

N 09580

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200025648452

12/22/03--01077--012 **35.00

01/21/04--01001--001 **8.75

FILED
04 JAN 20 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FL 32399

1-21
11A 11:00 AM 1/21/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 5, 2004

SACHS SAX KLEIN//ATTORNEYS AT LAW
% LOUIS CAPLAN
PO BOX 810037
BOCA RATON, FL 33481-0037

SUBJECT: LA CORNICHE AT BOCA POINTE HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: N09580

We have received your document for LA CORNICHE AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The registered agent must sign accepting the designation.

Please remit an additional \$8.75 if you need a certified copy as stated in your letter.

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) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 504A00000234

SACHS SAX KLEIN

ATTORNEYS AT LAW

SUITE 4150
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499
DIRECT LINE (561) 237-6840
FACSIMILE (561) 994-4985

MAILING ADDRESS
POST OFFICE BOX 810037
BOCA RATON, FLORIDA 33481-0037

LOUIS CAPLAN, ESQ.
e-mail: lc@sachs-sax-klein.com

January 9, 2004

Ms. Anna Chesnut
Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: La Corniche at Boca Pointe Homeowners' Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 2143.01**

Dear Ms. Chesnut:

Pursuant to your letter of January 5, 2004, enclosed please find the Amended and Restated Articles of Incorporation for La Corniche at Boca Pointe Homeowners' Association, Inc. with Spencer Sax's signature as the Registered Agent.

Your letter also indicates that the word "initial" or "first" should be removed from the document regarding directors, officers, and/or registered agent unless the individuals listed are the individuals originally designated at the time of the incorporation. Please note that the individuals listed in the document are in fact the individuals originally designated under the original Articles at the time of incorporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$8.75 for a certified copy of the document. Please note the \$35.00 filing fee was previously forwarded to you.

Thank you for your attention to this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

SACHS SAX KLEIN

LOUIS CAPLAN

LC/chg
Enclosure

M:\Association\La Corniche at Boca Pointe\Secretary of State (Anna Chesnut) 010904.wpd

SACHS SAX KLEIN

ATTORNEYS AT LAW

SUITE 4150
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499
DIRECT LINE (561) 237-6840
FACSIMILE (561) 994-4985

MAILING ADDRESS
POST OFFICE BOX 810037
BOCA RATON, FLORIDA 33481-0037

LOUIS CAPLAN, ESQ.
e-mail: lc@sachs-sax-klein.com

December 15, 2003

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: La Corniche at Boca Pointe Homeowners' Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 2143.01**

Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of \$35.00. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

*no more
sent
for EC.*

Thank you for your attention to this matter.

Very truly yours,

SACHS SAX KLEIN

LOUIS CAPLAN

LC/chg
Enclosure

M:\Association\La Corniche at Boca Pointe\Secretary of State 12-15-03.wpd

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LA CORNICHE AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC.**

FILED
04 JAN 20 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On December 2, 2003, the above Amended and Restated Articles of Incorporation of La Corniche at Boca Pointe Homeowners' Association, Inc., was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: December 10, 2003.

**LA CORNICHE AT BOCA POINTE
HOMEOWNERS' ASSOCIATION, INC.**

By: _____

Daniel Gabrielle, President

By: _____

Lila Hirsch, Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LA CORNICHE AT BOCA POINTE HOMEOWNER'S ASSOCIATION, INC.**

FILED
04 JAN 26 PM 1:39
TALLAHASSEE
SECRETARY OF STATE

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be LA CORNICHE AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association".

ARTICLE II

DEFINITIONS

Each term used herein which is defined in the Declaration of Covenants and Restrictions for LA CORNICHE AT BOCA POINTE recorded or to be recorded among the Public Records of Palm Beach County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed to in the Declaration.

ARTICLE III

PURPOSE AND POWERS

The objects and purposes of the Association are to own, maintain and administer the common areas and to oversee uniformly maintained exterior surfaces or residences, walls and fences as well as lots or units within that certain residential community known as LA CORNICHE AT BOCA POINTE situate in Palm Beach County, Florida, pursuant to and in accordance with the Declaration; as same may be amended from time to time; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

This amended document was prepared by a Committee appointed by the Board of Directors, and reviewed by the law firm of Sachs and Sax, Klein, P.A., 301 Yamato Road, Boca Raton, Florida, 33431.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power:

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. The Association shall have all 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. The association shall also have all the powers necessary to implement the purposes of the Association.

ARTICLE IV

MEMBERS

Section 1. Membership.

A. Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit 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 security for the performance or obligation shall not be a member.

B. Change in membership will be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record for title to such property and by delivering to the Association a copy of such instrument. In the event that a copy of said instrument is not delivered to the Association, said owner shall not be entitled to the voting privileges established by this Declaration.

Section 2. Voting Rights.

The Association shall have one (1) class of voting membership:

Members: Members shall all be those owners as defined in Section 1. Members shall be entitled to one vote for each lot or unit in which they hold the interests required for membership by Section 1. When more than one person holds such interest in any lot or unit, all such persons shall be Members, but the vote for such lot or unit shall be exercised only by one Member as shall be designated in a written instrument, executed by or on behalf of any record owner of such interest, filed with the secretary of the Association. In no event shall more than one vote be cast with respect to any lot or unit. Any such written instrument designating one of several persons holding such interest in any one lot or unit as the person to cast the vote for such lot or unit may be executed by any one owner of such interest in such lot without regard to whether the person executing such written designation is or is not the voting Member designated therein. In the event of the filing of conflicting written designations with respect to any lot or unit, neither written designation shall be effective. Under such circumstances, the filing with the Secretary of the Association of a written instrument, duly executed by or on behalf of all the record owners of the entire fee interest in such lot or unit, designating one of them as the person entitled to cast the vote for such lot or unit be a necessary condition precedent to the right to cast such a vote.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's lot shall remain unpaid for more than ninety (90) days after the due date for the payment thereof.

Section 3. Meetings of Members.

The Bylaws of the Association shall provide for annual meetings of the Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of members, in person or by proxy, of Members entitled to cast thirty (30%) percent of the vote shall constitute a quorum for the transaction of business.

ARTICLE V
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI
DIRECTORS

Section 1. Management by Directors.

The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors may from time to time determine but not less than three (3) nor more than nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meeting of directors, including annual meetings.

Section 2. Original Board of Directors.

The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of the Members and until qualified successors are duly elected and have taken office, shall be as follows:

Albert Jansenson	7818 La Corniche Circle Boca Raton, Florida 33433
Marlies Altendorf	7818 La Corniche Circle Boca Raton, Florida 33433
Suzanne White	7818 La Corniche Circle Boca Raton, Florida 33433

Section 3 Election of Members of Board of Directors.

Except for the first 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 the removal from office of directors. All directors shall be members of the Association.

Section 4. Duration of Office.

Persons 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. Each year a majority of the board will be elected: On a three (3) member board, two (2) will run and one (1) highest number of ballots receives a two (2) year term and one (1) runner up receives a one (1) year term. On a five (5) member board, three (3) will run and two (2) highest number of ballots receive a two (2) year term and one (1) runner up receives a one (1) year term. On a seven (7) member board, four (4) will run with three (3) highest ballots receives a two (2) year term and one (1) runner up receives a one (1) year term. On a Nine member board, five (5) will run and four (4) highest ballots receive a two (2) year term and one (1) runner up receives a one (1) year term.

Section 5. Vacancies.

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

ARTICLE VII

OFFICERS

Section 1. Officers.

The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such officers and assistant officers and agents as the Board of Directors may from time to time deem necessary and consistent with the Bylaws of the Association.

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 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 all other officers shall be

directors of the Association. If the office of President shall become vacant, for any reason, or if the President shall be unable 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 any individual to fill each vacancy. The name person may hold two offices provided, however, that the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

Section 3. First Officers.

The names of the first officers of the Association, who shall hold office until the first election of officers by the Board of Directors and until successors are duly elected and have taken office shall be as follows:

OFFICE	NAME	ADDRESS
President	Albert Jansenson	7818 La Corniche Circle Boca Raton, Florida 33433
Vice President	Marlies Altendorf	7818 La Corniche Circle Boca Raton, Florida 33433
Secretary	Suzanne White	7818 La Corniche Circle Boca Raton, Florida 33433

ARTICLE VIII

BYLAWS

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

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of two-thirds (2/3) of the Members of the Association who have the right to vote; provided, however, that (a) no amendment shall make any change in the qualifications for membership, nor the voting

rights of the Members without the written approval or affirmative vote of all the Members of the Association, these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration. A copy of each amendment to these articles shall be recorded among the Public Records of Palm Beach County, Florida.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including but not limited to, legal fees, reasonably incurred by or imposed upon each person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director or officer of the Association, whether or not a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled under statute or common law.

ARTICLE XI

TRANSACTION IN WHICH DIRECTORS

OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes counted for such purposes. No director or officer of the Association shall incur liability by reason of the fact that he is or 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 a committee which authorized the contract or transaction.

ARTICLE XII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
Albert Jansenson	7818 La Corniche Circle Boca Raton, Florida 33433
Marlies Altendorf	7818 La Corniche Circle Boca Raton, Florida 33433
Suzanne White	7818 La Corniche Circle Boca Raton, Florida 33433

ARTICLE XIII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The Principal office of the Association shall be 7818 La Corniche Circle, Boca Raton, Florida 33433 or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent therein is Albert Janjenson.

WITNESS: LA CORNICHE HOMEOWNERS ASSOCIATION INC.

BY: *Barbara*
it's *Sec.*

STATE OF FLORIDA)
 ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2 day of December 2003 by Lila Hirsch of La Corniche Homeowners

Association, Inc. He/she is personally known to me or who has produced
as identification.

My commission expires:

Donna Evans

NOTARY PUBLIC, State of Florida, at large

Print Name Donna Evans



Donna Evans
 Commission #DD241002
 Expires: Sep 08, 2007
 Bonded Thru
 Atlantic Bonding Co., Inc.

ACCEPTANCE OF RESIDENT AGENT

The undersigned accepts his appointment as the registered agent of LA CORNICHE AT BOCA POINTE Homeowners' Association, Inc. at the registered office herein before mentioned, which shall be kept open pursuant to paragraph 48.091 and paragraph 607.034, Fla. Stat. [signed by] SPENCER SAX

Spencer Sax