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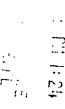
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LAGREN T. SCHWARZFELD
STGART M. SMITH
JOSEPH C. STAYANOFT

LISA A. MAGILL, B.C.S.*, OF COUNSEL KARINA N. SKUIT, OF COUNSEL.

April 26, 2024

Kaye Bender Rembaum, P.L. Attorneys At Law

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REPLY TO:

Palm Beach Gardens Office:

9121 N. Military Trail, Suite 200 Palm Beach Gardens, FL 33440 Tel; (561) 241-4462 Fax: (561) 228-3957 <u>DBreman & KBRLegal com</u> www.KBRLegal com

> ♦ FLORIDA SUPREME COURT CERTITIED MEDIATOR

* BOARD CERTIFIED SPECIALIST IN CONDOMINIUM AND PLANNED DEVELOPMENT LAW

« BOARD CERTIFIED SPECIALIST IN CONSTRUCTION LAW

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Townhomes at Jupiter Harbour Homeowners 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 of Townhomes at Jupiter Harbour Homeowners Association, Inc., along with a copy of same to have stamped and returned to us after filing. Also enclosed is a check in the amount of \$35.00 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.

Regards,

KAYE BENDER REMBAUM, P.L.

Danielle M. Brennan, Esq.

For the Firm

DMB/tr Enclosures

TAMPA, F1, 83607 THL, 813,375,0784 FAX 848,252,3057 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 AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS ASSOCIATION, INC.

WHEREAS, Townhomes at Jupiter Harbour Homeowners Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of Townhomes at Jupiter Harbour Homeowners Association, Inc., filed February 20, 1987, Document Number N19352 (the "Articles"); and

WHEREAS, pursuant to Article IX of the Articles, the Articles may be amended upon the approval of a majority of the Association's Board of Directors (the "Board") and the approval of two-thirds (2/3) of the voting interests of the Association's members; and

WHEREAS, at a properly noticed meeting of the Board held on Wednesday, March 27, 2024, the Board approved the Amended and Restated Articles of Incorporation of Townhomes at Jupiter Harbour Homeowners Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", in accordance with Article IX of the Articles; and

WHEREAS, at a properly noticed meeting of the Association's members held on Wednesday, April 17, 2024, the Association's members approved the Amended and Restated Articles in accordance with Article IX of the Articles.

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 Association.

SEE ATTACHED EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS 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	ASSOCIATION	
Print Name: Thomas I Substitute Post Office Address: Transport of 53477	TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS ASSOCIATION, INC. a Florida not for profit corporation By: Robert J. Short, its President Date: 24 APRIL 2024	
June	•	
Print Name: Fother FULFREE		
Post Office Address: 1000 10027	meny Turk	
45 #WY 1 # 663 JUPITEL FL. 33	4F7 : = = = = = = = = = = = = = = = = = =	
STATE OF FLORIDA)) ss:	1 · i · · · ·	
COUNTY OF PALM BEACH)		
The foregoing instrument was acknowledged before me by means of a physical appearance or online notarization this <u>24</u> day of April, 2024, by Robert J. Short, as President of Townhomes at Jupiter Harbour Homeowners Association, Inc., who is personally known to me or produced <u>United States (Instances</u> as identification and did not take an oath.		
Notary Public - State of Florida Commission # HH 192192 Wy Comm. Expires Oct 28, 2025	Notary Public, State of Florida Alon Envil Print Name	
My commission expires: October 28, 2025	_	

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS ASSOCIATION, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS ASSOCIATION, INC.

Substantial rewording. See governing documents for current text.

ARTICLE I DEFINITIONS

Unless otherwise defined herein, all initially capitalized terms used herein shall have the same meaning as defined in the Amended and Restated Declaration of Covenants and Restrictions for Townhomes at Jupiter Harbor, as may be amended from time to time (the "<u>Declaration</u>"), to which these Amended and Restated Articles of Incorporation of Townhomes at Jupiter Harbour Homeowners Association, Inc., as may be amended from time to time (these "<u>Articles</u>"), are attached as Exhibit "1".

ARTICLE II NAME AND ADDRESS

The name of the corporation is TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS ASSOCIATION, INC., whose principal address and mailing address is care of Sea Breeze Community Management Services Inc., 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410, or such other principal address and/or mailing address as may be designated by the Board from time to time.

ARTICLE III PURPOSES

The Association is organized as a Florida corporation not for profit and a homeowners' association in accordance with Chapter 617 and Chapter 720 of the Florida Statutes, respectively, for the objects and purposes of owning, maintaining, and administering the Common Areas within the residential community known as TOWNHOMES AT JUPITER HARBOUR situate in Palm Beach County, Florida, pursuant to and in accordance with the Declaration and to perform and exercise all of the rights and duties of the Association under the Governing Documents.

ARTICLE IV POWERS

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

4.1 <u>General Powers</u>. The Association shall have all the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, or the By-Laws, including those powers under and pursuant to the Florida Not For Profit Corporation Act and the

Homeowners' Association Act. In the event of any conflict between the provisions of the Florida Not For Profit Corporation Act and the Homeowners' Association Act, the provisions of the Homeowners' Association Act 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 <u>Enumerated Powers</u>. The Association shall also have all the powers reasonably necessary to implement its purposes including, but not limited to, the following:
- A. To own, maintain, repair, replace, operate, and manage the Common Areas in accordance with the Declaration, and to otherwise acquire, own, improve, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;
- B. To make, establish, amend, rescind, and enforce reasonable rules and regulations governing, without limitation, the use of the Common Areas and the Lots;
- C. To carry out all powers and duties vested in the Association pursuant to the Governing Documents, and to do all things deemed necessary by the Board which are incidental to or in furtherance of the purposes of the Association;
- D. To make, levy, and collect Assessments for the purpose of obtaining funds from its Members to pay the Common Expenses, and to use and expend the proceeds of Assessments in the exercise of its powers and duties hereunder;
- E. To enforce by legal means the obligations of the Members, the Governing Documents, and the provisions of any dedication or conveyance of the Common Areas with respect to the use and maintenance thereof;
- F. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration, and management of the Common Areas, and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, a contract for professional management with an individual, corporation, partnership, or other entity and to delegate to such manager the powers and duties of the Association which are subject to delegation;
- G. To create committees and appoint persons to such committees and invest in such committees such powers and responsibilities as the Board may deem advisable, subject to any limitations on directors' rights to delegate authority as may exist under law;
- H. To borrow money and to obtain such financing as is necessary to carry out the powers and duties of the Association and, as security for any such loan, to

collaterally assign the Association's right to collect and enforce Assessments levied for the purpose of repaying any such loan.

4.3 Assets. The Association is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm, or corporation nor be distributed, upon dissolution or otherwise, to any individual. The Association shall not have the power to issue certificates of stock or pay dividends. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for the Members. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE V MEMBERS AND VOTING RIGHTS

- 5.1 <u>Membership</u>. Every Owner shall be a Member of the Association, provided that any person or entity holding an interest of any type or nature whatsoever in a Lot merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot.
- 5.2 <u>Voting Rights</u>. There is one (1) vote for each Lot. If a Lot is owned by more than one (1) person, such Members collectively shall be entitled to only one (1) vote for such Lot. In no event shall more than one (1) vote be cast with respect to any Lot. Votes shall be cast in the manner set forth in the By-Laws.

ARTICLE VI CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII DIRECTORS

The property, business, and affairs of the Association shall be managed by the Board, consisting of an odd number of persons, not less than three (3) nor more than nine (9), as the Board shall from time to time determine prior to the first notice of an election provided in accordance with the By-Laws. All Directors shall be Members and shall comply with all additional eligibility requirements set forth in the Homeowners' Association Act. The manner of election to the Board, the term of service, and other provisions regarding the Board shall be established by the By-Laws.

ARTICLE VIII OFFICERS

The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board may from time to time deem desirable consistent with the By-Laws. Officers shall be Members and shall comply with all additional eligibility requirements set forth in the By-Laws and the Homeowners' Association Act. The manner of election to office, the term of office, and other provisions regarding the officers shall be established by the By-Laws.

ARTICLE IX BY-LAWS

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

ARTICLE X AMENDMENTS

- 10.1 Adoption. These Articles may be amended by the affirmative votegof a majority of the entire Board and the affirmative vote of two-thirds (2/3) of the total voting interests of the 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 the Florida Not For Profit Corporation Act.
- 10.2 <u>Provisos</u>. No amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members, and these Articles shall not be amended in any manner which conflicts with the Declaration. Any attempt to amend contrary to this prohibition shall be of no force or effect.
- 10.3 <u>Recording and Filing</u>. A copy of each amendment adopted pursuant to this Article X shall be attached to a certificate signed by an officer of the Association, filed with the Secretary of State, and recorded among the Official Records of the County and shall become effective upon recording.
- 10.4 <u>Notice of Amendment</u>. 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 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 XI INDEMNIFICATION

Every director, officer, and duly appointed member of a committee of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including, without limitation, Legal Fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director, officer, or committee member of the Association at the time such expenses are incurred, except in such cases wherein the director, officer, or committee member admits to or is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification for herein shall apply only if and when 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 any and all right of indemnification to which such director, officer, or committee member may be entitled under statute or common law.

ARTICLE XII INITIAL SUBSCRIBER

The name and address of the initial subscriber to the Association's initial Articles of Incorporation is:

GERALD C. PENDER

1000 North U.S. Highway One Jupiter, Florida 33477

ARTICLE XIII REGISTERED OFFICE AND 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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Townhomes at Jupiter Harbour Homeowners Association, Inc. were executed on the date set forth below.

Signed, sealed, and delivered	ASSOCIATION		
Print Name: 1000 15 1 - 1600 1	TOWNHOMES AT JUPITER HARBOUR HOMEOWNERS ASSOCIATION, INC. a Florida not for profit corporation By: Robert J. Short, its President Date: 24 APRIC 2024		
Print Name: JOHN J. FULTREE	Example: The second of the sec		
Post Office Address: /OOO NORTH	1.		
US. HXXI, #663 TUDITE FL 3	3477		
STATE OF FLORIDA)			
) ss: County of Palm Beach)			
The foregoing Amended and Restated Articles of Incorporation of Townhomes at Jupiter Harbour Homeowners Association, Inc. were acknowledged before me by means of a physical appearance or online notarization this 24 day of April, 2024, by Robert J. Short, as President of Townhomes at Jupiter Harbour Homeowners Association, Inc., who on is personally known to me or a produced United States Uniformed Scavics as identification and did not take an oath. Identification Cord ALAIN ERVIL. Notary Public, State of Florida Commission of His 192192 My Comm. Expires Oct 28, 2025 Alain Expires Print Name			
My commission expires: October 88, 2025			

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 Townhomes at Jupiter Harbour Homeowners 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.

5 day of April, 2024. Dated this

KAYE BENDER REMBAUM, P.L.

leffrey Dembaum, Member (Registered Agent)