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COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC.

Certificate of Status	0
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC.
(A Not-For-Profit Corporation)

- A. Hobe Sound Polo Club Property Owners' Association, Inc. ("Association") was incorporated under the laws of Florida on December 9, 2008.
- B. The original Articles of Incorporation of the Association were dated December 9, 2008 ("Original Articles").
- C. Pursuant to Article XIII of the Original Articles, the Original Articles can be amended the affirmative vote of those members of the Association ("Members") entitled to vote casting 2/3 of the total votes entitled to be cast in the Association in favor of such amendment.
- D. Discovery Hobe Sound Investors, LLC, a Delaware limited liability ("Discovery") is the sole Member.
- E. Discovery owns all of the property ("Property") subject to the Declaration of Covenants and Restrictions for Hobe Sound Polo Club ("Initial Declaration") dated January 27, 2009, recorded in the Official Records Book 2376, Page 480, of the Public Records of Martin County, Florida ("Public Records"), as amended by the Supplement and First Amendment to Declaration of Covenants and Restrictions for Hobe Sound Polo Club dated July 4, 2018, recorded in the Official Records Book 3014, Page 1668, of the Public Records ("First Amendment"). The Initial Declaration and the First Amendment collectively are the "Declaration."
- F. Association was responsible for operating the Property under the Declaration.
- G. Discovery intends to replat the Property and terminate the Declaration, or already has done so.
- H. Discovery, as sole Member, now desires to completely amend and restate the Original Articles and the terms and the conditions of the Original Articles shall be entirely amended, restated, superseded, and replaced by the terms and conditions contained in these Amended and Restated Articles of Incorporation of the Association ("Articles"), which shall take effect on filing with the State of Florida.
- I. The Association is governed by Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of the corporation shall be "HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC." ("Association").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal office of the Association and the Association's mailing address is 14605 N. 73rd Street, Scottsdale, AZ 85260, or at such other place as may be designated, from time to time, by the Board of Directors of the Association ("Board").

ARTICLE III. DURATION; INCORPORATOR

The Association shall exist in perpetuity, unless it is dissolved pursuant to any applicable provision of the Florida Statutes. The Association commenced its existence on the filing of the Original Articles with the Secretary of State of the State of Florida. As required pursuant to Section 617.0202(1)(g), F.S., the name

and address of the incorporator of the Association referenced in the Original Articles are Larry B. Alexander, whose address is Jones Foster P.A., Flagler Town Center, 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to further the interests of the Member, including to exercise all the powers and privileges and to perform all of the duties and obligations of the Association and any other lawful purpose.

ARTICLE V. POWERS

Section 5.1. The Association shall have all of the common law and statutory powers permitted a corporation not-for-profit under Florida law which are not in conflict with these Articles, together with such additional specific powers as are contained in the Bylaws of the Association (as amended from time to time, "Bylaws").

Section 5.2. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

(a) The power to collect from the Member and expend monies collected for the purposes of paying the expenses of the Association.

(b) All of the powers and privileges granted to corporations not-for-profit under the laws of the State of Florida.

(c) All of the powers reasonably necessary to implement and effectuate the purposes of the Association as described in these Articles and the Bylaws.

(d) The power to establish, maintain and operate an Association not-for-profit.

(e) The power to bring suit and to litigate on behalf of the Association and its Member.

(f) The power to exert an effort for the Member to protect the value of the property of the Member and to engage in such other activities as may be to the benefit of the Member.

(g) The power to borrow money and select depositories for the funds of the Association and the power to determine the process by which such funds are received, deposited and disbursed.

(h) The power to do such other things as may be necessary in order to perform the duties and exercise the power provided for the Association in the Bylaws or these Articles.

(i) All funds and title to real and personal property acquired by the Association shall be held in the name of the Association for the benefit of the Member in accordance with the Bylaws and these Articles.

ARTICLE VI. NO CAPITAL STOCK; MEMBERSHIP

The Association shall have no capital stock and shall be composed of a member rather than shareholders. Membership in the Association shall be established as described in the Bylaws.

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ARTICLE VII. DIRECTORS

Section 7.1. The manner in which the directors of the Association ("Directors") are elected, appointed, and removed shall be as described in the Bylaws.

Section 7.2. The names and addresses of the current directors of the Corporation are:

Joseph Arenson	257 N. Canon Dr. #300 Beverly Hills, CA 90210
Schuyler Joyner	14605 N. 73rd Street Scottsdale, AZ 85260
Michelle Ngo	257 N. Canon Dr. #300 Beverly Hills, CA 90210

ARTICLE VIII. OFFICERS

Section 8.1. The manner in which the officers of the Association are elected, appointed, and removed shall be as described in the Bylaws.

Section 8.2. The names of the current officers are:

<u>Name</u>	<u>Office</u>
Joseph Arenson	President
Schuyler Joyner	Vice President
Michelle Ngo	Secretary; Treasurer

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ARTICLE IX. REGISTERED AGENT AND STREET ADDRESS

The registered office for the Association and the registered agent for the Association at that address are the following: CT Corporation System, 1200 Pine Island Road, Plantation, Florida 33324.

ARTICLE X. INDEMNIFICATION

To the maximum extent permitted by Section 607.0850, Florida Statutes (2023), every Director, officer of the Association ("Officer") and committee member of any committee of the Association ("Committee Member") shall be indemnified by the Association, and every employee of the Association ("Employee") and agent of the Association ("Agent") may be indemnified by the Association, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of such person's being or having been a Director, Officer, Committee Member, Employee, or Agent, whether or not such person is a Director, Officer, Committee Member, Employee, or Agent at the time such expenses are incurred, except when the Director, Officer, Committee Member, Employee, or Agent is adjudged guilty of willful misfeasance or malfeasance in the performance of such person's duties; provided, however, that in the event of a settlement the

indemnification shall apply only when the Board approves such settlement or reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, Committee Member, Employee, or Agent may be entitled.

ARTICLE XI. PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Association does not permit pecuniary gain or profit. Except for services rendered by the Member under contract or agreement with the Association, no dividend shall be paid and no part of the income of the Association shall inure to the benefit of any Member, Director, or Officer, and as such they will have no interest in or title to any of the property or assets of the Association; provided, however, that the acquisition after the date hereof of certain assets of the Association by Discovery shall not be deemed a dividend or distribution of income hereunder, notwithstanding that Discovery is the Member or any principal of Discovery may be a Director or Officer. Nothing herein shall prohibit the Association from reimbursing its Directors and Officers for expenses reasonably incurred in performing services rendered to the Association, nor shall anything herein be construed to prohibit payment by the Association of compensation in a reasonable amount to a Director or Officer for services rendered to the Association in a capacity other than as a Director or Officer.

ARTICLE XII. LIABILITY FOR DEBTS

Neither the Member nor the Officers or Directors shall be liable for the debts of the Association.

ARTICLE XIII. AMENDMENT

Amendments to these Articles shall require the affirmative vote of the Member entitled to vote casting of the total votes entitled to be cast in the Association in favor of such amendment.

ARTICLE XIV. DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets of the Association, both real and personal, shall be distributed, as permitted by Florida law or a court having jurisdiction, to the Member.

ARTICLE XV. SEVERABILITY

Should any paragraph, sentence, phrase, or portion of any provision of these Articles be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

These Articles have been duly adopted by the sole Member as of February 29, 2024.



Joseph Arenson, President

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC.
2. The name and address of the registered agent and office is CT Corporation System, 1200 Pine Island Road, Plantation, Florida 33324.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29 day of February, 2024.

CT Corporation System

By: Eric Carlson
Name: Eric Carlson
Title: Asst. Secretary

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