

N18650

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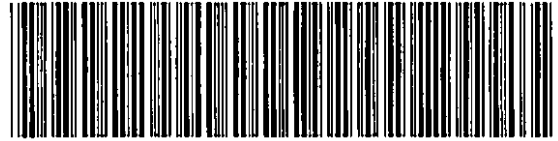
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2018 AUG 24 PM 4:27

SECRETARY OF STATE  
TALLAHASSEE, FL

C. GOLDEN

AUG 27 2018

6429-1049-

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ASHLEY R. TULLOCH

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



*Serving clients throughout Florida*

*REPLY TO:*

Palm Beach Gardens Office  
[JRembaum@KBRLegal.Com](mailto:JRembaum@KBRLegal.Com)

\*BOARD CERTIFIED SPECIALIST  
CONDOMINIUM AND PLANNING  
DEVELOPMENT LAW

August 21, 2018

**REGULAR U.S. MAIL**

Division of Corporations  
Florida Department of State  
Attn: Clarethia Golden, Regulatory Specialist II  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Hampton Community Association, Inc.  
Ref. Number: N18650**

Dear Ms. Golden:

As you are likely aware, our law firm represents **Hampton Community Association, Inc.** (the "Association"). The Association recently attempted to file its Amended and Restated Articles of Incorporation for Hampton Community Association, Inc. (the "Amended and Restated Articles") with the Division of Corporations, Florida Department of State (the "Division"). However, the filing was rejected as set out in the enclosed correspondence from the Division, Letter Number: 5518A00015336.

In response to the enclosed letter, a revised Certificate of Filing and revised Amended and Restated Articles are 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.

The enclosed Certificate of Filing has been revised to state that the number of votes cast for the Amended and Restated Articles was sufficient for approval. Please note that the Certificate of Filing did already provide the date of adoption of the Amended and Restated Articles by the members – May 15, 2018. Additionally, Article VII of the

Division of Corporations  
Florida Department of State  
Attn: Claretha Golden, Regulatory Specialist II  
August 21, 2018  
Page 2

Amended and Restated Articles has been revised to provide the title of "Authorized Representative" in lieu of "Representative to Master Association".

We anticipate that these revisions are acceptable to the Division. 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  
cc: Hampton Community Association, Inc., Board of Directors (*via e-mail*)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 26, 2018

JEFFREY A. REMBAUM, ESQUIRE  
9121 NORTH MILITARY TRAIL  
SUITE 200  
PALM BEACH GARDENS, FL 33410

SUBJECT: HAMPTON COMMUNITY ASSOCIATION, INC.  
Ref. Number: N18650

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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.  
<http://dos.myflorida.com/sunbiz/search/guides/corporation-records/title-abbreviations/>

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 518A00015336

RECEIVED  
18 AUG 24 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FL

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

**CERTIFICATE OF FILING THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR  
HAMPTON COMMUNITY ASSOCIATION, INC.**

---

**WHEREAS**, at a duly called and noticed meeting of the membership of **Hampton Community Association, Inc.**, a Florida not-for-profit corporation, held on **May 15, 2018**, the aforementioned Articles of Incorporation were amended and restated pursuant to the provisions of Article IX of said Articles of Incorporation.

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

**SEE ATTACHED  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR HAMPTON COMMUNITY ASSOCIATION, INC.**

.....

*[Signature and Notary Page to Follow]*

WITNESS my signature hereto this 5<sup>th</sup> day of July, 2018, at Palm Beach County, Florida.

WITNESSES

HAMPTON COMMUNITY ASSOCIATION, INC.

John Tagliarini  
Signature

By: Patricia E Brown  
Patricia Brown, President

John Tagliarini  
(PRINT NAME)

Milton Lipson  
Signature

Attest: Constance H. LaMendola  
Constance G. LaMendola, Secretary

MILTON LIPSON  
(PRINT NAME)

STATE OF FLORIDA                    )  
  )ss  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of July, 2018, by **Patricia Brown**, as President of Hampton Community Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. (She is personally known to me) or has produced \_\_\_\_\_ as identification and did take an oath.

Maria A Ingrassia (Signature)

MARIA A INGRASSIA (Print Name)



\_\_\_\_\_  
Notary Public, State of Florida at Large

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
HAMPTON COMMUNITY ASSOCIATION, INC.**  
(A corporation not-for-profit)

**FILED**  
2018 AUG 24 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLE I  
DEFINITIONS**

All initially capitalized terms used herein which are defined in the Second Amended and Restated Declaration of Covenants and Restrictions for Hampton Community Association, Inc., as may be amended from time to time (the "Amended and Restated Declaration"), and not otherwise defined herein, shall have the same meaning as set out in the Amended and Restated Declaration to which these Amended and Restated Articles of Incorporation of Hampton Community Association, Inc. (these "Amended and Restated Articles") are attached as Exhibit "B".

**ARTICLE II  
NAME, ADDRESS, AND DURATION**

The name of the corporation shall be HAMPTON COMMUNITY ASSOCIATION, INC. The principal address and mailing address of the Association shall be care of Campbell Property Management, 3918 Via Poinciana Drive, Lake Worth, Florida 33467, or at such other principal address or mailing address as may be subsequently designated by the Board. The Association's duration shall be perpetual.

**ARTICLE III  
PURPOSE**

The purpose for which the Association is organized is to protect the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set out in the Amended and Restated Declaration, including, without limitation, the establishment and enforcement of payment of charges and Assessments contained therein and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Amended and Restated Declaration. The Association is organized as a not-for-profit corporation, and no part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

**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 of the common law and statutory powers of a Florida corporation not-for-profit which are not in conflict with the terms of these Amended and Restated Articles, the Amended and Restated Declaration, or the Amended and Restated By-Laws, including those powers under and pursuant to Chapter 617, Florida Statutes, as may be amended from time to time, and Chapter 720, Florida Statutes, as amended from time to time. In the event of any conflict between the provisions of Chapter 617, Florida Statutes, as amended from time to time, and Chapter 720, Florida Statutes, as amended from time to time, the provisions of Chapter 720, Florida Statutes, as amended from time to time, shall apply. In the event of any conflict between these Amended and Restated Articles and the Amended and Restated By-Laws, these Amended and Restated Articles shall control; and in the event of any conflict between these Amended and Restated Articles and the Amended and Restated Declaration, the Amended and Restated Declaration shall control.

4.2 Necessary Powers. The Association shall also have all of the powers reasonably necessary to implement and fulfill its purposes, including, but not limited to, the following:

A. To purchase, own, hold, lease, convey, improve, maintain, repair, replace, operate, and manage the Common Property in accordance with the Amended and Restated Declaration;

B. To fix, levy, and collect Assessments against Members and Lots to defray the Common Expenses and for such purposes as set out in the Amended and Restated Declaration and to enforce payment of Assessments and charges by any lawful means;

C. To use the proceeds of Assessments in the exercise of its powers and duties, including, without limitation, to pay all expenses of the Association and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, assessments, and governmental charges levied or imposed against the property of the Association;

D. To maintain, repair, replace, and operate the Lake Easements, that portion of the Lots outside the Units, and the exterior of the Units as more fully described in the Amended and Restated Declaration;

E. To repair, replace, and reconstruct improvements upon the Common Property after casualty and to further improve the Common Property;

F. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;



G. To grant such permits, licenses, and easements over the Common Property for utilities, roads, and other purposes reasonably necessary or useful to the Association;

H. To borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its Assessments and/or real or personal property as security for money borrowed or debts incurred;

I. To purchase and maintain insurance upon the Common Property and other property of the Association pursuant to the Amended and Restated Declaration;

J. To purchase equipment, supplies, and material as may be required for the maintenance, repair, replacement, reconstruction, operation and management of the Common Property, the Lake Easements, that portion of the Lots outside the Units, and the exterior of the Units, as more fully described in the Amended and Restated Declaration;

K. To enter any Lot at a reasonable time to make emergency repairs, to avoid waste, or to do such other work reasonably necessary for the proper protection, preservation, or maintenance of the Common Property and all other property for which the Association is responsible to maintain;

L. To make, amend, alter, and rescind reasonable rules and regulations regarding the use and appearance of the Common Property, the Lots, and the Units;

M. To enforce by legal means the provisions of the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated By-Laws, and the Rules and Regulations, as they may be promulgated, modified, or amended from time to time ;

N. To establish and maintain a reserve fund, in accordance with the provisions of the Amended and Restated Declaration.

O. To bring suit and to litigate on behalf of the Association and the Members;

P. To deal with the Master Association on all matters which affect the Property, the Members, the Owners, or the Association

Q. To contract for the management of the Association and to authorize a management entity, management agent, or contractor to assist the Association in carrying out its powers and duties by performing the powers and duties of the Association, except such as are specifically required by the Amended and Restated Declaration to have the approval of the Board or the Members;

R. To hire attorneys, accountants, engineers, and other professionals as the need arises and the interest of the Association warrants;

S. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association; and

T. To possess, enjoy, and exercise all powers necessary to implement, enforce, and carry into effect the purposes and powers of the Association under the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated By-Laws, and the Rules and Regulations, as they all may be amended from time to time.

U. All of the powers of a not-for-profit corporation, as set out in Chapter 617, Florida Statutes, as amended from time to time.

## **ARTICLE V**

### **MEMBERSHIP**

5.1 Qualification for Membership. A person or entity shall automatically become a Member of the Association upon acquisition of fee simple title to any Lot by filing a deed or other instrument of conveyance therefore in the Official Records of the County. Membership shall continue until such time as the Member transfers or conveys such Member's interest of record or the interest is transferred or conveyed by operation of law, at which time membership, with respect to the Lot conveyed, shall automatically be conferred upon the transferee. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot. No person or entity holding an interest of any type or nature whatsoever in a Lot only as security for the performance of an obligation shall be a member of the Association. A beneficiary of a trust (as defined in former section 737.303(4)(b), Florida Statutes), provided said beneficiary occupies the Unit, or a grantor (as defined in section 733.703(3), Florida Statutes) of a trust which has a record ownership interest in a Unit (but not merely as a security interest) shall be deemed a Member of the Association. Said grantor or beneficiary shall provide the Association a copy of the relevant pages of the trust to verify same.

5.2 Voting. Members shall be entitled to one (1) vote for each Lot owned.

5.3 General Matters. When reference is made herein, or in the Amended and Restated Declaration, the Amended and Restated By-Laws, the Rules and Regulations, management contracts, or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of eligible Members and not of the Members themselves.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by the Board consisting of not less than three (3) nor more than nine (9) directors. All directors shall be natural persons who are eighteen (18) years of age or older, shall be Members of the Association in good standing, as determined by the Board, and shall comply with any and all additional eligibility requirements set forth in Chapter 720, Florida Statutes, as amended from time to time. The manner of election to the Board, the term of office, and other provisions regarding the Board shall be established by the Amended and Restated By-Laws.

**ARTICLE VII**  
**OFFICERS**

The affairs of the Association shall be managed by a President, Vice President, Secretary, Treasurer, Representative to Master Association, 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 officers shall serve at the pleasure of the Board, shall be members of the Board, and shall meet the eligibility requirements as set forth in Chapter 720, Florida Statutes, as amended from time to time. The names and addresses of the current officers of the Association who are to serve until their successors are duly elected in the manner set forth in the Amended and Restated By-Laws are as follows:

PRESIDENT	Patricia Brown	8207 Cassia Drive Boynton Beach, FL 33472
VICE PRESIDENT	John Pagliarini	8230 Cassia Drive Boynton Beach, FL 33472
SECRETARY	Constance La Mendola	8224 Cassia Drive Boynton Beach, FL 33472
TREASURER	Milton Lipson	8141 Cassia Drive Boynton Beach, FL 33472
AUTHORIZED REPRESENTATIVE	Patricia Brown	8207 Cassia Drive Boynton Beach, FL 33472

[Authorized Representative title above shall mean and refer to the Representative to Master Association.]

## **ARTICLE VIII** **INDEMNIFICATION**

Every director, officer, and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon him/her in connection with any proceeding, litigation, or settlement to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director, officer, or committee member whether or not he/she is a director, officer, or committee member at the time such expenses are incurred, except in such cases where the director, officer, or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director, officer, or committee member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or committee member may be entitled.

## **ARTICLE IX** **INCORPORATOR**

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

Michelle C. Wilkinson, Esq.

Phillips Point, Suite 500  
777 South Flagler Drive  
West Palm Beach, Florida 33401-6194

## **ARTICLE X** **BY-LAWS**

The Amended and Restated By-Laws may be amended as provided therein; provided, however, that at no time shall the Amended and Restated By-Laws conflict with these Amended and Restated Articles or the Amended and Restated Declaration. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

## **ARTICLE XI** **AMENDMENTS**

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

11.1 Approval. These Amended and Restated Articles may be amended by the affirmative vote of a majority of the eligible Members. The approval of the Members may be obtained by taking a vote at a meeting of the Members or by written consent in lieu of

a meeting in accordance with section 617.0701(4), Florida Statutes, as amended from time to time.

11.2 Proviso. No amendment shall conflict with the terms of the Amended and Restated Declaration. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

11.3 Recording and Filing. Amendments to these Amended and Restated Articles adopted pursuant to this Article XI 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.

11.4 Notice of Amendment. Within thirty (30) days after recording an amendment to these Amended and Restated 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 Members 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 XII** **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, PL, 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

## **ARTICLE XIII** **CONSTRUCTION**

Whenever it is reasonable to do so, these Amended and Restated Articles shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Amended and Restated Declaration. If any provision of these Articles shall be adjudged invalid, such fact shall not affect the validity of the remaining provisions.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Hampton Community Association, Inc. were executed at Palm Beach County, Florida this 5<sup>th</sup> day of July, 2018.

Signed, sealed and delivered  
in the presence of:

John Pagliarini  
Print Name: John Pagliarini

Milton Lipson  
Print Name: Milton Lipson

ASSOCIATION

HAMPTON COMMUNITY ASSOCIATION,  
INC.

a Florida not-for-profit corporation

By: Patricia E. Brown

Its: President

Print Name: Patricia E. Brown

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

The foregoing Amended and Restated Articles of Incorporation of Hampton Community Association, Inc. were acknowledged before me this 5<sup>th</sup> day of July, 2018, by PATRICIA BROWN, as PRESIDENT of Hampton Community Association, Inc., who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

My commission expires: 3/17/2020

C. J.  
Notary Public  
State of Florida at Large

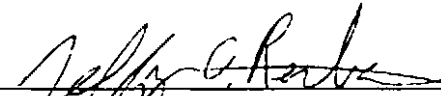


**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated not-for-profit corporation at the place designated in these Amended and Restated Articles of Incorporation of Hampton 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 13<sup>th</sup> day of July, 2018.

KAYE BENDER REMBAUM, P.L.

By:   
Jeffrey Rembaum, Member  
(Registered Agent)