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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 13 PM 12:51

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December 10, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Lakes at the Bluffs Homeowners Association, Inc.

To Whom it may Concern:

Enclosed please find my trust account check number 2150 in the sum of \$35.00 which reflects the filing fee for the Amended and Restated articles of Incorporation for The Lakes at the Bluffs Homeowners Association, Inc.. Please file and return a stamped in copy in the enclosed envelope. If you have any questions regarding the same, Please do not hesitate to contact me.

Very Truly Yours,

Natalie C. Chin-Lenn

Enclosures as stated/
cc: Board of Directors

Amended & Restated Art.

V SHEPARD DEC 19 2001

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DIVISION OF CORPORATIONS
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Prepared By and Return to:
Natalie C. Chin-Lenn, Esquire
2300 Palm Beach Lakes Blvd., Suite 308
West Palm Beach, FL 33409

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
THE LAKES AT THE BLUFFS HOMEOWNERS ASSOCIATION, INC.

The Articles of Incorporation of The Lakes at the Bluffs Homeowners Association, Inc., a Florida Corporation not for profit, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation of The Lakes at the Bluffs Homeowners Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME

The name of the corporation shall be THE LAKES AT THE BLUFFS HOMEOWNERS ASSOCIATION, INC., which is hereinafter referred to as "the Association". The Corporate address is 1165 11th Court Jupiter, FL 33477.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for THE LAKES AT THE BLUFFS recorded (or to be recorded) in the Public Records of Palm Beach, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Property thereof for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into, the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Covenants above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

The Association shall have the power to purchase lots of The Lakes at the Bluffs including but not limited to, sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien.

Definitions set forth in the Covenants are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The owners of each unit, collectively shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the By-Laws.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if twenty-five percent (25%) of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Covenants, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is even dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of five (5) persons as provided for in the By-Laws. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. Except as otherwise provided herein directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in The Properties.

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 4. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may appoint a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of two (2) years and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the majority of the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of majority) , all in the manner provided in, and in accordance with the notice provisions of, Fla. Stat. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

ARTICLE IX

INDEMNIFICATION

Section 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, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 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 Section 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 incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. 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, or 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 this Article.

ARTICLE X
REGISTERED AGENT

Natalie C. Chin-Lenn, Esquire shall be the registered agent of the Association and the registered agents office shall be at 2300 Palm Beach Lakes Boulevard, Suite 308, West Palm Beach, FL 33462.

CERTIFICATION OF ADOPTION OF THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the duly elected President of THE LAKES AT THE BLUFFS HOMEOWNERS ASSOCIATION, INC., hereby certify that the foregoing was approved by at least a majority of the Board of Directors on OCTOBER 16, 2001, at a meeting called for that purpose, with a quorum present; and was approved by a majority of the voting interests present at the meeting on OCTOBER 16, 2001, where a quorum was present.
EXECUTED this 24 day of October, 2001.



President
JACK SEGRETO

Print Name

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of OCTOBER, 2001, by JACK SEGRETO who is ☒ personally known to me or ☐ has produced _____ as identification and who did not take an oath.

Michael G. Cundiff 10/24/2001
NOTARY PUBLIC
State of Florida at Large
Name: MICHAEL G. CUNDIFF
My Commission Expires:
2/21/2004

