N01000005469

(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

400010150294

11/13/02--01031--003 **35.00

01/17/03--01035--002 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JAN 17 PM 2:44

Amended & Restated
Art.
01/17/03
PC

SACHS, SAX & KLEIN, P.A.

ATTORNEYS AT LAW

NORTHERN TRUST PLAZA, SUITE 4150
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499
OR (800) 462-1110
FACSIMILE (561) 994-4985

MAILING ADDRESS
POST OFFICE BOX 810037
BOCA RATON, FLORIDA 33481-0037

LOUIS CAPLAN, ESQ.
e-mail. lc@sachs-sax-klein.com

January 14, 2003

Darlene Connell, Document Specialist
The Secretary of State, Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Wyndsong Estates Homeowners Association, Inc.
Certificate of Amended and Restated Articles of Incorporation
Letter Number: 802A00062322
Our File No. 3693.01**

Dear Ms. Connell:

Enclosed for filing please find the original Certificate of Amended and Restated Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of $35.00. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience. I have enclosed a copy of your November 19, 2002 for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS, SAX & KLEIN, P.A.

LOUIS CAPLAN

LC/chg
Enclosure
M:\Association\Paramount Boynton, LLC\Wyndsong Estates\Secretary of State ltr 011403.wpd

SACHS, SAX & KLEIN, P.A.

ATTORNEYS AT LAW

NORTHERN TRUST PLAZA, SUITE 4150
381 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 237-6840
FACSIMILE (561) 994-4985

MAILING ADDRESS
POST OFFICE BOX 810037
BOCA RATON, FLORIDA 33481-0037

LOUIS CAPLAN, ESQ.
e-mail. lc@sachs-sax-klein.com

November 7, 2002

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Wyndsong Estates Homeowners Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 3693.01

Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of $35.00. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS, SAX & KLEIN, P.A.

LOUIS CAPLAN

LC/chg
Enclosure
M:\Association\Paramount Boynton, LLC\Wyndsong Estates\Secretary of State ltr.wpd

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 19, 2002

LOUIS CAPLAN
SACHS, SAX & KLEIN, P.A.
P. O. BOX 810037
BOCA RATON, FL 33481-0037

SUBJECT: WYNDSONG ESTATES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N01000005469

We have received your document for WYNDSONG ESTATES 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):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 802A00062322

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JAN 17 PM 2:44

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR WYNDSONG ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation for Wyndsong Estates Homeowners Association, Inc.

FIRST: The adopted Amended and Restated Articles of Incorporation for Wyndsong Estates Homeowners Association, Inc., are attached as Exhibit "A".

SECOND: The above Amended and Restated Articles of Incorporation for Wyndsong Estates Homeowners Association, Inc., were adopted by the Declarant, being the owner of all lots and in control of the Board and the number of votes cast for the Amended and Restated Articles of Incorporation were sufficient for approval. The Amended and Restated Articles of Incorporation were adopted on the 21 day of October, 2002.

DATED: October 21, 2002.

WYNDSONG ESTATES HOMEOWNERS ASSOCIATION, INC.

By: [signature]
Ron Ellish, President

By: Marlene DeThuin, Secty
Marlene DeThuin, Secretary

Exhibit "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR WYNDSONG ESTATES HOMEOWNERS ASSOCIATION, INC.

I. NAME

The name of this nonstock corporation shall be WYNDSONG ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Association"). The principal office and mailing address shall be 5000 T Rex Avenue, Suite 150, Boca Raton, Florida 33431, or at such other place as may be designated from time to time by the Board of Directors. Notwithstanding anything to the contrary in these Articles, the Bylaws or the Declaration, as currently recorded, any reference to Crystal Lake or Crystal Lake Association, Inc., shall be deemed in reference to Wyndsong Estates or Wyndsong Estates Homeowners Association, Inc.

II. PURPOSE

The general nature, objective and purpose of the Association is to serve and promote the collective interests of the owners of property at the development in Palm Beach County, Florida, known as Wyndsong Estates ("Property") as those interests relate to the Property subject to the Declaration of Covenants and Restrictions therefor, as may be recorded in the Public Records of Palm Beach County, Florida and amended from time to time (the Declaration"). (Capitalized terms used in these Articles of Incorporation and not otherwise defined herein shall have the meanings given them in the Declaration). Specific purposes of the Association include, but are not limited to, operation and maintenance of the Common Area, if any, and the enforcement of terms and restrictions as set forth in the Declaration.

III. GENERAL POWERS

The Association shall have all of the powers provided for in Chapter 617 and 720 of Florida Statutes, as amended from time to time, together with all other powers conferred by the Declaration, these Articles and/or the Bylaws, including but not limited the power to assess Members for the costs of performing Association duties and otherwise fulfilling its purposes, to maintain, repair, replace, operate and manage Common Area and such surface water management system as the appropriate local governmental agencies may authorize and require, to promulgate rules and regulations to effectuate the Association's purposes and to do any and all acts necessary or expedient for carrying out any and all of the activities, objects and purposes consistent with the provisions set forth in these Articles, the Declaration or the Bylaws and not prohibited by the laws of the State of Florida.

IV. MEMBERS

1. A person or entity shall become a Member of the Association upon becoming the Owner of any Lot within the Property. Membership shall continue until such time as the Member transfers or conveys the interest of record or the interest is transferred and conveyed by operation of law. If title to a Lot is held by more than one person, each person shall be a Member of the Association, but no Lot shall be entitled to more than one (1) vote. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Declarant, by subjecting additional real property to the Declaration, may create additional membership in the Association and may designate the ownership basis for such additional membership.

2. There shall be two classes of members. Class A Members shall be all Owners other than the Class B Member. The Class B Member shall be the Declarant.

V. VOTING INTERESTS AND ASSESSMENTS

1. Voting rights of each class of membership shall be as provided in the Bylaws of the Association.

2. The Declarant shall have the right (but not the obligation) to appoint a majority of the Board of Directors until the Turnover, as described in the Declaration and Bylaws.

3. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

VI. BOARD OF DIRECTORS

1. The affairs of the Association shall initially be managed by a Board of Directors consisting of three (3) Directors. From and after Turnover, the Board of Directors shall consist of not less than three (3) members, as established by a duly adopted resolution of the Board of Directors. As long as the Declarant has the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. Election and removal of Directors shall be as provided in the Bylaws.

2. The names of the members of the first Board of Directors who shall hold office until Turnover as provided in the Bylaws, or until their successors are elected or appointed or have qualified, shall be as determined by Declarant.

VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws.

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation.

X. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of a majority of the Members present, in person and by proxy, at a duly called meeting of the membership. Until such time as Declarant no longer owns any Lot, no amendment affecting Declarant shall be effective without the prior written consent of Declarant.

XI. INCORPORATOR

The name and address of the incorporator is as follows:

Stephen Albanese
c/o Albanese Homes, Inc., III
10462 Copper Lake Drive
Boynton Beach, FL 33437

XII. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

1. The Association hereby indemnifies each and every Director, officer or Association committee member made a party to

or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association 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 as Director, officer or committee member, or in his capacity as Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, 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 Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, officer or committee member did not act in good faith and in the reasonable belief that such action was unlawful; and

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member for the Association, or by reason of his being or having been a Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, 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 and in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in revelation to matters as to which such person has been adjudged to have been guilty of gross negligence or wilful misconduct in the performance of his duty to the Association 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.

2. The Board of Directors shall determine whether amounts for which a Director, officer or committee member 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 Association, 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 the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

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

XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or its 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 Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV. DISSOLUTION OR MERGER OF THE ASSOCIATION

1. Upon dissolution of the Association, 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:

A. Real property contributed to the Association without the receipt of other than nominal consideration by the Declarant shall be returned to the Declarant unless it refuses to accept the conveyance in whole or in part.

B. Common Property designated as streets, if any, shall be dedicated to the appropriate local governmental agency.

C. Any surface water management systems owned by the Association at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not for profit corporation to provide for the continued operation and maintenance of the surface water management system.

D. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

2. The Association may be dissolved upon a resolution to that effect being recommended by not less than all of the Board of Director, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1433, Florida Statutes (1995) or statute of similar import, and approved by all of the voting rights of each and every class of membership as voted by the Members.

3. The Association may be merged into another not for profit corporation upon a resolution to that being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of each and every class of membership, as voted by the Members; provided, however, that no merger shall be effective without the consent of the Declarant as long as they have the right to appoint any Director to the Board of the Association, which consent may be withheld for any reason whatsoever.

XV. REGISTERED AGENT

The registered office of the Association shall be: Paramount Boynton, LLC, 5000 T Rex Avenue, Suite 150, Boca Raton, Florida 33431. The registered agent at said address shall be: Ned Siegel.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 21 day of October, 2002.

Ned Siegel, Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 21 day of October, 2002, before me, an officer duly authorized in the ~~State and~~ County aforesaid to take ~~acknowledgments,~~ personally appeared Ned L Siegel, who is personally ~~known~~ to me and who did take an oath.

(SEAL)

Notary Public, State of Florida

LYNNE A. FICHTER
Notary Public, State of Florida
My comm. exp. Mar. 23, 2004
Comm. No. CC919780

ACCEPTANCE OF REGISTERED OFFICE / REGISTERED AGENT

Having been designated to accept service of process for the above-stated Corporation at the place set forth hereinabove, Ned L. Siegel, hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503 of the Florida Statutes. The undersigned is familiar with, and accepts the obligations of that position.

BY: ______________________
Ned Siegel

M:\Association\Paramount Boynton, LLC\Wyndsong Estates\Amended and Restated Articles 12-20-02.wpd