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*Pompano Beach Redevelopment
Agency Plot Homeowners
Association, Inc.*

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April 27, 2007

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

Community

SUBJECT: POMPANO BEACH REDEVELOPMENT AGENCY PLAT
HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W07000020584

We have received your document for POMPANO BEACH REDEVELOPMENT AGENCY PLAT HOMEOWNERS' ASSOCIATION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records show no entity by this name.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 107A00029002

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
POMPANO BEACH COMMUNITY REDEVELOPMENT AGENCY PLAT
HOMEOWNERS' ASSOCIATION, INC. RENAMED CANAL POINTE
HOMEOWNERS' ASSOCIATION, INC. BY THE TERMS HEREOF**

2007 APR 27 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1002, Fla. Stat. and the procedure authorized pursuant to its Articles and By-laws, the undersigned not for profit Corporation hereby amend and restate the Articles of Incorporation of Pompano Beach Community Redevelopment Agency Plat Homeowners' Association, Inc. to be renamed Canal Pointe Homeowners' Association, Inc. by the terms hereof (the "Corporation" or the "Association") for purposes of setting forth the following Articles of Incorporation under the provisions of the statutes of the State of Florida, and specifically Chapter 617, Fla. Stat., the Florida Not for Profit Corporation Act, as now enacted or as it may be amended in the future, providing for the formation, liability, rights, privileges, and immunities of a corporation not for profit. The undersigned not for profit corporation was incorporated on October 29, 2002, as filed with the Secretary of State under the name "Pompano Beach Community Redevelopment Agency Plat Homeowners' Association." Pursuant to duly noticed meeting of the membership, Resolution of the Board of Directors of the Corporation, and approval by the membership in accordance with procedure authorized pursuant to the Articles of Incorporation and By-laws of the Association, with notice to the membership and approved as required therein, these Amended and Restated Articles are filed herein consistent with the acts of the membership, the Articles and By-laws of the Corporation and applicable law and specifically the procedure authorized pursuant to Section 617.1002, Florida Statutes. The date of adoption of this amendment is March 20th, 2007

PREAMBLE

This Association is being formed as the Association to administer the DECLARATION and to perform the duties and exercise the powers pursuant to the DECLARATION, as the DECLARATION and any amendments thereto are recorded in the Public Records of Broward County, Florida. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of the corporation as originally named Pompano Beach Community Redevelopment Agency Plat Homeowners' Association, Inc. shall be and henceforth shall be known as Canal Pointe Homeowners' Association, Inc., hereafter referred to as the "Association". The address of the principal office of the Association and the mailing address of the Association is c/o Frederick C. Heidgerd, Esq., Heidgerd & Hunn, P.A., 600 W. Hillsboro Blvd., Suite 520, Deerfield Beach, FL 33441. The principal office and mailing address may be changed hereafter as provided in these Articles and the Bylaws of the Association.

ARTICLE II - PURPOSE

The purpose for which the ASSOCIATION is organized are as follows:

1. To operate as a corporate not-for-profit pursuant to Chapter 617 of the Florida Statutes.

2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.

3. To promote the health, safety, welfare, comfort and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III – POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION including, but not limited to, the following:

2.1 To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair, or replace real and personal property.

2.2 To make and collect any voluntary dues paid by PARCEL OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties; or to utilize assessments of the members for the enforcement or maintenance of the Association and to perform such duties and obligations as provided in the Declaration.

2.3 To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.

2.4 To employ persons or agents necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION or, to contract with others for the performance of such obligations, services and/or duties.

2.5 To sue and be sued.

2.6 Other duties and obligations as may be required by law and specifically the provisions of Chapter 720, Fla. Stat.

ARTICLE IV – MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of PARCELS. Membership shall be established as to each PARCEL upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or fee interest in, a PARCEL,

whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the PARCEL affected thereby, the new PARCEL OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior PARCEL OWNERS as to the PARCEL designated shall be terminated provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the PARCEL.

2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the PARCEL for which that membership is established.

3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each PARCEL. In the event any PARCEL is owned by more than one person or by an entity, the vote for such PARCEL shall be cast in the manner provided by the BYLAWS. Any person or entity owning more than one PARCEL shall be entitled to one vote for each PARCEL owned.

4. The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE V – TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator is Frederick C. Heidgerd, Esq., Heidgerd & Hunn, P.A., 600 W. Hillsboro Blvd., Suite 520, Deerfield Beach, FL 33441.

ARTICLE VII – DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) Directors and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of Directors from time to time. In the absence of a determination as to the number of Directors, the BOARD shall consist of three (3) Directors.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

4. The names and addresses of the Directors, who shall hold office until their successors are appointed or elected are as follows:

Lamar Fisher, 100 W. Atlantic Blvd., Pompano Beach, FL 33060
George Brummer, 100 W. Atlantic Blvd., Pompano Beach, FL 33060
Charlotte Burrie, 100 W. Atlantic Blvd., Pompano Beach, FL 33060
Rex Hardin, 100 W. Atlantic Blvd., Pompano Beach, FL 33060
Pat Larkins, 100 W. Atlantic Blvd., Pompano Beach, FL 33060
Kay McGinn, 100 W. Atlantic Blvd., Pompano Beach, FL 33060

ARTICLE VIII – OFFICERS

The Officers of the ASSOCIATION shall be a President, Vice President, Secretary, Treasurer and such other Officers as the BOARD may from time to time by resolution create. The Officers shall serve at the pleasure of the BOARD and the BYLAWS may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designed by the BOARD are as follows:

President:	Lamar Fisher
Vice President:	Vacant
Secretary:	George Brummer
Treasurer:	Vacant

ARTICLE IX – INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a Director, Employee, Officer or agent of the ASSOCIATION, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matters as to which such person shall have been adjudged to be liable for gross negligence or willful malfeasance or malfeasance in the performance of his duties to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a

presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the ASSOCIATION as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

5. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of the is Article.

ARTICLE X - BYLAWS

The BYLAWS shall be adopted by the BOARD and may be altered or amended in the manner provided by the BYLAWS.

ARTICLE XI - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual meeting or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to a vote thereof within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or each summary may be included in the notice of such annual meeting.

3. At such a meeting, a vote of the members entitled to a vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the ASSOCIATION.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the Amendment shall be adopted as though the above requirements had been satisfied.

6. No amendment shall make any changes in the qualifications for membership or in the voting rights of members without approval by all of the members and the joinder of all INSTITUTIONAL LENDERS holding mortgages upon the PARCELS. No amendment shall be made that is in conflict with the DECLARATION.

7. No amendment to these ARTICLES shall be made which discriminates against any PARCEL OWNER(S), or affects less than all of the OWNERS within the SUBJECT PROPERTY, without the written approval of all of the OWNERS so discriminated against or affected.

8. Upon the approval of an amendment to these ARTICLES, the Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in Public Records of the county in which the SUBJECT PROPERTY is located.

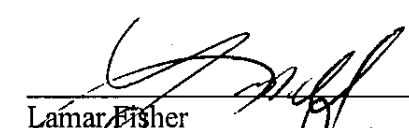
ARTICLE XII – DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same purposes as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested in him under the recorded DECLARATION unless made in accordance with the provisions of such DECLARATION.

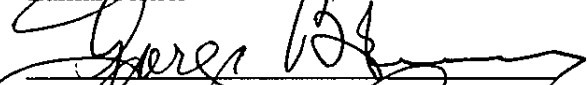
ARTICLE XIII – INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be at Heidgerd & Hunn, P.A., 600 W. Hillsboro Blvd., Suite 520, Deerfield Beach, FL 33441. The initial registered agent of the ASSOCIATION at that address is Frederick C. Heidgerd, Esq.

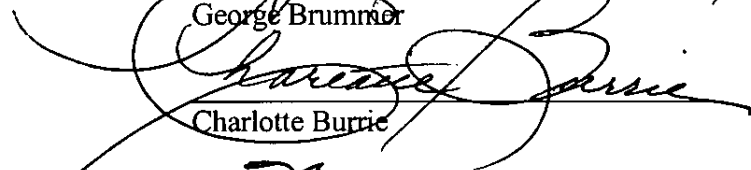
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of March, 2007.



Lamar Fisher



George Brummier



Charlotte Burrie



Rex Hardin



Pat Larkins



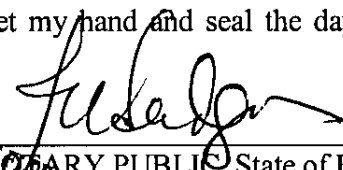
Kay McGinn

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 20th day of March, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Lamar Fisher, to me known and well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



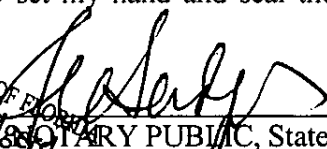
NOTARY PUBLIC, State of Florida
F. C. Heidgerd
Commission # DD546933
My Comm. Expires: 05/13/2010

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 20th day of March, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared George Brummer, to me known and well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



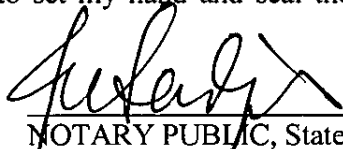
NOTARY PUBLIC, State of Florida
F. C. Heidgerd
My commission expires: 05/13/2010
My Comm. Expires: 05/13/2010
NOTARY PUBLIC-STATE OF FLORIDA
Commission # DD546933

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 20th day of March, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Charlotte Burrie, to me known and well known to me to be the person of the name described in and who acknowledged to me that she executed the foregoing Articles of Incorporation as her free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



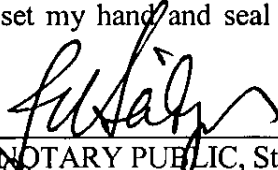
NOTARY PUBLIC, State of Florida
My commission expires:
F. C. Heidgerd
My commission expires: 05/13/2010
My Comm. Expires: 05/13/2010
NOTARY PUBLIC-STATE OF FLORIDA
Commission # DD546933

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 20th day of March, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Rex Hardin, to me known and well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



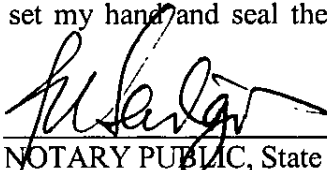
NOTARY PUBLIC, State of Florida
My commission expires:
F. C. Heidgerd
Commission #DD546933
My Comm. Expires: 05/13/2010

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 20th day of November, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Pat Larkins to me known and well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



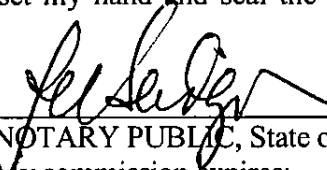
NOTARY PUBLIC, State of Florida
My commission expires:
F. C. Heidgerd
Commission #DD546933
My Comm. Expires: 05/13/2010

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 20th day of March, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Kay McGinn to me known and well known to me to be the person of the name described in and who acknowledged to me that she executed the foregoing Articles of Incorporation as her free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



NOTARY PUBLIC, State of Florida
My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA
F. C. Heidgerd
Commission # DD546933
My Comm. Expires: 05/13/2010

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Pompano Beach, County of Broward, State of Florida has named Frederick C. Heidgerd, Esq., located at 600 W. Hillsboro Blvd., Suite 520, City of Deerfield Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, accept appointment thereto, and agree to comply with the provision of said Act relative to keeping open said office.

BY 

Frederick C. Heidgerd, Esq.
(Registered Agent)