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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PARK LANE ESTATES OF VERO HOMEOWNERS
ASSOCIATION, IN**

Certificate of Status	0
Certified Copy	0
Page Count	9
Estimated Charge	\$35.00

*Amended
Restated*

FEB 01 2019

LABRETTON



January 30, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC.
111 SW 3 ST PH
MIAMI, FL 33130

SUBJECT: PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC.
REF: N05000004390

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H19000033774
Letter Number: 819A00002162

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2019 JAN 31 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FL

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1002, Florida Statutes, PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation (the "Association"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Association are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Association, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a formal meeting of the Board of Directors on October 3, 2018.
3. The Members, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amended and restated articles of incorporation at a meeting of the members on October 3, 2018.

The undersigned officer of Park Lane Estates of Vero Homeowners Association, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Association on November 15, 2018.

PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC.



Jack Davis, President

Dated: January 30, 2019

SECTION 617.1002
FALL 2018

2019 JAN 31 PM 12:07

FILED

Substantial Rewording. See governing documents for current text.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC.

(a corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I - NAME

The name of the corporation shall be PARK LANE ESTATES OF VERO HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - PURPOSE

The purposes and objects of the corporation shall be to administer the operation and management of the common areas of PARK LANE ESTATES, upon the following described property, situate, lying and being in Indian River County, Florida, to wit:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common areas and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Restrictions, which shall be or which has been recorded in the Public Records of Indian River County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted for platting, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said common areas. The corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the corporation, including, but not limited to:

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1. Making and establishing reasonable rules and regulations governing the use of common areas in accordance with the terms as may be defined in the Declaration of Restrictions.
2. Levying and collecting assessments against members of the corporation to defray the common expenses of the maintenance and operation of the common areas as may be provided in the Declaration of Restrictions and in the By-Laws of this corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the common areas and in accomplishing the purposes set forth in the Declaration of Restrictions.
3. Maintaining, repairing, replacing, operating and managing the common areas of this subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.
4. Enforcing the provisions of the Declaration of Restrictions and these Articles of Incorporation, the By-Laws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the common areas as the same may be hereafter established.
5. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational facilities, whether or not contiguous to lands of this subdivision, to provide enjoyment, recreation, or other use of benefit to the owners of the property within the subdivision, all as may be deemed by the Board of Directors to be in the best interests of the corporation.
6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the corporation pursuant to the Declaration of Restrictions:
7. To levy and collect adequate assessments against members of the corporation for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management Systems, including but not limited to work within retention areas, drainage structures and drainage easements.
8. To operate, maintain, and manage the Surface Water or Stormwater Management System(s) in a manner consistence with the St. Johns River Water Management District Permit No. 42-061-86162-1, requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

ARTICLE IV – MEMBERS

The qualification of the members, the manner of the admission to membership, termination of such membership, and voting by members shall be as follows:

- A. The owners of all lots in the subdivision shall be members of the corporation, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a lot in the subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any subdivision lot.

C. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. The funds and assets of the corporation shall belong solely to the corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration of Restrictions and in the said By-Laws.

D. The members shall be all owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE V - TERM

The corporation shall have perpetual existence.

ARTICLE VI - LOCATION

The principle office of the corporation shall be located at such place as may from time to time be designated by the Board of Directors.

ARTICLE VII - DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the Board of Directors of the corporation shall be five (5). The members of the Board of Directors shall be elected as provided by the By-Laws of the corporation, which provide for election of directors at the annual meeting to be held during April each year. The Board of Directors shall be members of the corporation or shall be authorized representatives, officers or employees of a corporate member of this corporation.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

ARTICLE VIII - OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/ Treasurer and as many additional Vice Presidents and Assistant Secretary/ Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Secretary shall not be held by the same person

The affairs of the corporation shall be administered by the officers designated in the By-Laws of this corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the common areas and the affairs of the

corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the corporation or a director of the corporation.

ARTICLE IX - BY-LAWS

The Amended and Restated By-Laws of the corporation shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board in such manner as said By-Laws may provide.

ARTICLE X - INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. 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.

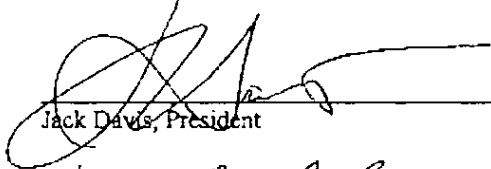
ARTICLE XI - AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the directors, or by the members of the corporation owning a majority of the lots in the subdivision, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation, or other officer of the corporation in the absence of the President, who shall thereupon call a special meeting of the members of the corporation for a date not sooner than twenty (20) days not later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member a written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days not more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the lots in the subdivision in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Indian River County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these articles, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.


ARTICLE XII - EXISTENCE AND DURATION


Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

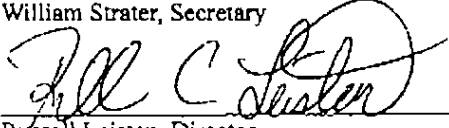
IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seal this 15 day of NOVEMBER, 2018.


Jack Davis, President


Donald Riley, Vice President


Aida Iglesias, Treasurer


William Strater, Secretary


Russell Leisten, Director

Jan. 31. 2019 8:51AM

No. 0035 P. 9
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EXHIBIT A

LEGAL DESCRIPTION

All the lands and property set forth in the plat of Park Lane Estates, recorded in Plat Book 20, pages 64-66,
Public Records of Indian River County, Florida.

EXHIBIT A

H190000337/43