

3/19/2018

10:41 AM

FROM: Fax Server

TO: 918506176380

P. 3

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H18000085689 3)))



H180000856893ABCC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : JAM MARK LIMITED  
Account Number : I20000000112  
Phone : (305) 789-7758  
Fax Number : (305) 789-7799

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: rselig@seliglegal.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PLANTATION POINTE OWNER'S ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

RECEIVED

18 MAR 19 AM 10:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 19 2018

I ALBRITTON

Electronic Filing Menu

Corporate Filing Menu

Help

3/19/2018 10:41 AM FROM: Fax Server

TO: +18506176380 P. 2

850-617-6381

3/19/2018 9:17:33 AM PAGE 1/001 Fax Server



March 19, 2018

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PLANTATION POINTE OWNER'S ASSOCIATION, INC.

C/O TORBURN PARTNERS

1033 SKOKIE BOULEVARD, SUITE 480

NORTHBROOK, IL 60062

SUBJECT: PLANTATION POINTE OWNER'S ASSOCIATION, INC.

REF: N14000008363

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H18000085689  
Letter Number: 118A00005437

3/19/18 - Good morning Ms, Irene. Attached please find the revised Articles. Please use the original fax date of March 16, 2018. Thank you.

RECEIVED  
18 MAR 19 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

FILED  
2018 MAR 15 PM 11:08  
((H18000085689 3)))

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
PLANTATION POINTE OWNER'S ASSOCIATION, INC.  
(Florida not for profit corporation)

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I  
NAME; PRINCIPAL OFFICE

1.1 Name. The name of the corporation shall be PLANTATION POINTE OWNER'S ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

1.2 Principal Office. The principal office and mailing address of the Association shall be at c/o Torburn Partners, 1033 Skokie Boulevard, Suite 480, Northbrook, Illinois 60062, or at such other place as may be subsequently 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 Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act").

ARTICLE II  
PURPOSE AND POWERS

2.1 Purpose. The purpose of the Association shall be to serve as a commercial property owner's association, and more particularly authorized by the Master Declaration of Easements, Covenants, Conditions and Restrictions, recorded (or to be recorded) in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration") by 8000 West Sunrise, LLC, a Delaware limited liability company (as Declarant under Declaration), and its affiliates, successors and permitted assigns. All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain certain areas as more specifically set forth in the Declaration for the benefit of the Members of the Association.

2.2 No Individual Benefit. 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.

2.3 Corporate Powers. The Association shall have 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 above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

((H18000085689 3)))

((H18000085689 3)))

2.4 Delegation. 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 (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

2.5 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

2.6 Stormwater Management System. The Association shall operate, maintain and manage the surface water or stormwater management system(s) contained in the Property in a manner consistent with the Broward County Environmental Protection Department and the South Florida Water Management District (collectively, the "SFWMD") Permit requirements and applicable SFWMD rules, and shall assist in the enforcement of the terms of the Declaration that relate to the surface water or stormwater management system.

2.7 Perpetual Existence. The Association shall have perpetual existence.

2.8 Distribution of Income; Dissolution.

(a) The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers.

(b) Upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

(c) In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which would comply with Section 40C-42.027 of the Florida Administrative Code, or any successor thereto, and be approved by the SFWMD prior to such termination, dissolution or liquidation.

2.9 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Declaration, these Articles and the Bylaws.

### ARTICLE III MEMBERS

3.1 Membership. The members of the Association shall consist of the Lot Owners (the "Owners").

3.2 Assignment. The membership in the Association shall be appurtenant to and run with ownership of each Lot in the Project. Upon acquisition of a Lot within the Project, the Lot owner shall automatically become a Member of the Association, and upon the sale of a Lot in the Project, the Membership appurtenant to said Lot shall automatically pass to the subsequent grantee

(((H18000085689 3)))

of title to the Lot. A Membership in the Association may not otherwise be transferred, assigned or hypothecated.

3.3 Voting. All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws.

3.4 Meetings. The Declaration and Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### ARTICLE IV DIRECTORS

4.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined from time to time by the Board in the manner provided by the Bylaws, but which shall consist of not less than three (3) directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Declarant.

4.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

4.3 Initial Directors. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and qualified as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Burns	c/o Torburn Partners 1033 Skokie Boulevard, Suite 480 Northbrook, Illinois 60062
Adam Keldermans	c/o Torburn Partners 1033 Skokie Boulevard, Suite 480 Northbrook, Illinois 60062
Randal J. Selig	The Selig Law Firm, P.C. 150 N. Riverside Plaza, Suite 1810 Chicago, Illinois 60606

4.4 Election. Except as otherwise provided herein, as except for the initial members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws and Declaration.

(((H18000085689 3)))

4.5 Term; Removal. Directors elected by the Owners shall hold office until the next succeeding annual meeting of members, and thereafter until their successors are elected and qualified. Directors may resign or be removed, and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

4.6 Vacancy. 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 term.

#### ARTICLE V OFFICERS

5.1 Officers Provided For. The Association shall have a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time elect. One person may be appointed to serve in multiple officer positions.

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

5.3 Initial Officers. The names and addresses of the initial officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President:

Michael Burns	c/o Torburn Partners 1033 Skokie Boulevard, Suite 480 Northbrook, Illinois 60062
---------------	--

Vice President and Treasurer:

Adam Keldermans	c/o Torburn Partners 1033 Skokie Boulevard, Suite 480 Northbrook, Illinois 60062
-----------------	--

Secretary:

Randal J. Selig	The Selig Law Firm, P.C. 150 N. Riverside Plaza, Suite 1810 Chicago, Illinois 60606
-----------------	---

(((H18000085689 3)))

((H18000085689 3))

**ARTICLE VI**  
**INDEMNIFICATION PROVISIONS**

**6.1 Indemnification.**

(a) The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, to the full extent permitted by law.

(b) The Association shall indemnify to the full extent permitted by law any person, who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

**6.2 Indemnification for Expenses.** To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in Section 6.1(a) or Section 6.1(b), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith to the full extent permitted by law.

**6.3 Determination of Applicability.** Any indemnification under Section 6.1(a) or Section 6.1 (b), unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in applicable law. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or

(ii) if a quorum of the Directors cannot be obtained for paragraph (a) and the Committee cannot be designated under paragraph (b), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate); or

((H18000085689 3))

(((H18000085689 3)))

(d) By a majority of the voting interests of the members of the Association who were not parties to such proceeding.

6.4 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible.

6.5 Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

6.6 Exclusivity. The indemnification and advancement of expenses provided pursuant to this Article VI are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, or vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office to the full extent permitted by law.

6.7 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

6.8 Definitions. For purposes of this Article VI, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

6.9 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article VI shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

#### ARTICLE VII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

(((H18000085689 3)))



((H18000085689 3)))

**ARTICLE VIII**  
**AMENDMENTS**

8.1 Notice. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors unless the approval of the membership of the Association is required under the Declaration, in which case the members must approve said amendment.

8.2 Proviso. No amendment to these Articles may be adopted which would eliminate, modify, prejudice, abridge or otherwise adversely affect any rights, benefits, privileges or priorities granted or reserved to the Declarant or mortgagees of Lots without the consent of said Declarant or mortgagees in each instance. No amendment shall be made that is in conflict with the Act or the Declaration.

8.3 Declarant Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

**NAME**

Michael Burns

**ADDRESS**

c/o Torburn Partners  
1033 Skokie Boulevard, Suite 480  
Northbrook, Illinois 60062

**ARTICLE X**  
**INITIAL REGISTERED OFFICE;**  
**ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at c/o Torburn Partners, 1033 Skokie Boulevard, Suite 480, Northbrook, Illinois 60062, with the privilege of having its office and branch offices at other places within or without the State of Florida.

The name of the initial registered agent of the Corporation is Corporation Service Company, and the street address of the Corporation's initial registered agent is 1201 Hays Street, Tallahassee, Florida 32301.

These amended and restated articles of incorporation were adopted by the members and the number of votes cast for the amendment was sufficient for approval, on March 16, 2018.

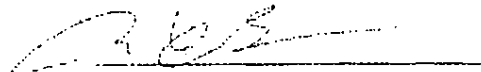
((H18000085689 3)))

3/19/2018 10:41 AM FROM: Fax Server

TO: +18506176380 P. 11

((H18000085689 3)))

IN WITNESS WHEREOF, the Incorporator has affixed his signature below.

  
Michael Burns, Incorporator