

N04389

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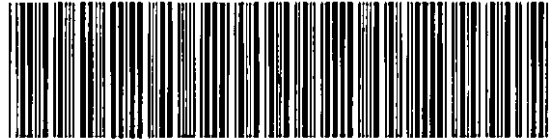
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JUN 15 2020  
PM 2:41

acc/cus  
Amended  
Restated

JUN 15 2020

I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Stonebridge Golf and Country Club of Boca Raton Property Owners' Association, Inc.

**DOCUMENT NUMBER:** N04389

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

Please return all correspondence concerning this matter to the following:

Joshua D. Krut

(Name of Contact Person)

Kopelowitz Ostrow, P.A.

(Firm/ Company)

200 E. Palmetto Park Rd., 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:

Ché Nash

561

910-0718

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

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

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 18, 2020

JOSHUA D. KRUT  
KOPELOWITZ OSTROW, P.A.  
200 E. PALMETTO PARK RD - STE.103  
BOCA RATON, FL 33432

SUBJECT: STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON  
PROPERTY OWNERS' ASSOCIATION, INC.  
Ref. Number: N04389

We have received your document for STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please remove any reference to the Amended and Restated Articles in the document as you have elected to file an Amendment, which should include all the changes you wish to make contained within the Amendment or an attachment with only the changes being made.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 920A00005872

2020 MAR 18 PM 3:43



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2020 JAN 17 AM 2:08

January 15, 2020

JOSHUA D. KRUT  
KOPELOWITZ OSTROW, P.A.  
200 E. PALMETTO PARK RD - STE. 103  
BOCA RATON, FL 33432

SUBJECT: STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON  
PROPERTY OWNERS' ASSOCIATION, INC.  
Ref. Number: N04389

We have received your document for STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$52.50. 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.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 820A00001097

FILED  
2020 JUN 15 PM 2:41

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**FOR**  
**STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON**  
**PROPERTY OWNERS' ASSOCIATION, INC.**  
**NOVEMBER 2019**

**A Not-for-Profit Florida Corporation**

The undersigned acknowledges and files in the office of the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation ("Articles") as by law provided. Capitalized terms not defined herein shall have the meanings attributed to them in the Amended and Restated Declaration of Covenants and Restrictions for Stonebridge Golf and Country Club of Boca Raton (the "Declaration"), which is intended to be recorded amongst the Public Records of the County.

**ARTICLE I**

**NAME**

The name of the corporation shall be STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation".

**ARTICLE II**

**PURPOSE**

This Corporation is organized pursuant to Chapters 617 and 720, Fla. Stat., for the purpose of operating, governing, administering, and managing the property and affairs of Stonebridge, a residential community located in Boca Raton, Florida, excluding the property and affairs of the Club. The Corporation shall exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Amended and Restated Bylaws (the "Bylaws") of the Corporation, which are intended to be recorded amongst the Public Records of the County, these Articles, and the Declaration, and shall acquire, hold, convey, and otherwise deal in and with real and personal property in this Corporation's capacity as a property owners' association.

**ARTICLE III**

**POWERS**

The powers of the Association shall include, but not be limited to, and be governed by the following provisions:

Section 1. 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 and the Declaration, and all the powers set forth in the Declaration, these Articles, and the Bylaws.

Section 2. The Association shall have all of the powers reasonably necessary to

implement its purpose, including, but not limited to, the following:

- (A) To operate and manage the Association, the Association Property, and the Common Property in accordance with the purpose and intent contained in the Declaration;
- (B) To make and collect Assessments against Members to defray the costs of the Association and to set up a reserve for the general use of the Association;
- (C) To use the proceeds of Assessments in the exercise of its powers and duties;
- (D) To maintain, repair, replace, and operate the Association Property and the Common Property;
- (E) To reconstruct improvements upon the Association Property and the Common Property after casualty and to further improve them;
- (F) To make and amend Bylaws for the Association and Rules respecting the use of the Association Property, the Common Property, and the Lots and Dwellings;
- (G) To approve or disapprove all proposed purchasers, lessees, and mortgagees of Parcels as required and/or permitted by the Declaration;
- (H) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules for the use of the Owners; and
- (I) To employ and authorize a management agent and/or other personnel to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of Rules, and maintenance of the Association Property and the Common Property. The Association shall possess all power and authority not expressly denied the Association by law, the Declaration, these Articles, the Bylaws, and the Rules, including, but not limited to, the making of Assessments, promulgation of Rules, and execution of contracts on behalf of the Association.

Section 3. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members of the Association in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Property.

## **ARTICLE IV**

### **MEMBERS**

Section 1. All Parcel Owners and the Club Owner shall automatically be Members of the Association, and their membership shall automatically terminate when they are no longer owners of such property. If the owner of the Club Property should sell the Club Property, the grantee shall automatically acquire membership in the Association. If a Member should sell his or her Parcel under the provisions of the Declaration, the grantee from such Member of a Parcel will automatically acquire membership in the Association upon becoming a Club Member. Membership certificates are not required and may not be issued. A person or a corporation, partnership, trust or other entity obtaining title to a Parcel in Stonebridge is required pursuant to the terms of the Declaration to become a Club Member.

Section 2 Each Owner is entitled to one vote for each Parcel owned by him or her. The

Club Owner is entitled to one vote. When more than one (1) person holds fee simple title in a Parcel, all such persons shall be Members, and the vote of such Parcel shall be exercised as they, among them, determine; provided, however, that in no event shall more than one (1) vote be cast with respect to each Parcel. When a Parcel or Lot is owned by other than a natural person, the Owner shall file a notice designating an individual who shall be authorized to cast the vote and execute proxies on behalf of such Owner. In the absence of such designation, the Owner shall not be entitled to vote.

Section 3. The membership rights of a Member and the share of a Member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his or her Parcel.

## **ARTICLE V**

### **EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE VI**

### **DIRECTORS**

Section 1. The affairs and property of the Association shall be managed and governed by a Board as provided in the Bylaws.

Section 2. Directors shall be elected by the voting Members in accordance with the Bylaws at regular annual meetings of the membership of the Association or shall be deemed elected in the manner set forth in the Bylaws.

Section 3. Any employee or agent of a business entity Owner satisfying the provisions of the Bylaws shall be eligible to serve as a director of the Association.

Section 4. All officers shall be elected by the Board in accordance with the Bylaws.

## **ARTICLE VII**

### **OFFICERS**

Subject to the direction of the Board, the affairs of the Association shall be administered by the officers designated in the Bylaws, who shall serve at the pleasure of the Board.

## **ARTICLE VIII**

### **BYLAWS**

The Bylaws may be altered, amended, or rescinded in the manner provided by the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. A majority of the Board of Directors or a majority of the voting members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board or a majority of the Members; and shall

be delivered to the President of the Association, who shall thereupon call a Special Meeting of the Members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of a majority of the Board and an affirmative vote of a majority of the Members present in person or by proxy at a duly called meeting at which a quorum is in attendance shall be required for the adoption of the proposed alteration, amendment, or rescission to these Articles.

Section 2. Any voting Member may waive any or all of the requirements of this Article as to notice of proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at, or after a membership meeting at which a vote is taken to amend, alter, or rescind these Articles in whole or in part.

## ARTICLE X

### INDEMNIFICATION

Every director, officer, and member of the Architectural Review Board, Hearing Committee and other committees of the Corporation shall be indemnified by the Corporation against all expenses and liability, including, but not limited to, counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director, officer, or member of the Architectural Review Board, Hearing Committee, or other committee of the Corporation at the time such expenses are incurred, except in such cases wherein such director, officer, or member is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director, officer, or member seeking such reimbursement or indemnification, the reimbursement or indemnification herein shall apply only if the Board approves such settlement and reimbursement or indemnification as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or member may be entitled.

## ARTICLE XI

### TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. Subject to applicable law and amendments thereto, no contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, trust, or other organization in which one or more of its directors or officers are directors or officers of the Association, 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 said officer's or director's votes are counted for such purpose. Subject to applicable law and amendments thereto, no director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

Section 2. Subject to applicable law and amendments thereto, interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee that authorized the contract or transaction.

## ARTICLE XII



The street address of the registered office of this Corporation in the State of Florida shall be Joshua D. Krut, Esq., Kopelowitz Ostrow, PA, 200 E. Palmetto Park Road, Ste. 103, Boca Raton, Florida 33432. The Board of Directors may from time to time move the registered office and change the registered agent to any other address in Florida.

### ARTICLE XIII

#### AMENDMENT AND RESTATEMENT

These Amended and Restated Articles of Incorporation hereby amend, restate, and replace the Amended and Restated Articles of Incorporation of January, 2012 in their entirety.

IN WITNESS WHEREOF, the undersigned has signed, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 18<sup>th</sup> day of NOVEMBER, 2019.



Signature

Alexandra Hull

Print Name

Association:

**Stonebridge Golf and Country Club of  
Boca Raton Property Owners' Association,  
Inc.**

A Florida Not for Profit Corporation

By:

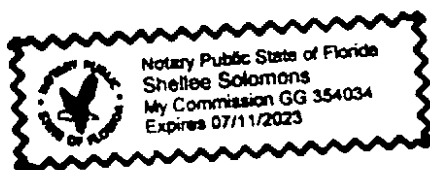
Marc Silverman, President

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of NOV., 2019, by Marc Silverman, as President of **Stonebridge Golf and Country Club of Boca Raton Property Owners' Association, Inc.**

He is personally known to me and did not take an oath.

(SEAL)



  
Notary Public Signature

- ☐ 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 12/10/19

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)

Jashen Krut

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

**Adoption of Amendment(s)**

**(CHECK ONE)**

- ☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was October 28, 2019, and the votes cast were sufficient for approval
- ☐ These restated articles of incorporation were adopted by the board of directors.