

N06943

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

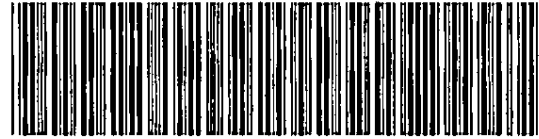
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2023 JAN 10 AM 7:41  
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JAN 11  
S. PRATHEP

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** WATERS BEND AT BOCA WEST HOMEOWNERS' ASSOCIATION, INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Shapiro Blasi Wasserman & Hermann, P.A.  
Name (Printed or typed)

7777 Glades Road, Suite 400

Address

Boca Raton, Florida 33434

City, State & Zip

561-477-7800

Daytime Telephone number

ablasi@sbwh.law

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

**NOTE: Please provide the original and one copy of the document.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 14, 2022

SHAPIRO BLASI WASSERMAN & HERMANN, P.A.  
7777 GLADES ROAD  
SUITE 400  
BOCA RATON, FL 33434

SUBJECT: WATERS BEND AT BOCA WEST HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: N06943

We have received your document for WATERS BEND AT BOCA WEST HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have completed the incorrect forms for Amended and Restated Articles of Incorporation, we are enclosing the proper forms and instructions. We also don't process Declaration of Restrictions and Protective Covenants, please remove this statement as we only file Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6939.

Stacy Prather  
Regulatory Specialist III

Letter Number: 822A00027788

2022 JUN 10 AM 10:13

## RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

2023 JUN 10 PM 7:00  
CLERK OF COURT

### ARTICLE I NAME

The name of the corporation is: WATERS BEND AT BOCA WEST HOMEOWNERS' ASSOCIATION, INC.

### ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: Amended and Restated Articles of

Incorporation are attached as an exhibit hereto, and are

hereby incorporated herein by this reference.

### ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT        John Doe

X Remove                    V        Mike Jones

X Add                        SV        Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

**Adoption of Amendment(s) (CHECK ONE)**

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was April 14, 2022, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

May 31, 2022

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: JANUARY 6, 2023

Signature: \_\_\_\_\_

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Mark Berkowitz

(Typed or printed name of person signing)

President

(Title of person signing)

2023 JAN 10 AM 7:44

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

~~AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WATERS BEND AT BOCA WEST HOMEOWNERS' ASSOCIATION, INC.~~

Whereas, the Amended and Restated Articles of Incorporation of Waters Bend at Boca West Homeowners' Association, Inc. dated January 14, 1992, were recorded on January 14, 1992, in Official Records Book 7087, Page 1848, of the Public Records of Palm Beach County, Florida (the "Articles"), which Articles are binding upon and enforceable by the "Association" against each "Owner" of a Lot" situated within "The Properties", as those terms are used and defined in the Declaration, as previously amended and restated; and,

Whereas, pursuant to Article VIII of the Articles, as previously amended:

Amendments to these Articles shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection.... If such proposed amendment is passed by the Membership, in accordance with the terms hereof, the amendment is deemed in full force and effect; and,

Whereas, in accordance with F.S. §720.306 and pursuant to Article VIII of the Articles, as previously amended, the Board of Directors of the Association had previously proposed and approved the following proposed Amendment to and Restatement of the Bylaws, which was thereafter submitted to the Membership for adoption or rejection at a Special Meeting of the Members held for such purpose.

Now, Therefore, by the affirmative vote of more than two-thirds (2/3) of the entire membership; to wit: at least thirty-eight (38) affirmative votes in favor of said Amendment, the following Amendment to and Restatement of the Articles was adopted by the Membership at a Special Meeting of the Membership held at 4:00 P.M. on Thursday, April 14, 2022, at the Community Pool located at 19671 Waters End Drive, Boca Raton, Florida 33434; to wit (note: Substantial Rewording of Declaration. See Current Declaration for Present Text):

The Association hereby adopts the following Amended and Restated Articles of Incorporation as follows, in accordance with the provisions of Chapter 617 of the Florida Statutes:



**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

NAME

The name of the corporation shall be Waters Bend at Boca West Homeowners' Association, Inc., which is hereafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Amended and Restated Declaration of Restrictions and Protective Covenants for Waters Bend at Boca West dated of even date herewith and to which these Amended and Restated Articles are appended as an exhibit (the "Declaration"). All defined terms used herein, and in the Bylaws (i.e., words having their initial letters capitalized), shall have the meanings, if any, ascribed to them in the Declaration unless they are differently and expressly defined herein and/or in the Bylaws. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Members or individual person, firm or corporation.

The Association by and through its Board of Directors shall have the following powers:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. All of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, including specifically all powers conferred by Chapters 617 and 720 of the Florida Statutes.
- C. All powers necessary to implement the purposes and carry out the duties and obligations of the Association, including any and all powers granted it by the Declaration.
- D. To establish reserve accounts, collect reserve funds, and spend such funds in connection with periodic maintenance and capital improvements.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

Section 2. Voting\_Rights. The Association shall have one class of voting membership. Members shall be all those Owners as defined in Section 1. Members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such Lot. Any Owner having record legal title to a Lot shall automatically be authorized to cast a vote in connection with the Lot; however, in the event of disagreement between different Owners of the same Lot concerning the vote for the Lot, no vote in connection with that Lot shall be counted. In the event that a Lot is owned by a trust, any trustee may cast a vote in connection with the Lot; however, in the event of disagreement between or amongst multiple trustees concerning the vote for the Lot, no vote in connection with that Lot shall be counted. When circumstances require, in the sole discretion of the Association, any trustee may be required to provide sufficient documents establishing his or her appointment as trustee prior to being permitted to cast a vote. In the event that a Lot is owned by a business entity, any officer, director, partner, manager, or other lawful agent of the business entity may cast a vote in connection with the Lot; however, in the event of disagreement between or amongst multiple officers, directors, partners, managers, or other such lawful agents of the business entity concerning the vote for the Lot, no vote in connection with that Lot shall be counted. When circumstances require, in the sole discretion of the Association, any officer, director, partner, manager, or other lawful agent of a business entity owning a Lot may be required to provide sufficient documents establishing his or her title, capacity, or agency prior to being permitted to cast a vote.

Section 3. Meetings\_of\_Members. The Bylaws of the Association shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if twenty-five percent (25%) of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE IV

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

Section 1. Management\_by\_Directors. The property, business and affairs of the Association shall be managed by a Board of Directors. Beginning at the first annual membership meeting following the adoption of this Amended and Restated Articles of Incorporation and continuing thereafter, the Board of Directors which shall consist of an odd number of directors of not less than five (5) nor more than seven (7) persons, as the Board of Directors shall establish from time to time determine. A majority of the directors in office, not including any vacancies, shall

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting. Changes in the number of directors serving on the Board may only take effect prospectively corresponding with upcoming annual meetings. Accordingly, no director shall lose his or her position on the Board of Directors solely as the result of a reduction in the number of directors serving on the Board, and new director positions that may be created by an increase in the number of directors serving on the Board of Directors may only be filled by the Members at an election and may not be filled by appointment.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the turnover date and until qualified successors are duly elected and have taken office, shall be as follows:

Kenneth Harris	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
Ann Dee Gruber	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
George Leibowitz	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
Elizabeth Nadler	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
Phil Wienberg	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
Mark Berkowitz	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431

Section 3. Election of Members of Board of Directors. Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association who are eligible to serve on the Board of Directors in accordance with the requirements set forth within Fla. Stat. §720.306, as amended from time to time, who are residing in the Properties or shall be authorized representatives, officers, or employees of corporate Members of the Association. Upon the adjournment of the first annual membership meeting either following or held contemporaneously with the adoption of these Amended

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

and Restated Articles of Incorporation, the terms of all of the directors comprising the Board of Directors shall expire. At the first annual membership meeting either following or held contemporaneously with the adoption of these Amended and Restated Articles of Incorporation, the Association's Members shall elect five (5) directors and establish staggered director terms as follows: the three (3) candidates receiving the highest number of votes shall serve two-year terms and the two (2) candidates who are elected to the board having received the fewest number of votes shall serve one-year terms. At each annual membership meeting thereafter, the Association's Members shall elect the number of directors equivalent to the number of director terms expiring, and each director who is elected shall serve a two-year term unless a shorter term is required to re-establish staggered terms. Tie votes that are material to establishing staggered terms, as indicated, or that are material to determining which candidates are elected to the Board of Directors shall be resolved by agreement of the candidates affected by the tie vote or, if no such agreement is reached, by coin flip administered by a volunteer who is neither an officer, director, candidate for the Board of Directors, or employee of the Association. In the event there are more candidates for the Board of Directors than director positions up for election, but no election occurs because a quorum of Members cannot be obtained to conduct business at an annual membership meeting, then those directors holding director positions that were up for election shall remain on the Board of Directors until the next annual membership meeting at which a quorum is obtained. If, at any annual membership meeting, staggered director terms need to be re-established for any reason, the candidates who are elected to the Board of Directors having received the most votes shall serve the longest available terms, and the candidates who are elected to the Board of Directors having received the fewest votes shall serve the shortest available terms. The election of directors shall be by vote of the Members of the Association taken at an annual membership meeting either in person or by proxy. The Association shall provide Members with a first notice of the date of the annual membership meeting at least forty-five (45) days before the annual membership meeting is scheduled to occur. Members may nominate themselves to be candidates for the Board of Directors by notifying the Association in writing of their intent to be a candidate at least thirty-five (35) days prior to the scheduled date of the annual membership meeting. The Association shall provide Members with a second notice of the annual membership meeting at least fourteen (14) days before the annual membership meeting is scheduled to occur advising of the date of the annual membership meeting and the names of candidates who have nominated themselves to run for the Board of Directors and who have been determined to be eligible to serve if elected. The second notice of the annual membership meeting shall also enclose a proxy form to be used by those Members who wish to vote at the annual membership meeting by proxy. Candidate nominations may not be taken from the floor at an annual membership meeting. The type and form of proxy used to elect directors shall be determined by the Board of Directors. An election of directors is not required at the annual membership meeting unless there are more candidates than director positions up for election. If an election is not required and is not held, then the names of the members serving on the Board of Directors shall be announced at the earliest feasible time.

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

Section 4. Duration\_of\_Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers\_Provided\_For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election\_and\_Appointment\_of\_Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and serve until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First\_Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

Office	Name	Address
President	Mark Berkowitz	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
Vice President	Elizabeth Nadler	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431
Secretary	Ann Dee Gruber	3901 N. FEDERAL HIGHWAY, STE 202 BOCA RATON, FL 33431

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

Treasurer                      George Leibowitz                      3901 N. FEDERAL HIGHWAY, STE 202  
BOCA RATON, FL 33431

ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the Membership in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the Membership of the Association for adoption or rejection and shall be adopted upon the receipt of approval of a majority of those Members voting in person or by proxy at a Membership meeting called for such purpose at which a quorum is present.

ARTICLE IX

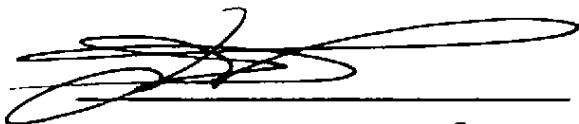
REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is Shapiro Blasi Wasserman & Hermann, P.A., at 7777 Glades Road, Suite 400, Boca Raton, Florida 33434. The Association shall be authorized to change the Association's registered agent from time to time by decision of the Board of Directors and without the need for the Members to amend these Articles.

In Witness Whereof, the Association has hereunto set its hands and seals through its President and Secretary, this 31<sup>st</sup> day of May, 2022.

Witnesses:

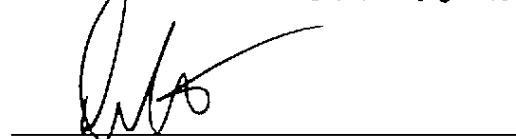
Waters Bend at Boca West Homeowners Association, Inc., a Florida corporation not-for-profit



Print Witness Name: Jon Stormont

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

Mark Berkowitz, President



Print Witness Name: David Schwartz

Attest:  \_\_\_\_\_

Ann Dee Gruber, Secretary

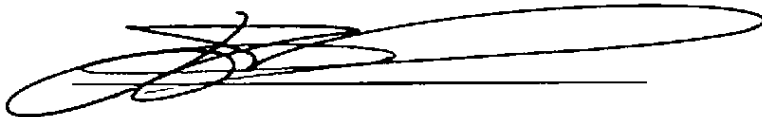
**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

State of Florida )

County of Palm Beach )

BEFORE ME, the undersigned authority, on this day personally appeared Mark Berkowitz and Ann Dee Gruber, President and Secretary, respectively, of Waters Bend at Boca West Homeowners' Association, Inc., a Florida corporation not-for-profit, by means of ☒ physical presence or ☐ online notarization, who ☒ is personally known by me or ☐ who produced \_\_\_\_\_ as identification, proving themselves to be the persons whose names are subscribed to the foregoing instrument, and who acknowledged to me that they executed same for the purposes and consideration herein expressed, on behalf of the Association.

Given under my hand and seal of office this the 31<sup>st</sup> day of May, 2022.



Notary Public, State of Florida at Large

My Commission Number:



JON STORMONT  
Commission # GG 937562  
Expires December 5, 2023  
Bonded Thru Budget Notary Services

My Commission Expires:

**CERTIFICATION OF ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the appointment as registered agent for the Association and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. I hereby confirm that the Association has been notified in writing of this change.

SHAPIRO BLASI WASSERMAN & HERMANN, P.A.

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

Andrew B. Blasi, Esq., VP

Signature of Registered Agent

Date: \_\_\_\_\_

6/27/2022

**Substantial Rewording of Declaration. See Current Declaration for Present Text.**

State of Florida )

County of Palm Beach )

BEFORE ME, the undersigned authority, on this day personally appeared Andrew B. Blasi, Esq., as VP of Shapiro Blasi Wasserman & Hermann, P.A., as the appointed Registered Agent for Waters Bend at Boca West Homeowners' Association, Inc., a Florida corporation not-for-profit, by means of ☒ physical presence or ☐ online notarization, who ☒ is personally known by me or ☐ who produced \_\_\_\_\_ as identification, proving him/herself to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he/she executed same for the purposes and consideration herein expressed, on behalf of the Association.

Given under my hand and seal of office this the 27<sup>th</sup> day of ~~May~~ <sup>June</sup>, 2022.

Donna Ferrandi

Notary Public, State of Florida at Large

My Commission Number:

My Commission Expires:

