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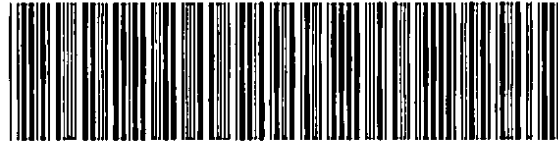
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2019

JONATHAN M. MOFSKY
SIEGFRIED RIVERA
201 ALHAMBRA CIRCLE - 11TH FLOOR
CORAL GABLES, FL 33134

SUBJECT: TOWN HOMES AT OAK LANE HOMEOWNERS' ASSOCIATION,
INC.
Ref. Number: N10000004201

We have received your document for TOWN HOMES AT OAK LANE HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents that can not be filed as one.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 719A00025436

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. SEE EXHIBIT "B" OF PRIOR DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED AMONG THE PUBLIC RECORDS OF MIAMI-DADE COUNTY AT OR BOOK 23714, PAGE 293, FOR CURRENT TEXT.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TOWN HOMES AT OAK LANE HOMEOWNERS'
ASSOCIATION, INC.

The Town Homes At Oak Lane Homeowners' Association, Inc. was formed as a not-for-profit corporation under Chapter 617 of the laws of the State of Florida ("Chapter 617"), by the incorporator filing its original Articles of Incorporation on April 28, 2010 (the "Original Articles"). This instrument amend and restates the Original Articles in their entirety.

The Articles of Incorporation set forth herein, as the same may be amended and in effect from time to time, are hereinafter referred to as the "Articles" and are as follows.

Article 1
NAME AND DEFINITIONS

The name of the corporation shall be Town Homes at Oak Lane Association, Inc., which is hereinafter referred to as the "Association". The capitalized terms used but not defined herein shall have the meanings, if any, given to them in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Town Homes At Oak Lane, as recorded in the Public Records of Miami-Dade County, Florida, and as amended and/or supplemented from time to time (the "Declaration"), unless the context clearly requires otherwise; provided, however, that the term "Member" shall mean a member of the Association as provided herein.

Article 2
PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration. The further objects and purposes of the Association are to preserve the values and amenities of all Lots which are now or hereafter developed within the properties which are subjected to the Declaration (hereinafter referred to as the "Properties") and to maintain the Common Areas, and other portions of the Properties for the benefit of the Members of the Association and the Owners of the Lots within Oak Lane (the "Community").

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.

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CLERK OF COUNTY

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific action by or approval of the Board or the Members.

The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in plain conflict with the express terms of these Articles or of the Declaration. The Association shall also have all of the powers necessary to exercise all of the Association's rights and privileges, to perform all of its duties and obligations and to otherwise implement the purposes of the Association as set forth in the Declaration, as well as the powers and duties of an Association which are set forth, conferred, or authorized in Chapter 720 of the Florida Statutes, as amended and in effect from time to time (hereinafter referred to as "**Chapter 720**"). The Association shall further have all lawful powers necessary to provide for the common good, health, safety and general welfare of all of the Owners in the manner for which the Declaration provides or permits.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and such purposes and powers shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause or statement, but shall be broadly construed as independent purposes and powers.

Article 3

MEMBERS

3.01 Membership. Every person or entity who is a record Owner of a fee simple interest or undivided fee simple interest in any Lot shall be a member of the Association (a "**Member**"). Notwithstanding anything else to the contrary set forth herein, any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a Member of the Association.

3.02 Members' Voting Rights. Members shall be entitled to one (1) vote for each Lot in which they hold the interest required or membership required in this Article 3. When more than one person or entity holds such interest in any Lot, all such persons and entities shall be Members, and the vote for such Lot shall be exercised as they amongst themselves determine (the "**Voting Member**"), but in no event shall more than one (1) vote be cast with respect to any such Lot, which vote shall be cast in the manner provided by the By-Laws.

3.03 General Matters. Unless otherwise plainly specified, or otherwise expressly required by Chapter 720, when any reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, if any, management contracts or otherwise, to a majority or specific percentage of Voting Members, such reference shall be deemed and construed to be a reference to a majority or such specific percentage of the votes of Voting Members present, in person or by proxy, at a duly constituted meeting thereof, and not to all of the Voting Members themselves.

3.04 Meetings of Members. The By-Laws shall provide for an annual meeting of Members, and may provide 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 at least thirty percent (30%) of the total votes which may be cast by the Voting Members in good standing shall be represented at the meeting by the respective Voting Members. Unless otherwise specifically required by law, references herein and in the Declaration, By-Laws, and other documents administered by or binding on the Association to meetings of Members shall be deemed to refer to meetings and votes of Voting Members.

Article 4 **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

Article 5 **BOARD OF DIRECTORS**

5.01 Management by Directors. The property, business, and affairs of the Association shall be managed by a Board, which shall, upon the date of this instrument, consist of five (5) persons (the “**Directors**” and each individually, a “**Director**”). The Board may alter, by resolution, the authorized number of Directors on the Board, up to a maximum of seven (7) Directors and subject to a minimum of three (3) Directors. A majority of the authorized number of Directors at a given time shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including annual meetings.

5.02 Scope and Limitations of Liability. Without limiting, superseding, or altering any other or additional limitation or exclusion of liability or any privilege, defense, or immunity existing or arising under applicable law, no Director shall be subject to, incur, or have liability to the Association, or to any person or persons (including specifically but without limitation its Members) acting in its name or stead or on its behalf, for any action, inaction, conduct, or course of conduct for which the Director has or would have no liability by virtue of, or in accordance with standards set forth in, Section 607.0831 or in Section 617.0830, Florida Statutes (2019), as now in effect, or as from time to time amended and in effect, or in any successor statute, whichever thereof is more protective of a Director in the circumstances.

5.03 Director Qualifications. All Directors must be Members of the Association. A person to whom any of the following circumstances applies may not stand for or accept election as a Director, and anyone who becomes a Director and to whom any such circumstance comes to apply during his or her term of service, shall resign effective on the date that such circumstance first applies, and in the absence of a formal or explicit resignation, he or she shall be deemed to have resigned effective on that date; specifically, the person (a) ceases to be a Member; or (b) initiates or voluntarily joins as an adverse party any legal proceeding against the Association, excluding however any proceeding seeking indemnification consistent with Article 10 of these Articles; or (c) is declared legally incompetent; or (d) is convicted of or pleads guilty or nolo contendere to a felony involving moral turpitude; or (e) fails to attend all of the Board meetings noticed and held during a given full annual term in office.

5.04 Election or Appointment of Board of Directors. Unless otherwise provided in these Articles of Incorporation, Directors elected or appointed by the Voting Members shall be elected or appointed at the annual meeting of the Members, or an adjournment thereof to a different date, time or place, as provided in the By-laws. The By-Laws may provide for the method of voting for the election and for the removal from office of Directors in a manner consistent with Chapter 720.

5.05 Duration of Office. Directors elected or appointed by the Voting Members shall hold office until the next succeeding annual meeting of the Members and thereafter until qualified successors are duly elected or appointed and have taken office.

5.06 Vacancies. If a Director shall for any reason cease to be a Director, the Board of Directors, at either its first or second meeting next following the date of the resulting vacancy, or if the Board does not then so act, the Voting Members in the manner the By-Laws provide, shall have the right to appoint or elect a successor to fill the vacancy, but only for the balance of the unexpired term unless the successor is elected at the next Annual Meeting of Members.

Article 6

OFFICERS

6.01 Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

6.02 Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board annually for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election for the removal from office of officers, for the filling of vacancies and for the duties of the officers. 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 may elect or appoint an individual to fill such vacancy.

Article 7

BY-LAWS

The Board shall adopt By-Laws consistent with these Articles. Such By-Laws may be altered, amended, repealed or rescinded by the Board or by the Voting Members in the manner set forth in the By-Laws and in compliance with Chapters 617 and 720.

Article 8

AMENDMENTS

8.01 Approval of Amendments. Any amendments to these Articles shall first be proposed and approved by the Board and thereafter submitted to a meeting of the Members for

adoption or rejection, adoption requiring affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the votes of the Voting Members.

8.02 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 720. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

8.03 Conflicting Provisions. In case of any conflict between these Articles and the By-Laws, these Articles shall control; and in case of any conflict between these Articles and the Declaration, the Articles shall control, except to the extent expressly provided otherwise in the Declaration.

Article 9 **INCORPORATOR**

The name and address of the incorporator of the Association was:

<u>Name</u>	<u>Address</u>
Allen Greenwald	7301 SW 57th Court, #565 South Miami, Florida 33143

Article 10 **INDEMNIFICATION**

10.01 Right to Indemnification. Subject to the limitations and exclusions expressly set forth in this Section 10.01 and elsewhere in this Article 10, the Association shall indemnify any person who, based on or as a result or because of his or her position, authority, duties, conduct, or action as a Director, officer, or appointed committee member of the Association, incurs financial liability or costs as part or as a result of, or in connection with, a matter for which Sections 607.0831 and 617.0831, Florida Statutes (2019), either require or permit the Association to indemnify such person, but always subject to and in compliance with all procedures, limitations, conditions, and exclusions those statutes provide or impose. However, the Association shall have no obligation to indemnify any person in any of the following circumstances: (a) any criminal investigation or proceeding in which the person pleads nolo contendere to, or pleads or is found guilty of, a felony; (b) any action brought or claim or cause of action asserted by the Association against such person, with some evidentiary basis, alleging intentional fraud, or alleging embezzlement, misappropriation, or theft of property of, the Association, unless it is judicially found or the Association later acknowledges or admits that such claim or action was baseless, frivolous, not asserted or maintained in good faith, or asserted with a motive to harass; (c) any action or proceeding brought or claim or cause of action asserted by any such person against the Association, unless such person prevails thereon after final disposition of the matter including all appeals taken; or (d) any action brought or claim or cause of action asserted in good faith and with some evidentiary basis against such person by a person other than the Association (a "third party") alleging that such person committed an intentional

tort against and to the financial damage of the third party claimant, in which the third party ultimately prevails on, or the person admits to the accuracy of, such an allegation.

10.02 Attorneys' Fees. To the extent that a Director, officer or committee member of the Association who is entitled to indemnification under Section 10.01 of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.01 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

10.03 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of a written, legally binding undertaking, in form and substance reasonably satisfactory to the Association, by or on behalf of the Director, officer, or committee member to repay such amounts in full unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 10 or applicable Florida law.

10.04 Non-exclusive. The indemnification provided by this Article 10 shall not be deemed exclusive of any other rights to which those seeking or those provided indemnification may be entitled under Chapter 617 or 720, or Section 607.0350, Florida Statutes, as from time amended and in effect, or other applicable law, or any by-law, agreement, vote of Voting Members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be Director, officer, or committee member and shall inure to the benefit of the heirs, executors and administrators of such person. Further, nothing in this Article 10 shall prohibit, but nothing shall require or obligate, the Association, upon due express approval by its Board, to indemnify or agree to indemnify, on such terms and conditions as the Board may in its discretion approve or prescribe, any person whom the Association is not otherwise obligated to indemnify but who incurs costs, liability, or potential liability due to and based on good faith and authorized conduct or course of action, where his or her self-interest is consistent with the interests of the Association, in his or her capacity as an actual (and not merely or purportedly apparent) Director, officer, agent or representative of the Association, and based on and arising from his or her duties or responsibilities as such while acting on the Association's behalf and for its benefit in such capacity.

10.05 Power to Purchase Insurance. The Association shall have the power, but no obligation (except to the extent required under Chapter 720), to purchase, pay for, and maintain insurance on behalf of each and any person who is or was a Director, officer, committee member, employee or agent of the Association, or is or was serving at the express request of the Association as a director, officer, employee or agent of another organization or enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

10.06 No Amendment. The provisions of this Article 10 shall not be amended with retroactive effect. Any amendment to this Article 10 shall be effective as to the Association and as to each other person referenced herein only as to their respective rights and obligations that first accrue, vest, or attach from and after the effective date of such amendment.

Article 11 **OFFICE**

The principal office and mailing address of the Association shall be at 7495 S.W. 56 Court, South Miami, Florida 33143, or at such other place as may be designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Florida law, which may be at the office of its management company.

Article 12 **REGISTERED AGENT**

Until changed, SIEGFRIED, RIVERA, HYMAN, LERNER, DE LA TORRE, MARS & SOBEL, P.A. shall be the registered agent of the Association and the registered office shall be c/o SIEGFRIED, RIVERA, HYMAN, LERNER, DE LA TORRE, MARS & SOBEL, P.A., 201 Alhambra Circle, 11th Floor, Coral Gables, Florida 33133.

Article 13 **DISSOLUTION**

Upon any dissolution of the Association, all of its assets shall be conveyed to another not-for-profit corporation, unincorporated association or public agency.

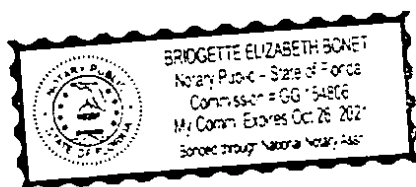
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Richard

Steven Elias, President
Town Homes at Oak Lane Homeowners' Association, Inc.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of November, 2019, by STEVEN ELIAS, as the President of TOWN HOMES AT OAK LANE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit. He is personally known to me or has produced a Florida Driver's License as identification.

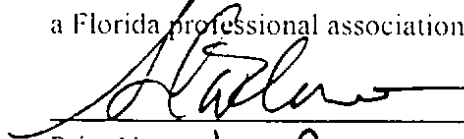


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 06-26-2021

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE HAVING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Having been named as registered agent for **TOWN HOMES AT OAK LANE HOMEOWNERS' ASSOCIATION, INC.,** at the place designated in said Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

SIEGFRIED, RIVERA, HYMAN, LERNER, DE
LA TORRE, MARS & SOBEL, P.A.,
a Florida professional association



Print Name: JOHN CATALANO, Shareholder