

N16 0000003065

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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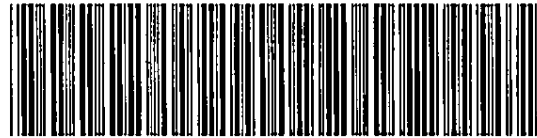
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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S TALLENT

MAY 14 2019

SECRETARY OF STATE
TALLAHASSEE, FL

2019 MAY 13 AM 9:31

FILED

*Amended
&
Restated / WC
cert.*

ROBERT L. KAYE, B.C.S.*
MICHAEL S. BENDER
JEFFREY A. REMBAUM

ANDREW B. BLACK, B.C.S.*
SHAWN G. BROWN, B.C.S.*
GERARD S. COLLINS
PETER C. MOLLENGARDEN
DEBORAH S. SUGARMAN

DANIELLE M. BRENNAN
OLIVIA C. CUMMINGS
EMILY E. GANNON
JEFFREY D. GREEN
ALLISON L. HERTZ, B.C.S.*
JAY S. LEVIN
LAUREN T. SCHWARZFELD
KARINA N. SKEEL
ASHLEY R. TULLOCH

KERSTIN HENZE, OF COUNSEL
LISA A. MAGILL, OF COUNSEL



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REPLY TO:

Palm Beach Gardens Office
JRembaum@KBRLegal.Com

*BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

May 10, 2019

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
Attn: Susan Tallent, Regulatory Specialist II
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Rec 5/13/2019

RE: Pointe of Woods Community Association, Inc.;
Ref. No: N16000003065

Dear Ms. Tallent:

As you are aware, our client, Mattamy Palm Beach LLC, comprising the entire membership of Pointe of Woods Community Association, Inc. (the "Association"), recently attempted to file Amended and Restated Articles of Incorporation of the Association with the Division of Corporations, Florida Department of State (the "Division"). Among other amendments, the name of the Association will be changed to Solcera at Pointe of Woods Community Association, Inc. However, the filing was rejected by the Division as set out in the enclosed correspondence from you, Letter Number: 419A00008539.

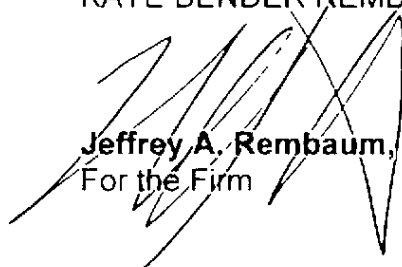
In response to your enclosed letter, the Certificate of Filing has been revised, as you instructed, to remove the references to "(n/k/a SOLCERA AT POINTE OF WOOD COMMUNITY ASSOCIATION, INC.)" from the Certificate page and is enclosed for filing. The previously provided payment of the filing fee was not returned to us, and we understand that such payment has been held and will be applied to the filing enclosed.

Amendment Section
Division of Corporations
Attn: Susan Tallent, Regulatory Specialist II
May 10, 2019
Page 2

We anticipate that these revisions are acceptable to you. Please feel free to contact us should you have any further questions or comments in regard to these matters.

Regards,

KAYE BENDER REMBAUM, P.L.


Jeffrey A. Rembaum, Esq.
For the Firm

JAR/DMB
Enclosures

ROBERT L. KAYE, B.C.S.*
MICHAEL S. BENDER
JEFFREY A. REMBAUM

ANDREW B. BLACK, B.C.S.*
SHAWN G. BROWN, B.C.S.*
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KARINA N. SKEIE
ASHLEY R. TULLOCH

KERSTIN HENZE, OF COUNSEL
LISA A. MAGILL, OF COUNSEL



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REPLY TO...

9121 NORTH MILITARY TRAIL,
SUITE 200
PALM BEACH GARDENS, FL 33410
TEL. (561) 241-4462
FAX (561) 223-3957
(800) 974-0680

JREMBAUM@KBRLEGAL.COM

WITH AN ADDITIONAL OFFICE
IN POMPANO BEACH, FLORIDA

*BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

April 16, 2019

VIA FEDERAL EXPRESS DELIVERY

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

**RE: Pointe of Woods Community Association, Inc.;
Amended and Restated Articles of Incorporation**

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for Pointe of Woods Community Association, Inc. Also enclosed is a check in the amount of \$35.00 made payable to the Secretary of State to cover the cost of filing same.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.


Jeffrey A. Rembaum, Esq.
For the Firm



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 29, 2019

JEFFREY A. REMBAUM, ESQ.
KAY BENDER REMBAUM, P.L.
9121 NORTH MILITARY TRAIL, SUITE 200
PALM BEACH GARDENS, FL 33410

SUBJECT: POINTE OF WOODS COMMUNITY ASSOCIATION, INC.
Ref. Number: N16000003065

We have received your document 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):

PLEASE REMOVE ANY REFERENCE TO (N/K/A)SOLCERA AT POINTE OF WOODS COMMUNITY ASSOCIATION, INC. ON THE CERTIFICATE PAGE AND RESUBMIT.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 419A00008539

This instrument was prepared by:
JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

FILED
2019 MAY 13 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FL

**CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
POINTE OF WOODS COMMUNITY ASSOCIATION, INC.**

WHEREAS, Pointe of Woods Community Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of Pointe of Woods Community Association, Inc. filed March 15, 2016, Document Number N16000003065 (the "Articles"); and

WHEREAS, the Articles may be amended by the members of the Association in accordance with Article X of the Articles; and

WHEREAS, the membership of the Association consists of only the Class B member, Mattamy Palm Beach LLC (the "Declarant"); and

WHEREAS, on April 8, 2019, the Declarant, as the sole member of the Association, approved the Amended and Restated Articles of Incorporation of Pointe of Woods Community Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", in accordance with the provisions thereof by casting the number of votes for the Amended and Restated Articles sufficient for approval.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles approved by the membership at the above-referenced meeting of the Association and that the number of votes cast for adoption of the Amended and Restated Articles was sufficient for approval.

**SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
POINTE OF WOODS COMMUNITY ASSOCIATION, INC.**

.....
[Signature and Notary Page to Follow]

IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, Sealed and Delivered
In the presence of:



Print Name: Nicholas Sander



Print Name: Oscar Vilchez

POINTE OF WOODS COMMUNITY
ASSOCIATION, INC. (n/k/a SOLCERA AT
POINTE OF WOODS COMMUNITY
ASSOCIATION, INC.),
a Florida not for profit corporation

By: 

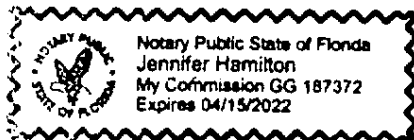
Its: President

Print Name: Gregory J. Peltier

Date: 4/8/19

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of April, 2019, by Gregory J. Peltier as President of Pointe of Woods Community Association, Inc. (n/k/a Solcera at Pointe of Woods Community Association, Inc.), a Florida not for profit corporation, who is personally known to me or produced _____ as identification and did not take an oath.




Notary Public, State of Florida

Jennifer Hamilton
Print Name of Notary Public

My Commission Expires: 4/15/2022

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
POINTE OF WOODS COMMUNITY ASSOCIATION, INC.**

The undersigned, desiring to form a not for profit corporation under, and in accordance with Chapter 617 and Chapter 720 of the Florida Statutes, hereby adopts these Amended and Restated Articles of Incorporation of Pointe of Woods Community Association, Inc. (these "Articles") and certifies as follows:

**ARTICLE I
DEFINITIONS**

All initially capitalized terms used herein shall have the same meaning as set out in the Declaration of Covenants, Conditions, and Restrictions for Solcera at Pointe of Woods (the "Declaration") to which these Articles are attached as Exhibit "C", unless an alternative definition is provided herein.

**ARTICLE II
NAME AND ADDRESS**

The name of the corporation is hereby changed from Pointe of Woods Community Association, Inc. to **SOLCERA AT POINTE OF WOODS COMMUNITY ASSOCIATION, INC.** (the "Association"). The principle address and mailing address of the Association shall be 1500 Gateway Boulevard, Suite 220, Boynton Beach, Florida 33426, or such other principal address or mailing address and may be designated, from time to time, by the Board.

**ARTICLE III
OBJECTS AND PURPOSES**

The objects and purposes for which the Association is formed are those as authorized by the Governing Documents, including, without limitation, the operation, maintenance, and architectural control of the Lots and the Common Areas and all Improvements thereon, and to conduct and transact generally the business of a homeowners' association and to do all things and exercise all powers and perform all functions that a corporation is authorized or empowered to do, exercise, or perform under and by virtue of the laws of Florida.

**ARTICLE IV
POWERS**

Without limitation, the powers of the Association shall include and be governed by the following provisions:

4.1 Common Law and Statutory Powers. The Association shall have all common-law and statutory powers of a not for profit corporation under the laws of Florida which are not in conflict with the Declaration, these Articles, and the By-Laws, including

those powers under and pursuant to Chapter 617 and Chapter 720 of the Florida Statutes. In the event of any conflict between the provisions of Chapter 617 and Chapter 720 of the Florida Statutes, the provisions of Chapter 720, Florida Statutes, shall apply. In the event of any conflict between these Articles and the By-Laws, these Articles shall control; and in the event of any conflict between these Articles and the Declaration, the Declaration shall control.

4.2 Necessary Powers. The Association shall also have those powers reasonably necessary to fulfill the purposes for which the Association is formed, which powers shall include, but not be limited to, the following:

(a) To make and collect Assessments for the operation, management, maintenance, repair, replacement, improvement, and reconstruction after casualty of the Common Areas pursuant to the Declaration, including, without limitation, the maintenance and operation of the Stormwater Management System.

(b) To purchase equipment, supplies, material, and other personal property as may be required in the maintenance, repair, replacement, improvement, operation, and management of the Common Areas pursuant to the Declaration.

(c) To buy, accept, own, operate, lease, sell, trade, and mortgage both real and personal property as may be necessary or convenient in the administration of the Association.

(d) To acquire and pay for insurance on the Common Areas, as set forth in the Declaration, for the protection of the Association and the Common Areas and to acquire and pay for Directors and Officers liability insurance to protect the Directors and Officers of the Association.

(e) To make, amend, alter, rescind, and promulgate reasonable rules and regulations for the use and appearance of the Common Areas and the Lots for the benefit, health, safety, and welfare of the Members.

(f) To provide for management, maintenance, repair, replacement, improvement, and operation of the Common Areas pursuant to the Declaration and to delegate to a management entity or management agent those powers and duties which are not specifically required by these Articles to be retained by the Board.

(g) To hire employees to perform the services needed for the proper operation of the Association.

(h) To use and expend the monies collected by the Association to effectuate its purposes and powers, including, but not limited to, the payment of utilities and all taxes and assessments made by public bodies which may be levied upon the Common Areas.

(i) To select depositories for the Association funds and to determine the manner of receiving, depositing, and disbursing corporate funds.

(j) To hire attorneys, accountants, engineers, architects, and other professionals as the need arises and the interest of the Association warrants.

(k) To enforce by legal means the provisions of the Governing Documents.

(l) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

(m) To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of the purposes and powers of the Association under the Governing Documents.

ARTICLE V

MEMBERS

5.1 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. No Member may assign, hypothecate, or transfer in any manner membership in the Association except as an appurtenance to the Lot. Any member of the Association who conveys or loses title to a Lot by sale, gift, bequest, judicial decree, or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of membership resulting from ownership of such Lot.

5.2 Voting Rights. The Association shall have two (2) classes of voting membership:

5.2.1 Class A. Class A Members shall be all Members, with the exception of the Declarant while the Declarant is a Class B Member, each of whom shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 5.1 above. The vote of a Lot shall not be divisible. Said votes shall be exercised or cast in the manner provided by the By-Laws.

5.2.2 Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to one thousand (1,000) votes, or three (3) votes per Lot, whichever is greater. Class B membership shall cease and be converted to Class A membership upon Turnover.

5.3 General Matters. When reference is made in the Governing Documents or in management contracts or otherwise, to a majority or specific percentage of the

Members or Owners, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members and Owners and not of the Members or Owners themselves.

ARTICLE VI

TERM

The term for which the Association is to exist shall be perpetual. In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes. Any Member may petition the local Circuit Court for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Lots and Common Areas and improvements thereon, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association, the Lots, and the Common Areas. Further, the Property shall continue to be subject to the provisions of the Declaration, including, without limitation, Assessments levied in accordance with the Declaration. Each Owner shall continue to be personally obligated to the successors or assigns of the Association for Assessments to the extent that Assessments are required to enable the successors or assigns of the Association to properly maintain, operate, and preserve the Common Areas as then-existing and as then-continues to be used for the common use and enjoyment of the Owners.

ARTICLE VII

INITIAL SUBSCRIBER

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

Cheney 109, LLC,
a Florida limited liability company

12 Salt Creek Lane, Suite 400
Hinsdale, IL 60521

ARTICLE VIII

BOARD OF DIRECTORS

The property, business, and affairs of the Association shall be managed by the Board, which shall consist of not less than three (3), nor more than seven (7) Directors and shall always be an odd number as may be determined by the Board from time to time. Except for Directors appointed by the Declarant, Directors shall be Members of the Association or shall be the authorized representative, officer, or employee of corporate Members of the Association. The Directors shall be elected in the manner set forth in the By-Laws. All Directors shall be natural persons who are eighteen (18) years of age or older and shall comply with all additional eligibility requirements set forth in Chapter 720, Florida Statutes. The following are the names and addresses of the persons appointed to act as Directors until their successors are elected and qualified:

Anthony Palumbo	1500 Gateway Boulevard, Suite 220 Boynton Beach, Florida 33426
Gregory Pettibon	1500 Gateway Boulevard, Suite 220 Boynton Beach, Florida 33426
Catherine Dahl	1500 Gateway Boulevard, Suite 220 Boynton Beach, Florida 33426

ARTICLE IX

OFFICERS

The affairs of the Association shall be managed by a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board may from time to time designate in the Board's sole discretion, the powers and duties of which shall be designated by the Board as the Board deems necessary in its sole discretion, all of whom shall serve at the pleasure of the Board and shall meet the eligibility requirements as set forth in Chapter 720, Florida Statutes. Upon Turnover, all Officers must be Members of the Association. The names and addresses of the current Officers of the Association, who shall hold office until their successors are duly elected in the manner set forth in the By-Laws are as follows:

PRESIDENT	Gregory Pettibon	1500 Gateway Boulevard, Suite 220 Boynton Beach, Florida 33426
VICE PRESENT	Anthony Palumbo	1500 Gateway Boulevard, Suite 220 Boynton Beach, Florida 33426
SECRETARY/ TREASURER	Catherine Dahl	1500 Gateway Boulevard, Suite 220 Boynton Beach, Florida 33426

ARTICLE X

INDEMNIFICATION

Each and every Director and Officer of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including attorney and paralegal fees, costs, and expenses at all trial and appellate levels and post judgment proceedings, reasonably incurred by or imposed upon him/her in connection with any negotiation, proceeding, arbitration, litigation, or settlement in which he/she becomes involved by reason of his/her being or having been a Director or Officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or Officer at the time such fees, costs, or expenses are incurred. Notwithstanding the above, in the event of a settlement in connection with any of the foregoing, the indemnification provisions provided in this Article X shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the fees, costs, and expenses of such settlement as being in the best interest of the Association. In the

event a Director or Officer admits that he/she is guilty of or is adjudged guilty of willful misconduct or gross negligence in the performance of his/her duties, the indemnification provisions of this Article X shall not apply. The foregoing right of indemnification provided in this Article X shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer of the Association may be entitled under statute or common law.

Upon the resignation of a Director who has been designated, appointed or elected by the Declarant, or the resignation of an Officer who was elected or appointed by the Declarant or the Directors, the Association and the Members shall remise, release, acquit, and forever discharge such Director or Officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages (except to the extent and such damages are covered by insurance), judgments, executions, claims, and demands whatsoever, in law or in equity, which the Association or the Members, their successors, assigns, heirs, and personal representatives, had, now have, or will have against such Director or Officer by reason of having been a Director or Officer. Notwithstanding, the foregoing shall not apply in the event of a criminal act where such Director or Officer was adjudicated guilty or pled nolo contendere.

ARTICLE XI

BY-LAWS

The By-Laws may be altered, amended, or rescinded in the manner set forth in the By-Laws; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XII

AMENDMENTS

12.1 Declarant Amendment. Prior to Turnover, these Articles may be amended only by an instrument in writing signed by the Declarant and joined by the Association.

12.2 Membership Amendment. After Turnover, these Articles may be amended by the affirmative vote of two-thirds (2/3rds) of all of the Members.

12.3 Proviso. No amendment to these Articles shall conflict with the terms of the Declaration or the By-Laws. No amendment to these Articles shall be adopted which shall abridge, prejudice, amend, or alter the rights of the Declarant, as determined in the sole discretion of the Declarant, without the prior written consent of the Declarant. Any attempt to amend contrary to this prohibition shall be of no force or effect whatsoever.

12.4 Filing and Recording. Amendments to these Articles adopted pursuant to this Article XII shall be recorded among the Official Records of the County and filed in the Office of the Secretary of State of the State of Florida.

12.5 Notice of Amendment. Within thirty (30) days after recording an amendment to these Articles, the Association shall mail, deliver, or electronically transmit a copy of the amendment to the Members. However, if a copy of the proposed amendment is provided to the Members before they vote on the amendment, and the proposed amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the Members that the amendment was adopted, identifying the Official Records Book and Page number of the recorded amendment, and that a copy of the amendment is available at no charge to the Member upon written request to the Association. Notwithstanding the foregoing, the failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

ARTICLE XIII **REGISTERED AGENT**

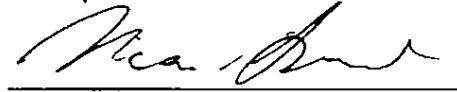
The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

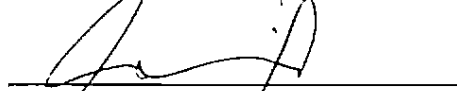
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Pointe of Woods Community Association, Inc. were executed on this 8th day of April, 2019.

Signed, sealed and delivered
in the presence of:



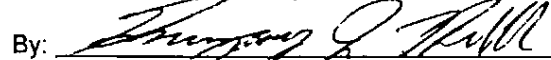
Print Name: Nicholas Sander



Print Name: Oscar Vilchez

ASSOCIATION

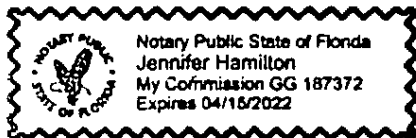
SOLCERA AT POINTE OF WOODS
COMMUNITY ASSOCIATION, INC.,
a Florida not for profit corporation

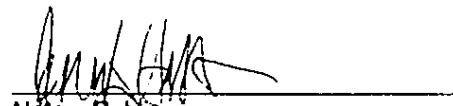
By: 
Gregory Pettibon, its President

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing Amended and Restated Articles of Incorporation of Pointe of Woods Community Association, Inc. were acknowledged before me this 8th day of April, 2019, by Gregory Pettibon, as President of Solcera at Pointe of Woods Community Association, Inc., ~~who is~~ personally known to me or who produced _____ as identification and who did not take an oath.

My commission expires: 4/15/2022




Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for SOLCERA AT POINTE OF WOODS ASSOCIATION, INC., a Florida not for profit corporation, at the place designated in these Amended and Restated Articles of Incorporation of Pointe of Woods Community Association, Inc., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 16 day of April, 2019.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member
(Registered Agent)