

N05000009685

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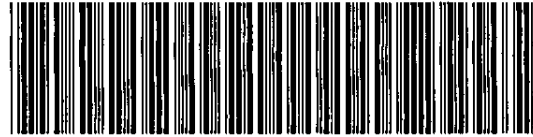
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STATE OF CALIFORNIA
TRIALASSISTANT

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Southampton Property Owners Association, Inc.

DOCUMENT NUMBER: N05000009685

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

Please return all correspondence concerning this matter to the following:

G. Steven Brannock

(Name of Contact Person)

G. Steven Brannock, P.A.

(Firm/ Company)

3601 Quantum Blvd.

(Address)

Boynton Beach, FL 33426

(City/ State and Zip Code)

steve@brannocklaw.com

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

For further information concerning this matter, please call:

Steve Brannock

(Name of Contact Person)

at (561) 369-0054

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

RESTATED ARTICLES OF INCORPORATION
OF
SOUTHAMPTON PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION
NOT-FOR-PROFIT

FILED

12 SEP 20 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATEMENT CERTIFICATE

The undersigned, President of the Southampton Property Owners Association, Inc., ("Association") does hereby certify as follows:

A. Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of the Association are hereby restated in their entirety, as hereinafter set forth.

B. This Restated Articles of Incorporation have been unanimously approved by the Board of Directors by Resolution adopted on the 10th day of September, 2012.

C. The sole Member of the Association, Hovsite Southampton, LLC has approved this Restated Articles of Incorporation and has joined in the execution hereof.

D. These Restated Articles of Incorporation shall supersede the Articles of Incorporation filed September 19, 2005, Document No. N05000009685.

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

PREAMBLE

HOVSITE SOUTHAMPTON, LLC, a Delaware Limited Liability Company ("DECLARANT") owns certain property in Palm Beach County, Florida, (the "PROPERTY"), and has executed the Restated Declaration of Covenants, Restrictions and Easements of SOUTHAMPTON (the "DECLARATION"), which will affect the PROPERTY. This Association is formed as the Association to administer the DECLARATION and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Palm Beach, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the By-Laws of the Association.

ARTICLE I – NAME

The name of the corporation is SOUTHAMPTON PROPERTY OWNERS ASSOCIATION, INC., a Florida Corporation Not-For-Profit, hereinafter referred to as the "ASSOCIATION".

ARTICLE II – PURPOSE

The purpose for which the ASSOCIATION is organized are as follows:

- A. To operate as a corporation not-for-profit pursuant to Chapter 617 and Chapter 720 of the Florida Statutes;
- B. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION; and
- C. To promote the health, safety, welfare, comfort and social and economic benefit for the members of the ASSOCIATION.

ARTICLE III – POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

- 1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida, including but not limited to those set forth in F.S. 617.0302.
- 2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to the following:
 - (a) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and to replace real and personal property.
 - (b) To make and collect ASSESSMENTS against OWNERS of LOTS containing residences to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties;
 - (c) To enforce the provisions of the DECLARATION, these ARTICLES, and the BY-LAWS;
 - (d) To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, and other property under the jurisdiction of the ASSOCIATION;

- (e) To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes;
- (f) To borrow money for the purpose of carrying out the powers and duties of the ASSOCIATION;
- (g) To exercise control over exterior alterations, additions, improvements or changes in accordance with the terms of the DECLARATION;
- (h) To obtain insurance as provided by the DECLARATION;
- (i) To employ personnel necessary to perform the obligations, service and duties required of or to be performed by the ASSOCIATION and for the proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.
- (j) To sue and be sued
- (k) To contract for services.
- (l) To operate and maintain Common Area, including the Surface Water Management System (SWM) permitted in the SFWMD permit.

ARTICLE IV – MEMBERS AND QUORUM

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or the interest in, a LOT whether by conveyance devise, judicial desires, foreclosure or otherwise, and upon the recordation among the public records in the country in which the PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER designated in such deed or other instrument shall there upon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.

- (b) The share of each member in the funds and assets of the ASSOCIATION,

and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

(c) The Association shall have two classes of voting membership: Class A 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 pursuant to the provisions of paragraph 4 below, but in no event shall more than one vote be cast with respect to any Lot. The Class B Member shall be the Declarant and shall be entitled to one thousand (1,000) votes. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) 3 months following the closing of 90% of the Lots that will ultimately be operated by the Association to Members, or

(b) Such earlier date as Declarant may determine.

(d) When more than one (1) person holds an interest in any Lot, the vote for such Lot shall be exercised as they among themselves shall determine, but in no event shall more than one (1) vote be cast with respect to any such Lot. With respect to each Lot owned by other than a natural person or persons or with respect to each Lot owned by more than one person, the Owner(s) shall file with the Secretary of the Association a notice designating the name of an individual who shall be authorized to cast the vote of such Owner(s). In the absence of such designation, the Owner(s) shall not be entitled to vote on any matters coming before the membership, nor shall the presence of such Owner(s) at a meeting be considered in determining whether the quorum requirement has been met. If a Lot shall be owned by husband and wife as tenants by the entirety, no certificate need be filed with the Secretary naming the person authorized to cast votes for said Lot and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the members, unless, prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Lot at the meeting, in which case the certificate requirements set forth above shall apply.

(e) The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provisions for special meetings.

(f) The presence at any meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the Association shall constitute a quorum for any action.

ARTICLE V – TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI –DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3), nor more than five (5) members, and which shall always be an odd number. The Board shall determine the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION as long as the DECLARANT is in control of the Association.

2. ALL of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BY-LAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The DECLARANT shall have the right to appoint all of the Directors so long as the DECLARANT retains control of the Association pursuant to Section 2.3 and 2.6 of the DECLARATION, and thereafter, the DECLARANT shall have the right to appoint at least one (1) Director so long as the DECLARANT owns at least Five (5%) of the LOTS. The DECLARANT may waive its right to elect one or more Directors by written notice to the ASSOCIATION, and, thereafter, such directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the PROPERTY, all of the Directors shall be elected by the members in the manner provided in the BY-LAWS.

4. Within ninety (90) days after the members other than the DECLARANT are entitled to elect Directors, the ASSOCIATION shall call, and give not less than thirty (30) days or more than forty (40) days notice of a meeting of members to elect the Directors which the members are then entitled to elect. The meeting may be called and the notice given by any OWNER if the ASSOCIATION fails to do so. Thereafter, the Directors which the members are entitled to elect shall be elected at the annual meeting of the members.

5. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS. However, any director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be appointed by the DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the Directors.

6. The names and addresses of the Directors, who shall hold office until their successors are appointed or elected, are as follows:

Derek Fenech
Stephen B. Liller
Ed Stackhouse

All located at: 902 Clint Moore Rd,
Suite 110
Boca Raton, FL 33487

ARTICLE VIII – OFFICERS

The officers of the ASSOCIATION shall be president, vice-president, secretary, treasurer and such other officers as the BOARD may from time to time resolution create. The officers shall serve at the pleasure of the BOARD, and the BY-LAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officer. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President:	Derek Fenech
Vice President	Ed Stackhouse
Secretary/Treasurer:	Steve B. Liller

All located at: 902 Clint Moore Rd
Suite 110
Boca Raton, FL 33487

ARTICLE IX – INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not apposed to, the best interest of the ASSOCIATION, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful, except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross

negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, though despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION, and with respect to any original action or proceeding, that he has no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3 Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above.

Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were no parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of the disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

ARTICLE X – MINUTES

The minutes of all meetings of the members shall be kept in a book available for inspection by the members or their authorized representatives, and the directors, at any reasonable time. The ASSOCIATION shall retain these minutes for a period of not less than seven years.

ARTICLE XI – ACTION WITHOUT A MEETING

Any action required or permitted to be taken at any annual or special meeting of the members of the ASSOCIATION, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. If a LOT is owned by more than one person or by a corporation, the consent for such LOT need only be signed by one person who would be entitled to cast the vote for the LOT pursuant to Article IV(4) hereof.

ARTICLE XII – AMENDMENTS

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

1. **Proposal.** Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by Members entitled to vote at least twenty-five (25%) percent of the voting interests of the Association, and delivered to the Secretary.
2. **Call for Meeting.** Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.
3. **Vote Necessary.** In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Members entitled to vote at least seventy-five percent (75%) of the voting interests of the Association.

4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees with the office of the Secretary of State, State of Florida, for approval and will be effective upon such filing.

Notwithstanding the foregoing provisions of this Article XI so long as the Declarant holds Parcels for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant if in the sole opinion of Declarant, which shall be binding, such amendment affects the rights of Declarant or affects the Declarant's ability to sell or lease Parcels in the Project.

ARTICLE XIII – DISSOLUTION AND SURFACE WATER MANAGEMENT

In the event of the dissolution of the Association other than incident to a merger or consolidation, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes. Any Member may petition the local Circuit court for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties in the place and stead of said Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

In the event of termination, dissolution or final liquidation of the Association, the portions of the Common Area containing the Surface Water and Stormwater Management System and Conservation Area shall be conveyed to an appropriate agency of local government; and, if local government declines to accept the conveyance, then such portions of the Common Area shall be dedicated to a similar non-profit corporation.

The Association exists in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system if any will be conveyed to an appropriate agency of local government. If this is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

**ARTICLE XIV - REGISTERED OFFICE ADDRESS AND NAME
OF REGISTERED AGENT**

The registered office of the ASSOCIATION shall be at 350 Camino Gardens Blvd, Suite 202, Boca Raton, Florida 33487. The registered agent of the ASSOCIATION at that address is Larry Schner.

ARTICLE XV - PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is:

c/o A & N Management, Inc.
902 Clint Moore Road, #110
Boca Raton, FL 33487

**ARTICLE XVI – TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. 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.

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.

WHEREFORE, the Restated Articles of Incorporation have been executed on the 10th day of Sept, 2012

SOUTHAMPTON PROPERTY OWNERS
ASSOCIATION, INC.

By: [Signature]
Derek Fenech, President


JOINED IN BY:
HOVSITE SOUTHAMPTON, LLC, a Delaware limited
liability company, as Declarant and sole Member

By: [Signature]
Stephen B. Liller, Vice President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10 day of September, 2012 by Derek Fenech, President of SOUTHAMPTON PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation.

NOTARY PUBLIC-STATE OF FLORIDA
 Jeff L. Johnson
Commission # DD995595
Expires: MAY 25, 2014
BONDED THRU ATLANTIC BONDING CO., INC.


[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
print name Jeff L. Johnson

NOTARY STAMP/SEAL

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10 day of September, 2012 by Stephen B. Liller, as Vice President of HOVSITE SOUTHAMPTON, LLC, a Delaware limited liability company.

NOTARY PUBLIC-STATE OF FLORIDA
 Jeff L. Johnson
Commission # DD995595
Expires: MAY 25, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
print name Jeff L. Johnson

NOTARY STAMP/SEAL