

N15133

(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



300135401143

09/08/08--01013--014 **43.75

Amended And
Restated Art. / NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 SEP - 8 AM 9:17

FILED

T. Roberts SEP 11 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Isles of Boca Homeowners Association, Inc.

DOCUMENT NUMBER: N 15133

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael S. Bender, Esq.
(Name of Contact Person)

Robert Kaye & Associates, P.A.
(Firm/ Company)

6261 NW 6th Way, Suite 103
(Address)

Fort Lauderdale, FL 33309
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael S. Bender at (954) 928-0680
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF
ISLES OF BOCA HOMEOWNERS ASSOCIATION, INC.

(a Corporation Not-For-Profit)

FILED
08 SEP -8 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporations, set forth the following:

ARTICLE I

DEFINITIONS

The following words and phrases when used in these Articles (unless the context shall prohibit) shall have the following meanings:

1. "Isles of Boca" means the community planned for development of the "Property" (as that term is defined in the Declaration) in Palm Beach County (the "County"), Florida.

2. "Plat" means the instrument entitled DEERHURST LAKES, PHASE ONE, as recorded in Plat Book 43, Page 63 of the Public Records of the County, and any Plat subsequently recorded in the Public Records of Palm Beach County affecting the Property.

3. "Condominiums" means the Isles of Boca Condominium, Section I and Isles of Boca Condominium, Section II.

4. "Declaration" means the Declaration of Protective Covenants and Restrictions for Isles of Boca, and/or the Declaration of Condominium for Isles of Boca Condominium, Section I, and/or the Declaration of Condominium for Isles of Boca Condominium, Section II, as appropriate, (collectively, the "Declarations") which recorded amongst the Public Records of the County, and any supplements or amendments thereto.

5. "Developer" means Palm D'Oro Development Corporation, a Florida corporation and/or Citizens Financial Services, Inc., a Florida corporation, as applicable, their successors and assigns.

6. "Unit" means any apartment-type/condominium unit contained in any multi-unit, single or multistory, residential building and subject to the condominium, forms of ownership and possession.

7. "Residential Property" means all portions of the Property designated as such in the Declarations.

8. "Unit Owner" means the owner or owners of the fee simple title to a Unit.

9. "Association" means Isles of Boca Association, Inc., a Florida corporation not-for-profit (a) responsible for operating one or more condominiums created in Isles of Boca, or (b) responsible for certain duties relating to a particular portion of Isles of Boca as may be referred to in the Declaration.

10. "Association Documents" means the Declaration of Protective Covenants and Restrictions For Isles of Boca, the Declaration of Condominium For Isles of Boca, Section I, the Declaration of Condominium For Isles of Boca Condominium, Section II (the "Declarations"), and these Amended and Restated Articles of Incorporation, the Amended and Restated By-Laws and any Rules and Regulations of the Associations.

11. "Governors" means the Board of Governors (the "Board") of the Association.

12. "Operating Expenses" means expenses referred to as Operating Expenses in the Declarations; all operating and administrative expenses of the Association; and any expenses determined to be Operating Expenses by the Governors.

13. "Association Property" means collectively all of the Property dedicated to the Association or conveyed to the Association.

14. "Recreation Areas" means collectively those portions of the Property designated as Recreation Area(s) in the Declaration of Protective Covenants and Restrictions For Isles of Boca or the Plat.

ARTICLE II

NAME

The name of this Corporation shall be ISLES OF BOCA ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association".

ARTICLE III

PURPOSES

The purpose for which the Association is organized is to operate and maintain the Association Property and the Recreation Areas as the same are dedicated to the Association or conveyed to the Association in accordance with the terms of and the purposes set forth in such a dedication or conveyance, to operate the Isles of Boca Condominium, Section I and the Isles of Boca Condominium, Section II (collectively, the "Condominiums") and to carry out the covenants and enforce the provisions of the Declarations and the other Association documents.

ARTICLE IV

POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes including but not limited to, the following:

1. To do all of the acts required to be performed by it under the Declarations and the other Association documents.

2. To make, establish and enforce rules and regulations governing the use of the Association Property.

3. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association; and costs of collection; and, to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

4. To maintain, repair, replace and operate the Association Property and Recreation Areas (including, but not limited to, any Association Property to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) in accordance with the requirements of Palm Beach County which are applicable to Isles of Boca or the Declarations; and in accordance with the terms of and purposes set forth in the

dedication or conveyance of the Association Property and/or Recreation Areas to the Association.

5. To enforce by legal means the obligations of the members of the Association; the provisions of the Declarations; and the provisions of a dedication or conveyance of the Association Property and/or Recreation Areas to the Association with respect to the use and maintenance thereof.

6. To contract for professional management (the "Manager" which may be an individual, corporation, partnership or other entity) and to delegate to such Manager the powers and duties of the Association.

ARTICLE V

MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

A. The record owners of all condominium units in the Condominiums shall comprise the membership of the Association.

B. Membership shall be established as follows:

Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium unit in the Condominiums, whether by conveyance, devise, judicial decree or otherwise, subject to the provisions of the Declaration of Condominium for the applicable Condominiums, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instruments establishing the acquisition and designating the unit affected thereby and by the delivery to the Association of a true copy of such deed or other instrument within fourteen (14) days of transfer. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the unit designated shall be terminated.

C. There shall be one vote for each condominium unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each unit he or she owns. The votes of such Members shall elect the Board of Governors of the Association in accordance with the Association Documents.

D. Each and every such member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Association Documents including the applicable Declarations.

ARTICLE VI

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VII

SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

| Name | Addresses |
|----------------------|--|
| Robert L. Kaye, Esq. | 6261 NW 6 th Way, Suite 103 Fort Lauderdale, Florida 33309 |

ARTICLE VIII

OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the direction of the Governors.

The Governors shall elect the President, Vice President, Secretary and Treasurer and as many Assistant Secretaries and Assistant Treasurers as the Governors shall, from time to time, determine. The President, Vice President, Secretary and Treasurer shall be elected from amongst the membership of the Governors. The same person may hold two (2) offices, the duties of which are not incompatible, provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX

INTENTIONALLY LEFT BLANK

ARTICLE X

BOARD OF GOVERNORS

A. Term. The Governors shall be elected at the annual meeting of the members, and for a term as set forth in the By-Laws.

B. Number and Representation. The number of and qualifications for Governors which shall constitute the Board of Governors (the "Board") shall be as set forth in the By-laws.

C. Governors shall be elected in accordance with, and in the manner set forth in, the By-Laws.

ARTICLE XI

INDEMNIFICATION

Every Governor and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Governor or officer of the Association, or any settlement thereof, whether or not he is a Governor or officer at the time such expenses are incurred, except in such cases wherein the Governor or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Governors approve such settlement and 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 right to which such director or officer may be entitled by common law or statutory law.

ARTICLES XII

BY-LAWS

By-Laws of the Association may be adopted by the Board of Governors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

A. No provision shall be revised or amended by reference to its title or number only. Notice of any meeting to consider proposals to amend existing provisions shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language:

“Substantial rewording of (title of document) See provision of
(title of document) for present text.”

B. A resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Governors of the Association or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Such approvals must be by not less than a majority of the votes of the entire membership of the Association.

C. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting of the Board at which such proposed amendment is considered.

D. A resolution approving a proposed amendment shall be adopted by a majority of the Governors, and certified to by the President and attested by the Secretary or Assistant Secretary of this Association.

E. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration.

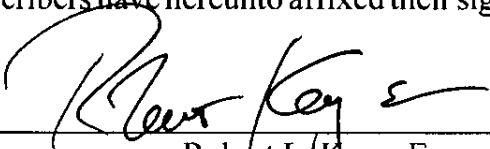
F. A copy of each amendment shall be certified by the Secretary of the State and thereafter shall be recorded amongst the Public Records of the County.

ARTICLE XIV

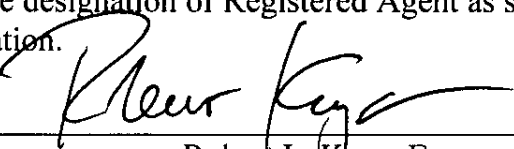
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida 33309 and the registered agent of the Association at that address shall be Robert L. Kaye.

IN WITNESS WHEREOF, the Subscribers have hereunto affixed their signatures, this 2nd day of September, 2008.


Robert L. Kaye, Esq.

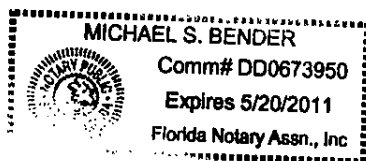
The undersigned hereby accepts the designation of Registered Agent as set forth in Article XIV of these Articles of Incorporation.


Robert L. Kaye, Esq.

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 2nd day of September, 2008 by Robert L. Kaye, Esq., as a subscriber to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of September, 2008.




Notary Public
State of Florida at Large
My Commission Expires

Articles of Amendment
to
Articles of Incorporation
of

Isles of Boca Homeowners Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N15133

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Isles of Boca Association, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended and Restated Articles of Incorporation
are attached for recording.

The date of adoption of the amendment(s) was: July 15, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Alan J. Mayer

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

ALAN MAYER

(Typed or printed name of person signing)

Treasurer acting President

(Title of person signing)

FILING FEE: \$35