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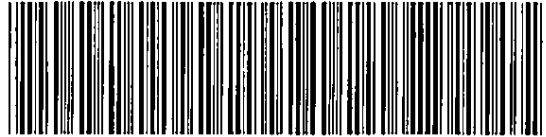
(Business Entity Name)

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2023 DEC -8 AM 11:58  
CLERK OF SUPERIOR COURT  
JANUARY 12, 2024

*Amended & Restated*

JAN 12 2024

D CUSHING

ROBERT L. KAYE, B.C.S.\*  
MICHAEL S. BENDER, B.C.S.\*  
JEFFREY A. REMBAUM, B.C.S.\*

ANDREW B. BLACK, B.C.S.\*  
DANIELLE M. BRENNAN, B.C.S.\*  
GERARD S. COLLINS  
EMILY E. GANNON  
JEFFREY D. GREIN, B.C.S.\*  
KERSTIN HINZEL  
PETER C. MOLLENGARDEN, B.C.S.\*  
ALAN SCHWARTZSEID\*  
DEBORAH S. SUGARMAN

KAREN A. GREEN  
ALISSON L. HERTZ, B.C.S.\*  
BENJAMIN L. HEYDLAUF  
JAY S. LEVIN  
LAUREN T. SCHWARZFELD  
ZACHARY SCULLER  
STUART M. SMITH

LISA A. MAGILL, B.C.S.\*, OF COUNSEL  
KARINA N. SKIE, OF COUNSEL



*Serving clients throughout Florida*

**REPLY TO:**

Palm Beach Gardens Office:

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♦ FLORIDA SUPREME COURT  
CERTIFIED MEDIATOR

♦ BOARD CERTIFIED SPECIALIST IN  
CONDOMINIUM AND PLANNED  
DEVELOPMENT LAW

♦ BOARD CERTIFIED SPECIALIST  
IN CONSTRUCTION LAW

December 7, 2023

**VIA FEDERAL EXPRESS DELIVERY**

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

**RE: The Preserves at Bay Hill Estates Homeowners Association, Inc.  
Amended and Restated Articles of Incorporation**

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc., along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. Also enclosed is a check in the amount of \$35.00 payable to the Secretary of State to cover the cost of filing same. Please feel free to contact our office if you have any questions or concerns. Thank you.

Regards,

KAYE BENDER REMBAUM, P.L.

Danielle M. Brennan, Esq.  
For the Firm

DMB  
Enclosures

**BROWARD County:**  
1200 PARK CENTRAL BLVD, SOUTH  
POMPANO BEACH, FL 33064  
TEL: 954.928.0680 FAX 954.772.0319

**ORANGE County:**  
UNIVERSITY CORPORATE CENTER II  
11156 CORPORATE BLVD, SUITE 130  
ORLANDO, FL 32817  
TEL: 321.165.1771

**HILLSBOROUGH County:**  
1211 N. WESTSHORE BLVD, SUITE 409  
TAMPA, FL 33607  
TEL: 813.375.0734 FAX 813.252.3057

FILED  
2023 DEC -8 AM 11:58  
SECRETARY OF STATE

This instrument was prepared by:  
**JEFFREY REMBAUM, ESQUIRE**  
Kaye Bender Rembaum, P.L.  
9121 N. Military Trail, Suite 200  
Palm Beach Gardens, FL 33410

FILED  
2023 DEC - 8 AM 11:58  
CLERK OF CIRCUIT COURT  
IN AND FOR THE STATE OF FLORIDA

**CERTIFICATE OF FILING**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**THE PRESERVE AT BAY HILL ESTATES HOMEOWNERS ASSOCIATION, INC.**

---

**WHEREAS**, The Preserve at Bay Hill Estates Homeowners Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc., filed October 4, 2005, Document Number N05000010242 (the "Articles"); and

**WHEREAS**, pursuant to Section 12.3 of the Articles, the Articles may be amended upon the approval of sixty-six and two-thirds percent (66 2/3%) of the Association's Board of Directors (the "Board") and seventy-five percent (75%) of the votes of the members present, in person or by proxy, at a meeting of the members at which a quorum is obtained; and

**WHEREAS**, on October 16, 2023, at a properly noticed meeting of the Board, the Board approved the Amended and Restated Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", in accordance with Section 12.3 of the Articles; and

**WHEREAS**, on October 26, 2023, at a properly noticed meeting of the Association's members, the members approved the Amended and Restated Articles in accordance with Section 12.3 of the Articles.

**NOW, THEREFORE**, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles approved by the Board and the Association's members.

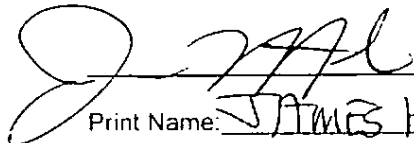
**SEE ATTACHED EXHIBIT "A"**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**THE PRESERVE AT BAY HILL ESTATES HOMEOWNERS ASSOCIATION, INC.**


.....

*[Signature and Notary Page to Follow]*

IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, sealed, and delivered  
in the presence of:

  
Print Name: JAMES H. ASH

  
Print Name: MICHAEL R. CAIN

ASSOCIATION

THE PRESERVE AT BAY HILL ESTATES  
HOMEOWNERS ASSOCIATION, INC.  
a Florida not for profit corporation

By: 


Its: President

Print Name: Rick Haynes

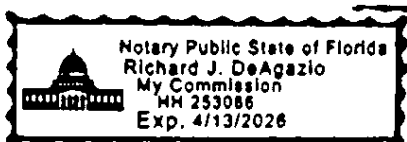
Date: 11-20-23

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or  
☐ online notarization, this 20 day of November, 2023, by Rick Haynes,  
as President of The Preserve at Bay Hill Estates Homeowners Association, Inc., who  
☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification and did  
not take an oath.

  
Notary Public, State of Florida  
Richard J. DeAgazio  
Print Name

My Commission Expires:



## **EXHIBIT "A"**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE PRESERVE AT BAY HILL ESTATES HOMEOWNERS ASSOCIATION, INC. (A CORPORATION NOT FOR PROFIT)**

#### **ARTICLE I DEFINITIONS**

All initially capitalized terms used herein which are defined in the Amended and Restated Declaration for The Preserve at Bay Hill Estates, as may be amended from time to time (the "Declaration"), and not otherwise defined herein, shall have the meanings set forth in the Declaration to which these Amended and Restated Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc. are attached as Exhibit 2, as may be amended from time to time (these "Articles"). Substantial rewording. See governing documents for current text.

#### **ARTICLE II NAME AND ADDRESS**

The name of the Association is THE PRESERVE AT BAY HILL ESTATES HOMEOWNERS ASSOCIATION, INC. The principal address and mailing address of the Association is care of Sea Breeze Community Management Services, Inc., 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410 or at such other principal address or mailing address as may be subsequently designated by the Board.

#### **ARTICLE III REGISTERED AGENT**

The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles.

#### **ARTICLE IV PURPOSES**

The Association is formed to: (a) provide for ownership, operation, maintenance, and preservation of the Common Areas and Improvements thereon; (b) perform the duties delegated to it in the Association Documents; (c) administer the interests of the Association and the Owners; and (d) promote the health, safety, and welfare of the Owners. The Association is a Florida not for profit corporation and does not contemplate pecuniary gain to, or profit for, its members.

## ARTICLE V POWERS

5.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Association Documents, including those powers under and pursuant to the Florida Not For Profit Corporation Act and the Homeowners' Association Act. In the event of any conflict between the provisions of the Florida Not For Profit Corporation Act and the Homeowners' Association Act, the provisions of the Homeowners' Association Act shall apply. In the event of any conflict between these Articles and the By-Laws, these Articles shall control; and in the event of any conflict between these Articles and the Declaration, the Declaration shall control.

5.2 Enumeration. The Association shall also have all the powers, privileges, and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

a. To perform all the duties and obligations of the Association set forth in the Association Documents.

b. To enforce, by legal action or otherwise, the provisions of the Association Documents and agreements governing or binding the Association and the Property.

c. To fix, levy, collect, and enforce payment, by any lawful means, of all Assessments and to use the proceeds thereof in the exercise of its powers and duties.

d. To pay all Operating Costs, including, but not limited to, all licenses, taxes, or governmental charges levied or imposed against the Common Areas.

e. To acquire (by gift, purchase, or otherwise), annex, own, hold, improve, alter, add to, relocate, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer, or otherwise dispose of real or personal property (including, without limitation, the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

f. To borrow money, and to mortgage, pledge, or hypothecate any or all of its Assessments and/or real or personal property as security for money or debts incurred.

g. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of the Common Areas to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

h. To participate in mergers and consolidations with other not for profit corporations organized for the same purpose.

i. To adopt, publish, promulgate, and enforce the Rules and Regulations and agreements governing the Association and the Property to effectuate all of the purposes for which Association is organized.

j. To employ personnel and retain independent contractors to contract for management of the Association and the Property and to delegate in such management agent all or any part of the powers and duties of the Association.

k. To contract for services to be provided to, or for the benefit of, the Association, the Owners, and the Property as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

l. To establish committees and delegate certain of its functions to those committees.

m. To operate and maintain the Surface Water Management System within the Property in a manner consistent with the applicable SFWMD Permit requirements and applicable SFWMD rules, and to assist in the enforcement of the Declaration which relate to the Surface Water Management System.

## ARTICLE VI MEMBERSHIP

6.1 Members. Each Owner shall be a Member. No person or entity who holds an interest in a Lot only as security for the performance of an obligation shall be a Member. A beneficiary of a trust (as defined in former section 737.303(4)(b), Florida Statutes), provided said beneficiary occupies the Unit, or a grantor (as defined in section 733.703(3), Florida Statutes) of a trust which has a record ownership interest in a Unit (but not merely as a security interest) shall be deemed a Member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot. In no event shall any Member acquire any rights that are greater than the rights granted to, and limitations placed upon, its predecessor in title pursuant to the provisions of the Association Documents. Except as otherwise specifically set forth in the Association Documents, the transferor shall remain jointly and severally liable with the transferee for all obligations of the Member and the Lot pursuant to the Association Documents.

6.2 Voting Rights. There shall be one (1) vote appurtenant to each Lot. Each vote shall be exercised or cast in the manner provided by the By-Laws. Any person or entity owning more than one (1) Lot shall be entitled to one (1) vote for each Lot owned.

6.3 General Matters. When reference is made in the Association Documents, agreements governing the Association and the Property, or otherwise, to a majority or specific percentage of Members or Owners, such reference shall be deemed to be reference to a majority or specific percentage of the votes of eligible Members or Owners and not of the Members or Owners themselves.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board consisting of the number of directors determined by the By-Laws. Board members shall be appointed and elected as stated in the By-Laws. All of the duties and powers of the Association shall be exercised exclusively by the Board, subject only to the approval of the Members when it is specifically required.

## ARTICLE VIII DURATION

The Association shall have perpetual existence. In the event of the dissolution of the Association without reinstatement within thirty (30) days, other than incident to a merger or consolidation, any Member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if the Association is dissolved, the Surface Water Management System shall be conveyed to SFWMD or an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar not for profit corporation.

## ARTICLE IX AMENDMENTS

9.1 General Restrictions on Amendments. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must be obtained. No amendment may be made to these Articles which shall in any manner reduce, amend, affect, or modify the terms, conditions, provisions, rights, and obligations set forth in the Declaration.

9.2 Adoption. These Articles may be amended with the approval of a majority of the entire Board and the approval of at least seventy-five percent (75%) of the votes present, in person or by proxy, at a duly noticed meeting of the Members at which there is a quorum. The approval of the Members may be obtained by taking a vote at a meeting of the Members or by written consent in lieu of a meeting in accordance with the Florida Not For Profit Corporation Act.



9.3 Recording and Filing. A copy of each amendment adopted pursuant to this Article IX shall be recorded among the Official Records of the County and filed with the Secretary of State pursuant to the provisions of applicable Florida law.

9.4 Notice of Amendment. Within thirty (30) days after recording an amendment to these Articles, the Association shall mail, deliver, or electronically transmit a copy of the amendment to the Members. However, if a copy of the proposed amendment is provided to the Members before they vote on the amendment, and the proposed amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the Members that the amendment was adopted, identifying the Official Records Book and Page number of the recorded amendment, and that a copy of the amendment is available at no charge to the Members upon written request to the Association. Notwithstanding the foregoing, the failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

#### ARTICLE X INITIAL SUBSCRIBER

The name and address of the initial subscriber to the Association's original Articles of Incorporation is:

Patricia Kimball Fletcher, Esq.  
Patricia Kimball Fletcher, P.A.  
Duane Morris LLP  
200 South Biscayne Blvd., Suite 3400  
Miami, FL 33131

#### ARTICLE XI OFFICERS

Subject to the direction and at the pleasure of the Board, the affairs of the Association shall be administered by a President, Vice President, a Secretary, and a Treasurer and such other officers as the Board may from time to time designate, in the Board's sole discretion, the powers and duties of which shall be designated by the Board as the Board deems necessary in its sole discretion. The officers shall be elected by the Board in the manner set forth in the By-Laws.

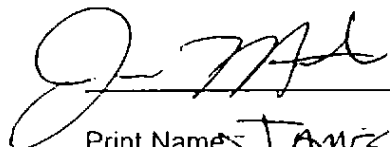
#### ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS.

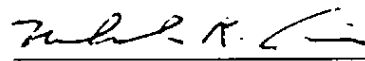
The Association shall and does hereby indemnify and hold harmless every director of the Association and every officer of the Association, their heirs, executors, and administrators, against all loss, cost, and expenses reasonably incurred in connection with any action, suit, or proceeding to which such director or officer may be made a party

by reason of being or having been a director or officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the director or officer shall be finally adjudged in such action, suit, or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc. were executed at Palm Beach County, Florida this 20 day of November, 2023.

Signed, sealed and delivered  
in the presence of:

  
Print Name: JAMES H ASH

  
Print Name: MICHAEL R. CAIN

**ASSOCIATION**

**THE PRESERVE AT BAY HILL ESTATES  
HOMEOWNERS ASSOCIATION, INC.**  
a Florida not for profit corporation

By: 

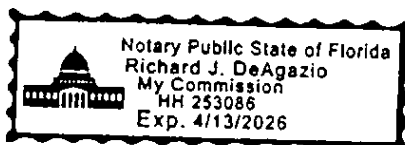
Its: President

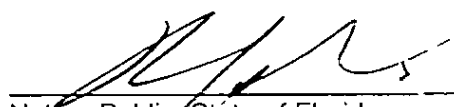
Print Name: Rick Haynes

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF PALM BEACH )

The foregoing Amended and Restated Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc. were acknowledged before me by means of ☒ physical appearance or ☐ online notarization this 20 day of November, 2023, by Rick Haynes, as President of The Preserve at Bay Hill Estates Homeowners Association, Inc., who ☐ is personally known to me or ☒ produced Florida Drivers License as identification and did not take an oath.

My commission expires:



  
Notary Public, State of Florida

Richard J. DeAgazio  
Print Name of Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for **THE PRESERVE AT BAY HILL ESTATES HOMEOWNERS ASSOCIATION, INC.** at the place designated in these Amended and Restated Articles of Incorporation of The Preserve at Bay Hill Estates Homeowners Association, Inc., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 5<sup>th</sup> day of December, 2023.

KAYE BENDER REMBAUM, P.L.

By: \_\_\_\_\_

Jeffrey Rembaum, Member  
(Registered Agent)