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D SCOTT

MAY 21 2019

# SACHS SAX CAPLAN

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JOSEPH ARENA, ESQ.  
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May 1, 2019

Florida Department of State  
Division of Corporations – Amendments Section  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Planters Point at Boca West Property Owners' Association, Inc. (the  
"Association")  
Document No.: N13586

To Whom It May Concern:

Enclosed with this letter please find an original Amended and Restated Articles of Incorporation of Planters Point at Boca West Property Owners' Association, Inc. (the "Amended and Restated Articles"), a copy of same, and a self-addressed return envelope containing postage. As indicated on Page 1 of the enclosed Amended and Restated Articles, they were approved by a vote of the Association's Board of Directors taken at a meeting held February 19, 2019, and also by a vote of the Association's membership taken at a meeting held March 29, 2019. They are effective immediately, and they amend and restate the Association's Articles of Incorporation in their entirety.

The enclosed Amended and Restated Articles are submitted for the Department's review and processing. Please also find enclosed a check made payable to "Florida Department of State" in the amount of \$43.75 reflecting filing fees plus fees associated with obtaining Department certification of the enclosed copy.

Please have the Department update its records to reflect the Amended and Restated Articles, certify the copy we have submitted, and return the certified copy to us. Do not hesitate to contact me with any questions or concerns about this submission. We are anxious to receive the Department's certification of the Amended and Restated Articles so that we may file them in the county public records.

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To reach me without delay, please dial 561-994-4499 or send an email to [jarena@ssclawfirm.com](mailto:jarena@ssclawfirm.com).

Very truly yours,

SACHS SAX CAPLAN

A handwritten signature in black ink, appearing to read 'J. Arena', written over the printed name 'Joseph Arena'.

Joseph Arena

Enclosures

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PLANTERS POINT AT BOCA WEST  
PROPERTY OWNERS' ASSOCIATION, INC.**

The original Articles of Incorporation of Planters Point at Boca West Property Owners' Association, Inc. is recorded in Official Records Book 25907, Page 200, et seq., of the Public Records of Palm Beach County, Florida. At a meeting of the Board of Directors held on February 19, 2019, a majority of directors approved this Amended and Restated Articles of Incorporation of Planters Point at Boca West Property Owners' Association, Inc. and directed that it be submitted for membership vote. Thereafter, at an Annual Members' Meeting held March 29, 2019, Owners holding not less than two-thirds (2/3rds) of the membership's voting interests adopted this Amended and Restated Articles of Incorporation of Planters Point at Boca West Property Owners' Association, Inc. amending and restating the original Articles of Incorporation of Planters Point at Boca West Property Owners' Association, Inc. in its entirety.

The undersigned corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Amended and Restated Articles of Incorporation as follows:

**ARTICLE I**

**NAME**

The name of the corporation shall be PLANTERS POINT AT BOCA WEST PROPERTY OWNERS' 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 Planters Point dated April 23, 2019 (the "Declaration"). All terms used herein and in the Bylaws shall have the meanings, if any, assigned to them in the Declaration.

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:

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- 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.

**Section 2. Voting Rights.** The Association shall have one class of voting membership:

**Class A.** Class A members shall be all those Owners as defined in Section 1. Class A Members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. 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 thirty percent 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 shall consist of not less than three nor more than five persons, as the Board of Directors shall from time to time determine. A majority of the directors in office, not including any vacancies, shall 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.

**Section 2.** Omitted.

**Section 3. Election of Members of Board 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.

Upon the adjournment of the first annual membership meeting following the adoption of these Amended 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 following 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 that 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.

**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. All officers shall be directors. 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 perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

**Section 3.** Omitted.

## **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 adopted upon the receipt of approval of two-thirds (2/3rds) of those members voting in person or by proxy at a membership meeting at which a quorum is obtained.



## **ARTICLE IX**

### **REGISTERED AGENT**

The name and address of the registered agent of the Corporation is Associated Corporate Services, 6111 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487. The Association shall be authorized to change the corporation's registered agent from time to time by decision of the Board of Directors and without the need to amend this Article.

## **ARTICLE X**

### **INCORPORATOR**

Joseph F. Henn of 19990 Boca West Drive, Boca Raton, Florida, 33427 was the Incorporator of the original Articles.

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TALLAHASSEE, FLORIDA

Executed this 23 day of April, 2019

Witnesses

Carolyn Restivo  
Signature

Carolyn Restivo  
Printed Name

Amee Smith  
Signature

Amee Smith  
Printed Name

**PLANTERS POINT AT BOCA WEST PROPERTY OWNERS' ASSOCIATION, INC.**

By: Charles Samberg  
Charles Samberg, President

By: Leslie Seiff  
Leslie Seiff, Secretary

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss:

The foregoing instrument was acknowledged before me this 23 day of April, 2019, by Charles Samberg, as President, and Leslie Seiff, as Secretary, of Planters Point at Boca West Property Owners' Association, Inc., who are Personally Known [ ] or Produced Identification P.

Type of Identification produced, if applicable: Driver's license

Sherrell Brown  
NOTARY PUBLIC, State of Florida

(SEAL)

