homeowners Association of Nassau, Inc. (hereinafter the "Association"). The address of the principal office of the Association is 960185 Gateway Boulevard, Suite 104, Amelia Island, Florida 32034.

ARTICLE 2: DEFINITION OF CAPITALIZED TERMS

The capitalized terms herein shall have the same meaning as in the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Cypress Trails, which will be recorded in the public records of Nassau County, Florida (hereinafter the "Declaration"). If there is any conflict between these instruments, then the definitions in the Declaration shall control.

ARTICLE 3: OFFICERS

The affairs of the Association are to be managed by the President, Vice President, and Secretary/Treasurer, who shall be elected as provided in the Bylaws.

ARTICLE 4: REGISTERED OFFICE AND AGENT AND OFFICERS

The registered office of this Association is 960185 Gateway Boulevard, Suite 104, Amelia Island, Florida 32034. The registered agent of the Association at that address is Joshua K. Martin. The name and addresses of the current officers of the corporation are as follows:

President: Brian Patten, 960185 Gateway Blvd., Suite 104, Amelia Island, FL 32034
Vice President: Lee Bright, 960185 Gateway Blvd., Suite 104, Amelia Island, FL 32034
Secretary/Treasurer: Chris Ferguson, 960185 Gateway Blvd., Suite 104, Amelia Island, FL 32034

ARTICLE 5: PURPOSES

The Association is not organized for pecuniary gain or profit and it shall have no capital stock. The Association is formed to promote the general welfare of the residents and owners of Lots located in Cypress Trails, a residential community located in Nassau County, Florida, and to carry out the duties and responsibilities assigned to the Association pursuant to the Declaration.

ARTICLE 6: POWERS

The Association shall have the following powers:

a. The power to perform all of the duties and obligations, and exercise all rights and privileges, of the Association as set forth in the Declaration, including without limitation the power to fix, levy, and collect Assessments;

- b. The power to acquire, own, hold, improve, 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;
- c. The power to borrow money and mortgage, pledge or otherwise encumber any or all of its real or personal property as security for debts incurred;
- d. The power to dedicate, sell or transfer all or any part of the Common Area owned by it to any public agency, authority, or utility, subject to the restrictions and limitations of the Declaration;
- e. The power to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and
- f. The power to exercise any and all rights and privileges which a corporation organized under Chapter 617, Florida Statutes and Chapter 720, Florida Statutes may now or hereafter exercise.

ARTICLE 7: MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a fee interest in any Lot shall be a Member of the Association. When more than one person holds an interest in any Lot, all such persons shall be Members. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Each Class A Member shall be entitled to one vote for each Lot which he or she owns. The Class B Member shall be entitled to one hundred one (101) votes regardless of the number of lots it owns. The vote for any Lot owned by multiple Members shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE 8: DIRECTORS

The affairs of this Association shall be managed by a Board of Directors that shall consist of three (3) Directors elected in the manner set forth in the Bylaws. The current directors of the Association are:

Brian Patten, 960185 Gateway Blvd., Suite 104, Amelia Island, Florida 32034
Chris Ferguson, 960185 Gateway Blvd., Suite 104, Amelia Island, FL 32034
Lee Bright, 960185 Gateway Blvd., Suite 104, Amelia Island, FL 32034

ARTICLE 9: DURATION; DISSOLUTION

This Association shall exist perpetually. Its corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

The Association may be dissolved upon written assent signed by Members holding not less than two thirds (2/3) of the total number of votes. In the event of dissolution of the Association, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute the assets of the Association proportionally to the Members; provided, however, that the Association may charge against the share of any Member any amounts due and unpaid through the date of the distribution.

ARTICLE 10: AMENDMENT

These Articles may be amended by the affirmative vote of two-thirds (2/3) of the votes cast by Members at a duly held meeting of the Association.

ARTICLE 11: BYLAWS

The Bylaws may be amended or repealed from time to time by Members of the Association and only the Members shall have the power to alter or rescind the Bylaws of the Association.

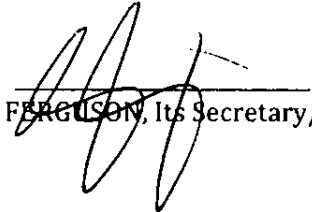
ARTICLE 12: INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Association has executed these Amended and Restated Articles of Incorporation this 19th day of March 2015.

CYPRESS TRAILS HOMEOWNERS
ASSOCIATION OF NASSAU, INC., formerly
known as CYPRESS PALM GARDENS
HOMEOWNERS ASSOCIATION, INC.,
A Florida corporation not for profit,

By: 
BRIAN PATTEN, Its President

Attest: 
CHRIS FERGUSON, Its Secretary/Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

A handwritten signature in black ink, appearing to read 'J. Martin', written over a horizontal line.

JOSHUA K. MARTIN

Date: March 19, 2015