

NO4488



6111 Broken Sound Parkway NW
Suite 200
Boca Raton, FL 33487

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000256842420

02/18/14--01029--005 **35.00

APPROVED
AND
FILED

14 FEB 18 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
FEB 18 2014
EXAMINER

APPROVED
AND
FILED

14 FEB 18 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED

**ARTICLES OF INCORPORATION
FOR
THE PALMS AT BOCA POINT HOMEOWNERS
ASSOCIATION, INC.**

ND4488

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: The members are not required to vote on these Restated Articles of Incorporation. All previous amendments were properly adopted by the members entitled to vote, and the attached document is simply a Restated Articles of Incorporation of all previously adopted amendments, which was adopted by the Board of Directors on December 10, 2013.

DATED: FEBRUARY 5, 2014.

THE PALMS AT BOCA POINTE HOMEOWNERS
ASSOCIATION, INC.

By:

Michael A Appel
MICHAEL A Appel, President

By:

Sheryl Schube
SHERYL SCHUBE, Secretary

APPROVED
AND
FILED

RESTATED
ARTICLES OF INCORPORATION

14 FEB 18 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

THE PALMS AT BOCA POINTE HOMEOWNERS ASSOCIATION, INC.
(A corporation not for profit)

THE UNDERSIGNED, in accordance with the provisions of §617.013, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

I

Name

The name of the corporation is THE PALMS AT BOCA POINTE HOMEOWNERS ASSOCIATION, INC.

II

PURPOSE

The purpose for which the corporation is organized as a non-profit corporation in accordance with the provisions of Chapter 617, Part I, Florida Statutes, is to operate a development of single family residences known as THE PALMS AT BOCA POINTE upon real property lying and being in Palm Beach County, Florida, and being more particularly described in the Declaration of Covenants, Conditions and Restrictions thereof.

III

TERM

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes.

IV

SUBSCRIBERS

The names and addresses of the subscribers of these Articles are:

Cecily M. Clark
33 Southeast 4th Street
Boca Raton, Florida 33432

John N. Rassias
33 Southeast 4th Street
Boca Raton, Florida 33432

Robert Wyner
33 Southeast 4th Street
Boca Raton, Florida 33432

V
OFFICERS

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

Commencing with the first meeting of the elected Board of Directors, such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of the Board of Directors, such vacancy shall be filled by a majority, even though less than a quorum, of the Board of Directors.

VI
BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors as provided in the Association Bylaws.

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

Members of the Board of Directors need not be members of this corporation if they are nominees of a corporate member. Otherwise, each member of the Board of Directors must be a member of the corporation.

VII
BYLAWS

The Bylaws of said corporation may be amended, altered, rescinded, or added to by resolution adopted by a majority vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by

written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Bylaws to the Board or the membership, as the case may be.

VIII AMENDMENTS

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by a majority vote of the Board of Directors of this corporation any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be.

IX MEMBERSHIP

The qualifications for members and the manner of their admission shall be as established in the corporation's Bylaws. This corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or Directors.

X POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the aforesaid Declaration of Covenants, Conditions and Restrictions of The Palms at Boca Pointe, a planned unit development in Palm Beach County, Florida, these Articles of Incorporation and all lawful Bylaws of the corporation.

XI INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of

willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, Bylaw, agreement, vote of members or otherwise.

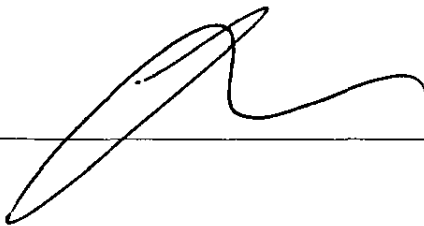
XII

DESIGNATION OF REGISTERED AGENT AND OFFICE

The registered agent of this corporation shall be as determined by the Board of Directors from time to time and currently is Associated Corporate Services, 6111 Broken Sound Parkway, Suite 200, Boca Raton, Florida 33487.

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.019, Florida Statutes.



APPROVED
AND
FILED
14 FEB 18 PM 5:09
CLERK OF THE
COURT
DADE COUNTY, FLORIDA