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THE ESTATES AT TUSCANY PROPERTY OWNERS ASSOCIATION,**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THE ESTATES AT TUSCANY PROPERTY OWNERS ASSOCIATION, INC.**  
(A Corporation Not-For-Profit Under the Laws of the State of Florida)

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Document No. N05000006145

These Amended and Restated Articles of Incorporation of The Estates at Tuscany Property Owners Association, Inc., a Florida not for profit corporation, dated as of November 6, 2014, are being duly executed and filed by ARIEL BROMBERG, its president, to amend and restate the Association's original articles of incorporation, which were filed on June 13, 2005, and amended on November 6, 2014. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

Section 1.

**NAME AND ADDRESS**

The name of the corporation is The Estates at Tuscany Property Owners Association, Inc., and its mailing address is 24301 Walden Center Drive, Bonita Springs, FL 34134.

Section 2.

**DEFINITIONS**

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration of Covenants and Restrictions for The Estates At Tuscany, as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated herein by reference.

Section 3.

**PURPOSE, POWERS AND DUTIES**

3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of The Estates at Tuscany, located in Palm Beach County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or officer.

3.2 Powers and Duties; General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or the corporate statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws.

A. The Association shall have those duties relating to contracts and bids provided for in F.S. 720.3055, as amended from time to time.

B. The Association shall maintain all official records defined by F.S. 720.303(4), as amended from time to time.

### 3.3 Powers and Duties: Specific.

The powers of the Association shall include, but not be limited to, the following:

A. To make and collect Annual Assessments, Special Assessments and Specific Assessments, pursuant to the Declaration, against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties; and to levy and collect Charges.

B. To protect, maintain, repair, replace and operate the Properties pursuant to the Governing Documents.

C. To purchase insurance upon the Properties for the protection of the Association and its members, as required by law.

D. To make improvements of the Properties.

E. To reconstruct improvements after casualty.

F. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, inclusive of the Lots, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.

G. To contract for the management, operation and maintenance of the Community, including surface water management system permitted by South Florida Water Management District Permit No. 50-06916-P, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties and the Association.

I. To purchase a Lot, but only at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount of the judgment plus interest and publication costs.

J. Any other powers set forth in F.S. 617 0302 and Chapter 720, Florida Statutes.

### Section 4.

#### MEMBERSHIP AND VOTING IN THE ASSOCIATION

The Members of the Association shall be as provided in Section 1.19 of the Declaration. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in the By-Laws, and the manner of exercising voting rights shall be as set forth in the By-Laws.

**Section 5.  
DIRECTORS**

5.1 General. The method of election of Directors shall be as set forth in the By-Laws. Other provisions regarding Directors, including their qualifications, meetings, removal and resignation are as contained in the By-Laws.

5.2 Board of Directors. The names and addresses of the current members of the Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

|                 |   |
|-----------------|---|
| Jon Rapaport    | 24301 Walden Center Drive<br>Bonita Springs, FL 34134 |
| MaryJo LoCascio | 24301 Walden Center Drive<br>Bonita Springs, FL 34134 |
| Ariel Bromberg  | 21500 Biscayne Blvd, Suite 301<br>Aventura, FL 33180  |

**Section 6.  
OFFICERS**

6.1 General. The affairs of the Association shall, to the extent delegated by the Board of Directors, be administered by the officers holding the offices designated in the By-Laws. Other provisions regarding officers, including their appointment, removal and resignation, are as provided in the By-Laws.

6.2 Officers. The names of the current officers, who shall serve until their successors are designated by the Board of Directors, are as follows:

Jon Rapaport - President  
MaryJo LoCascio - Vice President and Treasurer  
Ariel Bromberg - Secretary

**Section 7.  
BY-LAWS**

The By-Laws of the Association have been adopted by the Board of Directors, and shall only be amended in accordance with the provisions contained therein.

**Section 8.  
AMENDMENTS TO THE ARTICLES of INCORPORATION**

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

8.1 Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by the owners of one-fourth (1/4) of the Lots.

8.2 Procedure; Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time to give proper notice remains before that meeting. Any amendment may be considered at the annual or a special members meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the Owners.

8.3 Vote Required. Except as otherwise provided by Florida law, or by special provisions in the Governing Documents, these Articles may be amended by concurrence of a majority of the entire Board of Directors then serving and not less than 2/3 of the total eligible voting interests in the Association. If the amendments were proposed by a written petition signed by the Owners pursuant to Section 8.1 above, the concurrence of the Board of Directors shall not be required.

8.4 Certificate: Recording and Effective Date. A copy of each Amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of the County. The Amendment shall be effective when the Certificate and copy of the Amendment, and any joinders and consents required, are recorded in the Public Records of the County. The certificate must identify the Book and Page of the Public Records where the Articles are recorded.

8.5 Provisos. Notwithstanding any provision in these Articles to the contrary, the following shall apply:

A. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in these Articles in favor of or reserved to record owners of any institutional mortgages unless the Institutional Mortgagee shall join in the execution of the amendment.

B. An amendment to these Articles that adds, changes or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

C. Article X of these Articles may be amended by the vote of a majority of the entire membership of the Board of Directors, without the need for membership approval, if the amendment solely involves a statement of change of registered agent and/or office as filed the Secretary of State.

D. Any amendment propose to the Articles which would affect the surface water management system or water management portions of the common areas shall be submitted to the South Florida Water Management District for review prior to finalization of the amendment. The South Florida Water Management District shall determine if the proposed amendment will require a modification of the permit. If a permit modification is necessary, the modification must be approved by the South Florida Water Management District prior to finalization of the amendment of these Articles.

## Section 9. TERM

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The term of the Association shall be perpetual.

Section 10.  
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Condominium Association and the name of the initial registered agent at that address are:

Vivien N. Hastings  
24301 Walden Center Drive  
Bonita Springs, Florida 34134

Section 11.  
DISSOLUTION OF THE ASSOCIATION

If the Association is dissolved, the surface water management system property containing the surface water management system and water management portions of Common Areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system property containing the surface water management system and water management portions of Common Areas shall be dedicated to a similar non-profit corporation.

CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of The Estates at Tuscany Property Owners Association, Inc. were approved (1) by 100% of the directors on Nov. 6, 2014, and (2) 100% of the members of the Association.

Dated this 6<sup>th</sup> day of November, 2014.

EXECUTED IN THE PRESENCE OF:

[Signature]  
(Signature)

Heather A. Scott  
(Printed Name)

[Signature]  
(Signature)

ELAINE M. HING  
(Printed Name)

The Estates at Tuscany Property Owners Association, Inc., a Florida not-for-profit corporation

By: [Signature]  
Name: Ariel Bromberg  
Title: President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

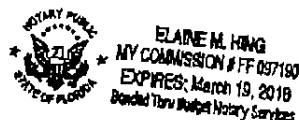
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 2014, by ARIEL BROMBERG, as President of The Estates at Tuscany Property Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the company, who is personally known to me or has produced \_\_\_\_\_ (state) driver's license or \_\_\_\_\_ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)

[Signature]  
Notary Public (Signature)

ELAINE M. HING  
(Printed Name)



Nov. 10. 2014 5:05PM

No. 1248 P. 8

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**ACKNOWLEDGEMENT OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for The Estates at Tuscany Property Owners Association, Inc., hereby accepts and confirms the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.

  
\_\_\_\_\_  
Vivien N. Hastings