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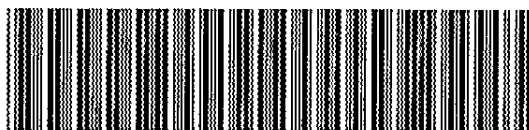
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2004 JUL 15 PM 1:02
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TALLAHASSEE, FLORIDA

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Amend.
G. O'Connell JUL 15 2004

LIBOW & MUSKAT LLP

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PLEASE REPLY TO
BOCA RATON

ARTHUR W. TIFFORD, OF COUNSEL **

◊ ALSO ADMITTED IN NEW YORK, NEW JERSEY AND DISTRICT OF COLUMBIA
‡ ALSO ADMITTED IN NEW YORK AND NEW JERSEY
* ALSO ADMITTED IN NEW YORK, COLORADO, AND HAWAII
◻ ALSO ADMITTED IN MICHIGAN
** ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN COLORADO

June 23, 2004

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

Re: Filing Amended and Restated Articles of Incorporation of Hemingway Homeowners'
Association, Inc., a Florida not-for-profit corporation

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation of Hemingway Homeowners' Association, Inc., a Florida not-for-profit corporation. Also enclosed is our firm's check number 6803 in the amount of \$52.50, which includes the following:

1. Filing Fees;
2. A certified copy of the filed Amended and Restated Articles of Incorporation;
3. A Certificate of Status for Hemingway Homeowners' Association, Inc.

Should you have any problems with filing this document or providing the items requested above, please contact me as soon as possible. Thank you for your assistance with this matter.

Very truly yours,

LIBOW & MUSKAT LLP


Linda L. Smith
Certified Legal Assistant

/lls

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 7, 2004

LIBOW & MUSKAT LLP
LINDA L. SMITH
3351 N.W. BOCA RATON BLVD.
BOCA RATON, FL 33431

SUBJECT: HEMINGWAY HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N04000005191

RECEIVED
04 JUL 15 AM 11:36
DIVISION OF CORPORATIONS

We have received your document for HEMINGWAY HOMEOWNERS' ASSOCIATION, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 504A00043606

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEMINGWAY HOMEOWNERS' ASSOCIATION, INC.**

(a not-for-profit corporation under
the laws of the State of Florida)

Document Number N04000005191

FILED
2004 JUL 15 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: These Articles of Amendment shall replace, in their entirety, all articles in the Articles of Incorporation, to read as follows:

**ARTICLE I
NAME**

The name of the corporation shall be HEMINGWAY HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II
PURPOSE**

A. The purpose for which the Association is organized is to provide an entity to own, maintain and operate certain lands located in Palm Beach County, Florida, which lands are to be used in common by all the members of the Association which membership shall consist of all the Living Unit Owners at the Hemingway. The Association shall be responsible for the management of the Hemingway in keeping with the terms and conditions set forth in the Declaration of Covenants and Restrictions for the Hemingway ("the "Declaration"), and as same may be amended from time to time.

B. All of the terms used in these Articles of Incorporation shall have the same definitions and meanings as set forth in the Declaration.

C. The Association shall make no distribution of income (excluding possible director fees) to its members, directors or officers.

ARTICLE III
POWERS AND DUTIES

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit that are not in conflict with the terms of these Articles or with the terms of the Declaration.

B. The Association shall have all of the powers and duties set forth in the Declaration except as limited by these Articles, and all of the powers and duties reasonably necessary to operate and administer the Common Property and the Association Property pursuant to the Declaration and as it may be amended from time to time, including, but not limited to the following:

1. To make and collect Assessments against members to defray the costs and expense of the Common Property and the Association Property.
2. To use the proceeds of Assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Common Property and the Association Property.
4. To purchase insurance upon the Common Property and the Association Property and insurance for the protection of the Association and its members, as determined by the Board.
5. To dedicate or to transfer all or any part of the Common Property or the Association Property to any public agency, authority or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one percent (51%) of the membership of the Association, and approved by not less than seventy-five percent (75%) of the Institutional Lenders holding mortgages encumbering the Living Units. Nothing herein shall be construed to obligate Palm Beach County to accept any such dedication or transfer of the Common Property or Association Property.
6. To reconstruct the Improvements to the Common Property and the Association Property after casualty, and to further improve the Common Property and the Association Property, as provided in the Declaration.
7. To make and amend reasonable rules and regulations regarding the use of the Common Property and the Association Property, provided that notice of the proposed modification, addition or deletion to the Rules and Regulations is sent by U.S. Mail to each member of the Association at least thirty (30) days before the proposed modification, addition or deletion becomes effective.

8. To contract for the management of the Common Property and the Association Property and to delegate to such contractors all powers and duties of the Association except as are specifically required by the Declaration to have the approval of the Board or the membership of the Association. Any such contract may not exceed three (3) years in its term.

9. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Common Property and the Association Property.

10. To enforce by legal means the provisions of the Declaration, these Articles and the By-Laws of the Association, as well as the Rules and Regulations for the use of the Common Property and the Association Property, as same may be promulgated, modified or amended from time to time by the Association.

11. To pay taxes and assessments which are levied against a part of the Association Property.

12. To pay the costs of all power, water, sewer and other utility services rendered to the Common Property and the Association Property and not billed to Owners of individual Living Units.

13. To suspend the right to use and enjoy the Common Property and the Association Property and the facilities of any member for any period during which any Assessment shall remain unpaid.

14. To do such other things as may be necessary in order to perform the duties and to exercise the power provided for the Association in the Declaration.

C. The Association shall not have the power to purchase a Living Unit except at a public foreclosure sale which sale is the result of an action to foreclose a mortgage held by an Institutional Lender or the Association's lien for unpaid Assessments to the Association. At the sale, the Association shall not bid more than the amount secured by its lien and/or the amount of its judgment entered by a Court of competent jurisdiction.

D. All funds and the titles of all properties acquired by the Association and the proceeds therefrom shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

ARTICLE IV MEMBERS

A. The members of the Association shall consist of the record Owners of Lots in the Hemingway.

B. Change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record of title to a Lot at the Hemingway, and the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument thus becomes a member of the Association and the membership of the prior Owner is terminated as of the date of recording such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of the title of his Lot and Living Unit.

D. The Owner of each Living Unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by Owners and the manner of exercising voting rights shall be determined by the By-Laws of the Association, subject, however, to the terms and conditions of the Declaration.

ARTICLE V DIRECTORS

A. The affairs of the Association will be managed by a Board of Directors consisting of not less than three (3) or more than five (5) Directors. Until the Transfer Date, Directors need not be members of the Association.

B. Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

C. The first election of Directors shall not be held until after the Developer has closed the sales of all of the Lots and Living Units, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

D. The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Aaron Newman	101 SE 15th Ave. Ft. Lauderdale, FL 33301
Michael Samuel	3110 NE 2nd Ave. Miami, FL 33137
Raphael Fink	3110 NE 2nd Ave. Miami, FL 33137

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board at its meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Aaron Newman	101 SE 15th Ave. Ft. Lauderdale, FL 33301
Michael Samuel	3110 NE 2nd Ave. Miami, FL 33137
Raphael Fink	3110 NE 2nd Ave. Miami, FL 33137

ARTICLE VII INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, 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 of the Association, whether or not he is a Director or Officer at the time the expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board approves such settlement or reimbursement as being

for the best interest of the Association. 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.

ARTICLE VIII BY-LAWS

The By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX AMENDMENTS TO ARTICLES

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution approving a proposed amendment may be proposed either by the Board or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

1. Such approvals must be by not less than fifty-one percent (51 %) of the entire membership of the Board and by not less than fifty-one percent (51 %) of the votes of the membership of the Association voting in person and by proxy; or

2. By not less than sixty percent (60%) of the votes of the membership of the Association filing in person or by proxy at a meeting held for such purpose.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members, and joinder of all Institutional Lenders. No amendment shall be made that it is in conflict with the Declaration or the laws of the State of Florida.

ARTICLE X TERM OF ASSOCIATION

The terms of the Association shall be perpetual.

ARTICLE XI
DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets of the Association, both real and personal, shall be dedicated to any 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 non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same 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 Declaration unless made in accordance with the provisions of such Declaration or any recorded deed. Nothing herein shall be construed to obligate Palm Beach County to accept any such dedication or transfer of all or any part of the Common Property or Association Property.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator of these Articles is Allen H. Libow, Esq., 3351 NW 2nd Ave., Boca Raton, Florida 33431.

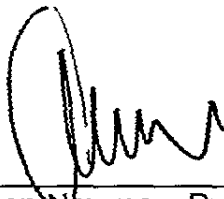
ARTICLE XIII
REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 3351 NW 2nd Ave., Boca Raton, Florida 33431. The initial Registered Agent at said address shall be Allen H. Libow, Esq.

SECOND: The date of adoption of the amendments was June 23, 2004.

THIRD: There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Dated this 23rd day of June, 2004.



Aaron Newman, President/Director