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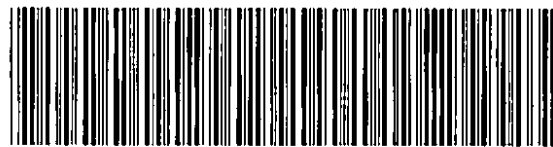
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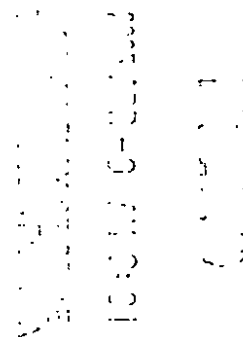
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LISA A. MAGILL, B.C.S.*, OF COUNSEL

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◊ BOARD CERTIFIED SPECIALIST
IN CONSTRUCTION LAW

April 7, 2025

VIA FEDERAL EXPRESS DELIVERY

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

**RE: The Isles at Waterway Village 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 for The Isles at Waterway Village Homeowners Association, Inc. along with a copy of same to have stamped and returned to us after filing. Also enclosed is a check in the amount of \$35.00 made 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.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.


Danielle M. Brennan, Esq.
For the Firm

DMB/tr
Enclosures

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

SEMINOLE COUNTY:
855 E. SR 434, SUITE 2209
WINTER SPRINGS, FL 32708
TEL. 321.430.7565

HILLSBOROUGH COUNTY:
1211 N. WESTSHORE BLVD., SUITE 409
TAMPA, FL 33607
TEL. 813.875.0781 FAX 813.252.3057

(Additional Office in Miami-Dade County, by Appointment Only)

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

CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE ISLES AT WATERWAY VILLAGE HOMEOWNERS ASSOCIATION, INC.

WHEREAS, The Isles at Waterway Village Homeowners Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of The Isles at Waterway Village Homeowners Association, Inc., filed December 9, 2005, **Document Number N05000012367** (the "Articles"); and

WHEREAS, pursuant to Article XIII of the Articles, the Articles may be amended upon the approval of the Association's Board of Directors (the "Board") and the approval of a majority of the total voting interests of the Association; and

WHEREAS, at a meeting of the Board held on **January 30, 2025**, the Board adopted the Amended and Restated Articles of Incorporation of The Isles at Waterway Village Homeowners Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as **EXHIBIT "A"**, upon approval of the Board in accordance with Article XIII of the Articles; and

WHEREAS, at a meeting of the Association's members held on **March 13, 2025**, the Association's members adopted the Amended and Restated Articles upon the approval of the members in accordance with Article XIII 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 Association.

SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE ISLES AT WATERWAY VILLAGE 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:

[Signature]
Print Name: JOHN C GIESSEN

Post Office Address: 4966 CORSICA SQ VB FL 32967

[Signature]
Print Name: LINDA CLERCH

Post Office Address: 4980 CORSICA SQ VB, FL 32967

ASSOCIATION

THE ISLES AT WATERWAY VILLAGE
HOMEOWNERS ASSOCIATION, INC.,
a Florida not for profit corporation

By: [Signature]
Arthur Eisdorfer, its President

Date: 4-1-25

STATE OF FLORIDA)
) ss:
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or
☐ online notarization this 1st day of April 2025, by Arthur Eisdorfer, as President of The Isles at Waterway
Village Homeowners Association, Inc., who ☒ is personally known to me or ☐ produced _____
_____ as identification and did not take an oath.



PATTY PAULSELL
Commission # HH 300380
Expires September 14, 2026

[Signature]
Notary Public, State of Florida
[Signature]
Print Name

My commission expires: 9/14/26

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE ISLES AT WATERWAY VILLAGE HOMEOWNERS ASSOCIATION, INC. (A Florida Corporation Not For Profit)

Substantial rewording. See governing documents for current text.

ARTICLE I DEFINITIONS

Unless otherwise defined herein, all initially capitalized terms used herein shall have the same meaning as defined in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for The Isles at Waterway Village, as may be amended from time to time (the "Declaration"), to which these Amended and Restated Articles of Incorporation of The Isles at Waterway Village Homeowners Association, Inc., as may be amended from time to time (these "Articles"), are attached as Exhibit B.

ARTICLE II NAME AND ADDRESS

The name of this corporation is THE ISLES AT WATERWAY VILLAGE HOMEOWNERS ASSOCIATION, INC., whose principal address and mailing address is 5350 Waterway Village Boulevard, Vero Beach, Florida 32967, or such other principal address or mailing address as may be designated by the Board from time to time.

ARTICLE III PURPOSES

The Association is organized as a Florida corporation not for profit and a homeowners' association in accordance with the provisions of Chapters 617 and 720 of the Florida Statutes, respectively, for the purpose of owning, operating, administering, managing, and maintaining the Association Property in accordance with the terms of the Association Documents; carrying out the powers and duties of the Association in accordance with the Association Documents, and enforcing the provisions of the Association Documents.

ARTICLE IV POWERS

The Association shall have the following powers and shall be governed by the following provisions:

4.1 General Powers. The Association shall have all 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 Declaration, these Articles, or the Bylaws, 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 Bylaws, these Articles shall control; and in the event of any conflict between these Articles and the Declaration, the Declaration shall control.

4.2 Enumerated Powers. The Association shall have all the powers granted to the Association in the Declaration and the Bylaws, which are incorporated into these Articles as if fully set forth herein, and shall have all the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

A. To perform any act required or contemplated by it under the Association Documents.

B. To make, establish, amend, and enforce reasonable rules and regulations governing, without limitation, the use of the Association Property and the use of Lots.

C. To make, levy, and collect Assessments for the purpose of obtaining funds from its Members to pay Master Expenses and Community Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.

D. To own, maintain, repair, replace, operate, and convey the Association Property in accordance with the Association Documents, and to otherwise acquire, own, improve, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association.

E. To enforce by legal means the obligations of the Members and the provisions of the Association Documents.

F. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration, and management of the Association Property, subject to the authority of the Master Association, and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Association Property and to delegate to such professional manager certain powers and duties of the Association.

G. To create committees and appoint persons to such committees and invest in such committees such powers and responsibilities as the Board may deem advisable, subject to any limitations on directors' rights to delegate authority as may exist under law.

H. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of the

purposes of the Association or to carry out the Association's mandate to keep and maintain the Community in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls, and enforcement which will enhance the quality of life at the Community.

I. To borrow money and to obtain such financing as is necessary to carry out the powers and duties of the Association in accordance with the Association Documents and, as security for any such loan, to collaterally assign the Association's right to collect and enforce Assessments levied for the purpose of repaying any such loan.

ARTICLE V MEMBERS AND VOTING

5.1 Qualifications for Membership. Each and every Owner shall be a Member and exercise all of the rights and privileges of a Member. Membership in the Association shall be established by the acquisition of ownership of fee simple title to a Lot as evidenced by the recording of an instrument of conveyance amongst the Official Records of the County. Where title to a Lot is acquired by conveyance from a party by means of sale, gift, inheritance, devise, judicial decree, or otherwise, the person(s) or entity thereby acquiring such Lot shall not be a Member unless or until such Owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association. No person or entity holding an interest of any type or nature whatsoever in a Lot only as security for the performance of an obligation shall be a Member. No Member may assign, hypothecate, or transfer in any manner the Member's membership in the Association except as an appurtenance to the Member's Lot.

5.2 Termination of Membership. Any Member who conveys or loses title to a Lot by sale, gift, devise, bequest, judicial decree, or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member resulting from ownership of such Lot.

5.3 Voting Rights. There is one (1) vote for each Lot owned. If there is more than one (1) Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one (1) person, such Members collectively shall be entitled to only one (1) vote for such Lot. Votes shall be cast in the manner set forth in the Bylaws.

ARTICLE VI TERM

The Association shall exist perpetually. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners' association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved

Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of the Association's initial Articles of Incorporation is as follows:

John Olinger
4500 PGA Boulevard, Suite 400
Palm Beach Gardens, FL 33418

ARTICLE VIII OFFICERS

The Association's officers shall be the President, Vice President, Secretary, Treasurer, and such other officers as the Board may, from time to time, determine. Officers must be Members and must comply with all additional eligibility requirements set forth in the By-Laws and the Homeowners' Association Act. The manner of election to office, the term of office, and other provisions regarding the officers shall be established by the Bylaws.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board consisting of five (5) or seven (7) directors, as the Board shall from time to time determine in accordance with the Bylaws. Directors must be Members and must comply with all additional eligibility requirements set forth in the Homeowners' Association Act. There shall be only one (1) vote for each Director. The manner of election to the Board, the term of service, and other provisions regarding the Board shall be established by the Bylaws.

The resignation of a director who was designated by Declarant or the resignation of an officer of the Association who was elected by the Declarant-controlled Board shall be deemed to remise, release, acquit, satisfy and forever discharge such officer or director of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Association or the Members had, now have, or will have or which any personal representative, successor, heir, or assign of the Association or the Members hereafter can, shall or may have against said officer or director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such director's or officer's willful misconduct or gross negligence.

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ARTICLE X
INDEMNIFICATION

Each and every director, officer, and duly appointed member of committees of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including, without limitation, Legal Fees, reasonably incurred by or imposed upon them in connection with any negotiation, proceeding, arbitration, litigation, or settlement in which they become involved by reason of being or having been a director, officer, or committee member of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a director, officer, or committee member at the time such cost, expense, or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article X shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a director, officer, or committee member admits that he/she is, or is adjudged, guilty of willful misfeasance or malfeasance in the performance of his/her duties, the indemnification provisions of this Article X shall not apply. The foregoing right of indemnification provided in this Article X shall be in addition to and not exclusive of any and all rights of indemnification to which a director, officer, or committee member of the Association may be entitled under statute or common law.

ARTICLE XI
BYLAWS

The Bylaws may be amended or rescinded in the manner provided for in the Bylaws; provided, however, that at no time shall the Bylaws conflict with the Declaration or these Articles. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XII
AMENDMENTS

12.1 Adoption. Copies of all proposed amendments to these Articles shall be provided to the Master Association no later than fifteen (15) days prior to adoption. These Articles may be amended by the approval of a majority of the entire Board and the approval of a majority of the voting interests of the Members present at a membership meeting at which a quorum is attained. 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.

12.2 Provisos. No amendment to these Articles shall (i) prejudice the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee; (ii) abridge, amend, or alter the rights of Declarant without the prior written consent of Declarant; or (iii) conflict with the Declaration. Any attempt to amend contrary to this prohibition shall be of no force or effect.

12.3 Recording and Filing. A copy of each amendment adopted pursuant to this Article XII shall be attached to a certificate signed by an officer of the Association, filed with the Secretary of State, and recorded among the Official Records of the County and shall become effective upon recording.

12.4 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 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 XIII REGISTERED OFFICE AND 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.

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[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of The Isles at Waterway Village Homeowners Association, Inc. were executed on the date set forth below.

Signed, sealed, and delivered
in the presence of:

John C Giesse
Print Name: JOHN C GIESSE

Post Office Address: _____
4966 GRSIA SQ VB FL 32967

ASSOCIATION

THE ISLES AT WATERWAY VILLAGE
HOMEOWNERS ASSOCIATION, INC.
a Florida not for profit corporation

By: *Arthur Jay Eisdorfer*
Arthur Eisdorfer, its President

Date: 4-1-25

Linda Clerch
Print Name: LINDA CLERCH

Post Office Address: _____
4980 CORSICA SQ VB, FL 32967

STATE OF FLORIDA)
) ss:
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or
☐ online notarization this 18 day of April 2025, by Arthur Eisdorfer, as President of The Isles at Waterway
Village Homeowners Association, Inc., who ☒ is personally known to me or ☐ produced _____
_____ as identification and did not take an oath.



PATTY PAULSELL
Commission # HH 300380
Expires September 14, 2026

Patty Paulsell
Notary Public, State of Florida
Patty Paulsell
Print Name

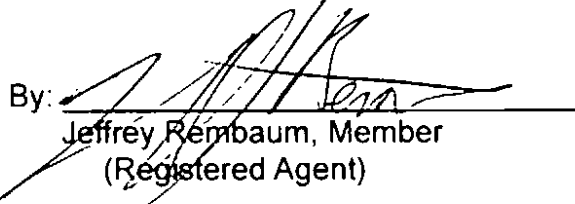
My commission expires: 9/14/26

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not for profit corporation at the place designated in these Amended and Restated Articles of Incorporation of The Isles at Waterway Village 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 7th day of April 2025.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member
(Registered Agent)

RECEIVED
APR 10 2025
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA