

N16580

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(Address)

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OCT 06 2021
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
SEP 17 2021

September 13, 2021

HAMPSHIRE AT HUNTERS RUN CONDO ASSOC INC.
37000 CLUBHOUSE LANE
BOYNTON BEACH, FL 33436

SUBJECT: HAMPSHIRE AT HUNTERS RUN CONDO ASSOC INC.
Ref. Number: N16580

We have received your document for HAMPSHIRE AT HUNTERS RUN CONDO ASSOC INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must also contain the address of the registered agent which must be at a Florida street address.

The registered agent must sign accepting the designation.

Please correct the name of the entity on the attached document as well.

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 III

Letter Number: 721A00022056



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2021 SEP 13 PM 12:41

September 1, 2021

HAMPSHIRE AT HUNTERS RUN CONDO ASSOC INC.
3700 CLUBHOUSE LANE
BOYNTON BEACH, FL 33436

SUBJECT: HAMPSHIRE AT HUNTERS RUN CONDO ASSOC INC.
Ref. Number: N16580

We have received your document for HAMPSHIRE AT HUNTERS RUN CONDO ASSOC INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please complete the form in its entirety and the attached should be entitled with the current name of ~~the~~ entity.

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 III

Letter Number: 221A00021151

Articles of Amendment
to
Articles of Incorporation
of

Hampshire at Hunters Run Condo Association Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

NIIL580 ?

(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:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

2021 OCT -14 PM 2:23

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

NURIA Angelocci
(Same Address)

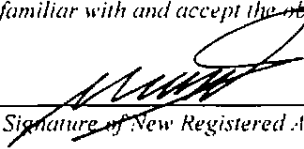
(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The Articles of Incorporation have been amended pursuant to the provisions of the Articles of Incorporation. These amendments are attached hereto and incorporated herein as Exhibit "A".

The date of each amendment(s) adoption: June 24, 2021, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

This instrument was prepared by:
Paula S. Marra, Esq.
Rosenbaum PLLC
250 S. Australian Avenue, 5th Floor
West Palm Beach, Florida 33401

EXHIBIT "A"

HAMPSHIRE AT HUNTERS RUN CONDO. ASSOCIATION, INC.

NOTE: This document is a substantial rewording of the original text of the Amended and Restated Articles of Incorporation of Hampshire at Hunters Run Condominium Association, Inc. attached as Exhibit D to the Amended and Restated Declaration of Condominium recorded on June 20, 2003 at Official Records Book 15411, Page 252, of the Public Records of Palm Beach County.

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Pursuant to Section 617.1007 (4), Florida Statutes, the Amended and Restated Articles of Incorporation of Hampshire at Hunters Run Condominium Association, Inc. are hereby amended in their entirety. The Second Amended and Restated Articles of Incorporation of Hampshire at Hunters Run Condominium Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME

The name of the Corporation shall be HAMPSHIRE AT HUNTERS RUN CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Condominium Act") for the operation of that certain condominium to be known as Hampshire at Hunters Run, A Condominium (the "Condominium").

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

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

4.1 **General.** The Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation under the laws of Florida, except as limited or modified by the Declaration, the By-laws, these Articles or the Condominium Act.

4.2 **Enumeration.** The Association shall have all the powers and duties set forth in the Condominium Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and Special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-laws, and the rules and regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

4.3 Assets of the Association. All funds and the titles of 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 By-Laws.

4.4 Limitation on Corporate Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws. The limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

A. No Directors, officers or committee members shall receive compensation for their services as Director, officers or committee members. The foregoing shall not preclude Directors,

officers or committee members from being reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.

B. The Association may borrow money with the following limitations: The Association shall have the right to borrow money upon the approval of the Board of Directors alone up to an amount which is 30% of the annual budget, cumulatively in a budget year. However, if the amount of same shall exceed 30% of the annual budget, cumulatively in a budget year, then the loan may not be made unless approved by a majority of the voting interest of all Owners.

ARTICLE V

MEMBERS

5.1 **Membership.** The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. 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 parcel designated shall be terminated.

5.2 **Assignment.** The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, the vote for each Unit shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 **Meetings.** The By-Laws 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 VI

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VIII

DIRECTORS

8.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of a minimum of three (3) directors and a maximum of five (5) directors. All directors must be Members of the Association. The Board of Directors shall determine the size of the Board of Directors from time to time at least 90 days before the next annual meeting.

8.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

8.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE IX

INDEMNIFICATION

9.1 **Indemnity.** To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer or committee member of the Association against all expenses and liability, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with such proceeding.

(B) Indemnification of Directors, officers or committee members shall also be that provided for in Section 607.0851, Florida Statutes, as amended from time to time. Indemnification shall include an advance of the Director's, officer's or committee member's attorneys' fees and costs, provided that the Director or Officer provides the undertaking assurance required by Section 607.0853, Florida Statutes; the foregoing is conditioned upon the Director, officer or committee member agreeing to use counsel of the Association's choosing, if the Association so conditions.

(C) The foregoing indemnity shall include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection with the defense or settlement of such proceeding, including appeals thereof. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

9.2 **Recovery of Expenses.** Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, by on or behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law. The right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her action or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or

2. A violation of criminal law, unless the Director, officer or committee member had no reasonable cause to believe his/her action was unlawful or had a reasonable cause to believe his action was lawful; or

3. A transaction from which the Director, officer or committee member derived an improper benefit.

ARTICLE X

AMENDMENTS

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

10.1. **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2 **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the total votes of the membership of the Association, either at a meeting or by written agreement.

10.3 **Limitation.** No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

10.4 **Recording.** A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Palm Beach County, Florida.

10.5 **Provisos.** Notwithstanding any provision contained in these Articles to the contrary:

A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take such action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

B. Article XI and Article XII of these Articles may be amended by the vote of a majority of the entire Board of Directors without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.

ARTICLE XI

ADDRESS

The principal place of business of the Corporation shall be located at 3700 Clubhouse Lane, Boynton Beach, Florida 33436, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII

REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be Matt Iaccarino, 3700 Clubhouse Lane, Boynton Beach, Florida 33436.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 29, 2021

Signature Carl R. Sloan

(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)

Carl R. Sloan
(Typed or printed name of person signing)

President
(Title of person signing)