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Date: 05/10/2019

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Entity Name: RESIDENCES AT BANYAN CAY HOMEOWNERS ASSOCIATION, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 13, 2019

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SUBJECT: RESIDENCES AT BANYAN CAY HOMEOWNERS ASSOCIATION,
INC.

Ref. Number: N18000004997

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

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Irene Albritton
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RESIDENCES AT BANYAN CAY HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

[Substantial rewording of original Articles of Incorporation.
See existing Articles of Incorporation for current text.]

Pursuant to a unanimous written consent executed by its Board of Directors on April 30, 2019, with the number of votes cast for the amendment being sufficient for approval, Residences at Banyan Cay Homeowners Association, Inc. hereby adopts the following Amended and Restated Articles of Incorporation for Residences at Banyan Cay Homeowners Association, Inc. originally filed with the Florida Department of State, Division of Corporations on May 2, 2018, and assigned document number N18000004997 (the "Original Articles").

There are no members entitled to vote on the amendment of the Articles of Incorporation.

In accordance with the relevant provisions of *Florida Statutes*, as amended, the following Amended and Restated Articles of Incorporation shall, effective upon filing with the Florida Department of State, Division of Corporations, amend, restate and supersede the Original Articles in their entirety to read as follows:

ARTICLE I
NAME

The name of this corporation shall be Residences at Banyan Cay Homeowners Association, Inc. (the "Association").

ARTICLE II
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation ("Articles") with the State of Florida Department of State. The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the District prior to such termination, dissolution or liquidation.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in the "Governing Documents" (as that term is defined in that certain Declaration of Covenants, Conditions, Easements, and Restrictions for Residences at Banyan Cay, as same may from time to time be amended or supplemented (the "Declaration"), to be recorded in the Public Records of Palm Beach County, Florida). Capitalized terms used above or herein without definition shall have the same meanings given or ascribed to such terms in the Governing Documents. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the Florida Statutes, Florida Not For Profit Corporation Act (the "Act"), subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents. The Association shall have the

power to do any and all lawful things which may be authorized, assigned, required, or permitted to be done by the Association pursuant to the Governing Documents and/or the Act, including, but in no way limited to: (i) ownership, operation, management, administration, maintenance, repair, replacement, and insurance of the Common Areas; (ii) the levy and collection of Assessments; and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Governing Documents and/or under the Act. The Association and/or the Master Association (as applicable based on ownership), shall operate, maintain and manage the Stormwater Management System in a manner consistent with District Permit Number 50-07830-P, and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association and/or the Master Association (as applicable based on ownership) shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System. The assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE IV **PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Association is 2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431.

ARTICLE V **REGISTERED OFFICE AND AGENT**

Carol DeMare, whose address is 2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431, is hereby appointed the registered agent of the Association and the registered office shall be at said address.

ARTICLE VI **MEMBERSHIP**

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests, and limitations granted pursuant to the Governing Documents, any Rules and Regulations, and the Act.

ARTICLE VII **VOTING RIGHTS**

A Member's right to vote in Association matters shall vest as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions, and limitations provided in the Governing Documents.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board, who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the initial Board shall be no less than three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors as provided in the Bylaws are:

<u>Name:</u>	<u>Address:</u>
Samuel R. Sobel	2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431
Tirso San Jose	2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431
Carol DeMare	2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431

ARTICLE IX
AMENDMENT

These Articles may be amended, supplemented, and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented, and modified.

ARTICLE X
BYLAWS

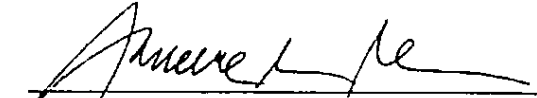
The initial Bylaws shall be adopted by the Board and may be amended, supplemented, and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented, and modified.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator of the Association is:

<u>Name:</u>	<u>Address:</u>
Samuel R. Sobel	2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles this 30th
day of April, 2019.



Samuel R. Sobel, Incorporator


**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

Residences at Banyan Cay Homeowners Association, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 2385 NW Executive Center Drive, Suite 370, Boca Raton, Florida 33431, has named Carol DeMare, located at the above-registered office, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named as registered agent for the above-stated Corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.



Carol DeMare

Dated: May 9, 2019.