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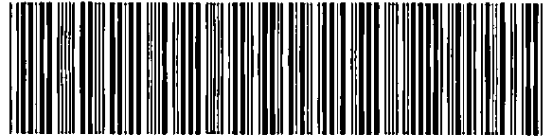
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TO: Amendment Section
Division of Corporations

2019 JAN 25 PM 2:54
SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: Sandy Lane Master Association, Inc.

DOCUMENT NUMBER: N04000008689

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joshua Krut, Esq.

(Name of Contact Person)

Kopelowitz Ostrow Ferguson Weiselberg Gilbert

(Firm/ Company)

200 East Palmetto Park Road, Suite 103

(Address)

Boca Raton, FL 33432

(City/ State and Zip Code)

krut@kolawyers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua Krut, Esq.

561 910-0688
at (Area Code) (Daytime Telephone Number)

(Name of Contact Person)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SANDY LANE MASTER ASSOCIATION, INC.
A Florida corporation not for profit

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be SANDY LANE MASTER ASSOCIATION, INC. (hereinafter referred to as the "Master Association"). The mailing and principal office address of the Master Association shall be c/o The Chetrit Group, LLC, 404 Fifth Avenue, 4th Floor, New York, New York 10018, Attn: Meyer Chetrit. The Master Association is NOT a condominium association under Chapter 718, Florida Statutes. All books and records of the Master Association shall be kept at its principal office.

ARTICLE II
DEFINITIONS

A. "Board" or "Board of Directors" shall herein mean and refer to the Board of Directors of the Master Association.

B. "Master Developer" shall herein mean Sandy Lane Residential LLC, a Delaware limited liability company, or its designated successor. The designation by Master Developer of a successor Master Developer shall be by instrument recorded in the Public Records of Dade County, Florida.

C. All terms which are defined in the Declaration of Protective Covenants for The Roney Palace, and any amendments or supplements thereto (hereinafter referred to as the "Master Covenants"), as has been recorded in Official Records Book 17787, Page 1592, and as amended by the First Amendment recorded in Official Records Book 20545, Page 3905, both in the Public Records of Miami-Dade County, Florida, shall be used herein with the same meanings as defined in said Master Covenants.

ARTICLE III
PURPOSES

The purposes for which this Master Association is organized are to operate and maintain the Property; to own portions of the Property (when and if conveyed to it) or such other property; to promote the use and enjoyment of the Property by the Owners and occupants thereof; and to fulfill its obligations, all in accordance with and pursuant to these Articles of Incorporation and the Master Covenants. The Master 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.

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SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

ARTICLE IV
GENERAL POWERS

The general powers that the Master Association shall have are as follows:

- A. To have all powers conferred upon a corporation not for profit by the Laws of the State of Florida, except as may be prohibited herein.
- B. To do all of the acts required to be performed by it in accordance with these Articles of Incorporation, the Master Covenants, or any other instrument recorded in the Public Records of Dade County, Florida.
- C. To own, operate, maintain, construct, improve, replace and repair portions of the Property in accordance with the Master Covenants, including, but not limited to, Recreational and Other Commonly Used Facilities, structural components of the Property, drainage and landscaping, in accordance with these Articles of Incorporation, the Master Covenants, or any other instrument recorded in the Public Records of Dade County, Florida.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the Laws of the State of Florida.
- E. To make, levy and collect assessments and late charges as described in Master Covenants to defray the expenses and the cost of effectuating the objects and purposes of the Master Association, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations in Florida for the collection of such assessments.
- F. To charge recipients for services rendered by the Master Association when such is deemed appropriate by the Board of Directors.
- G. To pay taxes and other charges on or against property owned or accepted by the Master Association.
- H. To promulgate and enforce Rules and Regulations, and agreement to effectuate the purposes for which the Master Association is organized.
- I. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.
- J. To delegate power or powers where such is deemed in the interest of the Master Association.

ARTICLE V
MEMBERS

The Members of the Master Association shall consist of the record property Owners of any portion of the Property ("Lot"), 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. Membership shall be established effective immediately upon becoming an Owner; provided, however, that such new Member's rights shall not become effective until the new Member presents that Master Association with a recorded copy of the deed of conveyance or other muniment of title conveying the title to the Lot so conveyed, and such membership shall pass with title to the Lot in question as an appurtenance to such Lot. Each and every Member shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles of Incorporation, the Master Covenants and the By-Laws of the Master Association, as amended from time to time.

ARTICLE VI
VOYING AND ASSESSMENTS

A. The Master Association shall have two (2) classes of voting membership (Class A and Class B) as follows:

1. The Class A Members shall be all those Owners as defined in Article V hereof with the exception of the Master Developer (as long as the Class B membership shall exist, and thereafter, the Master Developer shall be a Class A Member to the extent it would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Article V hereof. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but, in no event shall more than one vote be cast with respect to any such Lot.
2. The Class B Member shall be the Master Developer. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Members are entitled to cast in the aggregate at any time and from time to time. The Class B membership shall cease and terminate three (3) months after the date on which ninety (90%) percent of Lots within the Development have been sold and conveyed by Master Developer, or its affiliates), or sooner at the sole election of the Master Developer (whereupon the Class A Members shall be obligated to elect a majority of the Board and assume control of the Master Association). Upon termination of the Class B membership, the Master Developer shall remain a Class A membership with respect to those Lots which are then still owned by the Master Developer.

B. The By-Laws of the Master Association shall provide for an annual meeting of Members and may make provisions for regular and special meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting. The affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at any meeting of the Members duly called at which a quorum has been attained, shall be binding upon the Members. A quorum for the transaction of business at any

meeting of voting interests shall be present or represented at the meeting. Fractional voting is prohibited. There shall be no cumulative voting.

C. The Master Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Master Covenants, as supplemented by the provisions of the Articles of Incorporation and By-Laws of the Master Association relating thereto.

ARTICLE VII
BOARD OF DIRECTORS

A. The affairs of the Master Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) members, but may consist of as many persons as the Board of Directors shall from time to time determine. The initial members of the Board of Directors shall serve until the first annual meeting of the Members. So long as the Master Developer shall have the right to appoint all of the members of the Board of Directors, Directors need not be Members of the Master Association and need not be residents of the Development; thereafter, Directors shall be Members of the Master Association (except for those Directors who are appointed by the Master Developer).

B. Except as otherwise provided herein and except for the first Board of Directors, Directors shall be elected by the Members of the Master Association at the annual meeting of the membership as provided in the By-Laws of the Master Association, and said By-Laws may provide for the method of voting in the election and for removal from office of Directors. Election shall be by plurality vote. Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office. In no event may a Board member appointed by the Master Developer be removed except by action of Master Developer. Any Director appointed by the Master Developer shall serve at the pleasure of the Master Developer, and may be removed from office, and a successor Director appointed at any time by the Master Developer. Notwithstanding anything contained herein to the contrary, one (1) member of the Board of Directors shall be designated by the The Roney Palace Condominium Association, Inc.

C. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the Master Association, and until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MEYER CHETRIT	The Chetrit Group, LLC, 404 Fifth Ave. 4 th Floor, New York, New York 10018,
JUDA CHETRIT	The Chetrit Group, LLC, 404 Fifth Ave. 4 th Floor, New York, New York 10018,
YISROEL GLUCK	The Chetrit Group, LLC, 404 Fifth Ave. 4 th Floor, New York, New York 10018,

ARTICLE VIII
OFFICERS

The officers of the Master Association shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person.

ARTICLE IX
CORPORATE EXISTENCE

The Master Association shall have perpetual existence.

ARTICLE X
BY-LAWS

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws not inconsistent with these Articles.

ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at such meeting at which a quorum has been attained.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members eligible to vote in lieu of the above purchase.

E. Notwithstanding anything contained herein to the contrary, Article III hereof shall not be amended or modified in any manner except upon receiving the affirmative vote of at least two-thirds (2/3) of all voting interests.

F. Notwithstanding anything contained herein to the contrary, so long as the Master Developer owns at least one (1) Lot in the Development, no Amendment to these

Articles of Incorporation affecting the rights or privileges of the Master Developer, or its successors or assigns, as Master Developer, shall be effective without the prior written consent of the Master Developer.

ARTICLE XII
INCORPORATOR

The name of the Incorporator of this corporation is Oren Lieber, whose mailing address is 555 N.E. 15th Street, Suite 100, Miami, Florida 33132.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Master Association (and the Directors and Officers as a group) shall be indemnified by the Master Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which the may become involved by reason of being of having been a Director or Officer of the Master Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer of the Master Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute of common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XIV
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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

B. 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.

ARTICLE XV
DISSOLUTION OF THE MASTER ASSOCIATION

A. Upon dissolution of the Master 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 and order:

1. Real property contributed to the Master Association without the receipt of other than nominal consideration by the Master Developer (or its successors in interest) shall be returned to the Master Developer (whether or not a Member at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);
2. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the Master Association to be appropriate for dedication and which the authority is willing to accept; and
3. The remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with his voting rights.

B. The Master Association may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors; three-fourths (3/4) of the voting interests; and the filing of the Articles of Dissolution with the Department of State as provided for in Section 617.1403, Florida Statutes.

ARTICLE XVI
GENDER

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XVII
MASTER COVENANTS

In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Master Covenants, the provisions of the Master Covenants shall prevail.

ARTICLE XVIII
DESIGNATION OF REGISTERED AGENT

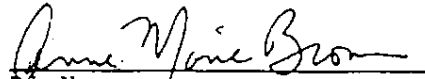
RITTER, RITTER & ZARETSKY, LLP, is hereby designated as the Master Association's Registered Agent for service of process within the State of Florida, whose street address is 555 N.E. 15th Street, Suite 100, Miami, Florida 33132.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of September, 2004.


OREN LIEBER

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledge before me this 10th day of September, 2004, OREN LIEBER, who is personally know to me.



Print Name:
Notary public, State of:
Serial No., if any:



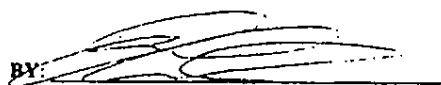
Anne Marie Brown
Notary Public
State of Florida
My Commission DD099466
Expires March 12, 2006

My commission expires:

CONSENT OF REGISTERED AGENT

RITTER, RITTER & ZARETSKY, LLP, whose street address is 555 N.E. 15th Street, Suite 100, Miami, Florida 33132, hereby consents to its designation as Registered Agent in the foregoing Articles of Incorporation, and states that it is familiar with, and accepts the obligations of that position as provided for in Section 617.0501, Florida Statutes.

RITTER, RITTER & ZARETSKY, LLP

BY: 

Oren Lieber
Registered Agent
Address: 555 N.E. 15th St., Suite 100
Miami, FL 33132

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS.

The foregoing instrument was acknowledge before me this 10th day of September, 2004, by OREN LIEBER, of RITTER, RITTER & ZARETSKY, LLP, who is personally know to me.

Anne Marie Brown

Print Name: "
Notary public, State of:
Serial No., if any:

My commission expires:



Anne Marie Brown
Notary Public
State of Florida
My Commission DD099466
Expires March 12, 2006

F:\Documents\Marc\condo transactions\Henry Palace\Sandy Lane Master Articles.doc

September 10, 2004

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: September 10, 2004

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 24, 2019 _____

Signature  _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Oren Lieber

(Typed or printed name of person signing)

Incorporator

(Title of person signing)