

# N20853

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☐ PICK-UP

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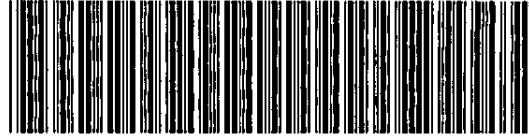
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**ST. JOHN ROSSIN & BURR, PLLC**

LAW OFFICES

DAVID ST. JOHN  
ALLEN E. ROSSIN\*  
ROBERT BURR  
THOMAS E. ROSSIN  
JOSEF M. FIALA  
SEBASTIAN K. POPRAWSKI  
MARIA S. LEAVY

15 DEC - 7 11:00:03  
OF COUNSEL  
CARI A. PODESTA

\*Board Certified Civil Trial Lawyer

December 2, 2015

Florida Secretary of State  
Division of Corporations  
Amendments Section  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Egret Isle Maintenance Association, Inc.

Dear Sir/Madam:

Our law firm represents the above referenced corporation. Enclosed please find the following:

1. Certificate of Amendment to the Articles of Incorporation with attached Exhibit "1";
2. Check for \$35.00;
3. Copy of Certificate of Amendment to the Articles of Incorporation with attached Exhibit "1" to be conformed and returned to our office; and
4. Self-addressed stamped envelope.

Please file the Certificate of Amendment forward to our office a conformed copy of the document filed, as well as a letter acknowledging filing of same. If you have any questions, please call us at 561-655-8994. Thank you for your assistance.

Sincerely,

Maria S. Leavy  
For the Firm

MSL/nv  
Enclosures



CFN 20150413134  
OR BK 27918 PG 1962  
RECORDED 11/09/2015 14:39:38  
Palm Beach County, Florida  
Sharon R. Bock, CLERK & COMPTROLLER  
Pgs 1962 - 1971; (10pgs)

This instrument prepared by:  
Maria S. Leavy, Esq.  
Will Call Box 110  
ST. JOHN ROSSIN & BURR, PLLC  
1601 Forum Place, Suite 700  
West Palm Beach, Florida 33401  
(561) 655-8994

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION FOR  
EGRET ISLE MAINTENANCE ASSOCIATION, INC.**

I hereby certify that the Amended and Restated Articles of Incorporation of Egret Isle Maintenance Association, Inc. attached as Exhibit "1" to this Certificate were duly adopted as an amendment and a restatement of the Articles of Incorporation of Egret Isle Maintenance Association, Inc. ("Articles"). The Articles are recorded in Official Records Book 5406, Page 1926 of the Public Records of Palm Beach County, Florida. The attached Amended and Restated Articles were approved by a majority of the Board of Directors and by an affirmative vote of the members.

DATED this 26 day of Oct, 2015

As to witnesses:

EGRET ISLE MAINTENANCE  
ASSOCIATION, INC.

Heidi Nixon  
Witness: Heidi Nixon

By: Anthony W. Belcher  
Anthony Belcher, Treasurer

Nancy Virgadamo  
Witness: Nancy Virgadamo

STATE OF FLORIDA                   )  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me on Oct 28, 2015, by Anthony Belcher, as Treasurer of the Egret Isle Maintenance Association, Inc., who executed same on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

[SEAL]



Maria S. Leavy  
NOTARY PUBLIC, State of Florida  
Print Name

As to witnesses:

Nancy Vgaden  
Witness: Nancy Vgaden

Heidi Nixon  
Witness: Heidi Nixon

EGRET ISLE MAINTENANCE  
ASSOCIATION, INC.

By:

Mona Climstein  
Mona Climstein, Secretary

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me on OCT 28, 2015, by  
Mona Climstein, as Secretary of the Egret Isle Maintenance Association, Inc., who executed same  
on behalf of the corporation. She is personally known to me or has produced  
US passport as identification.

[SEAL]



Maria S. Leavy  
NOTARY PUBLIC, State of Florida

Print Name

**Exhibit "1"**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
EGRET ISLE MAINTENANCE ASSOCIATION, INC.**

15 DEC -7 11:10:00  
15 DEC -7 11:10:00  
15 DEC -7 11:10:00

The Articles of Incorporation for Egret Isle Maintenance Association, Inc. ("Articles") are recorded in Official Records Book 5406, Page 1926 of the Public Records of Palm Beach County, Florida.

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In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes as may be amended from time to time, and do hereby certify:

**ARTICLE I**

The name of the corporation is EGRET ISLE MAINTENANCE ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II**

The street address of the Registered Office of the Association is 5840 Egret Isle Trail, Lake Worth, FL 33467 or such other address as the Board of Directors shall determine from time to time and the name of the Registered Agent for the Association is St. John, Rossin & Burr, PLLC, whose office and mailing address is: 1601 Forum Place, Suite 700, West Palm Beach, FL 33401. The Registered Agent may be changed by a majority vote of the Board of Directors.

**ARTICLE III**

All definitions in the Declaration of Covenants recorded in the Public Records of Palm Beach County, Florida, and any amendments thereto ("Declaration"), are incorporated herein by reference and made a part hereof.

**ARTICLE IV  
PURPOSE OF THE ASSOCIATION**

The objects and purposes of the Association are those as authorized pursuant to the Declaration and as set forth in Chapters 617 and 720 of the Florida Statutes, as may be amended from time to time. This Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm, or corporation. The

specific purposes for which it is formed are to provide for operation and maintenance of Common Areas and maintenance of the grounds and landscaping of the Lots within that certain real property (and any additions thereto) described in the Declaration and to promote the health, safety and welfare of the members of the Association.

## **ARTICLE V POWERS OF THE ASSOCIATION**

The Association shall have all the powers and duties reasonably necessary for the administration of the Association's affairs and to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Borrow money with the assent of a majority vote of the Board of Directors, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Board of Directors and the assent of two-thirds (2/3rds) of the members at a duly called meeting of the Association or by written consent of the members, except as otherwise provided in Article II of the Declaration;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining the vote of two-thirds (2/3rds) of the members of the Association to such dedication, sale or transfer by vote at a duly called meeting of the Association or by the written consent of the members;

(f) To promulgate, make and amend reasonable rules and regulations regarding the Common Areas, individual Lots, and the actions of the members, their tenants, guests and occupants and to enforce the rules and regulations, By-Laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(g) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have

or exercise;

(h) To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association, and to contract for the maintenance services to be provided the Owners.

(i) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association.

(j) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and Rules and Regulations adopted by the Board and bring any proceedings which may be instituted on behalf of or against the members concerning the Association.

## **ARTICLE VI MEMBERSHIP AND QUORUM**

1. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the covenants of record to assessment by the Association 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.

2. The By-Laws of the Association shall provide for an Annual Meeting of the Members and may make provisions for regular and special meetings of the members other than the Annual Meeting. A quorum for the transaction of business at any meeting of members shall exist if one-third (1/3) of the total number of members of the Association in good standing and eligible to vote shall be present or represented by proxy at the meeting.

## **ARTICLE VII VOTING RIGHTS**

The Association shall have one (1) class of voting membership consisting of the record owner of a fee or undivided fee interest in any Lot as specifically defined herein, which members shall have the following rights and privileges:

The members shall be all those Owners as defined in Article VI herein and they shall be entitled to one (1) vote for each Lot in which they hold interests required for membership. When more than one person holds an interest in any Lot, all such persons shall be members of the Association but the vote for such Lot shall be exercised only by one (1) person as they determine in writing by all such members, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event no voting member is designated by the members with respect to any Lot, the Association is not obligated to recognize the vote of such Lot unless and until such time as written designation is made.

## **ARTICLE VIII BOARD OF DIRECTORS**

The property, business, and affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons who shall be members of the Association. The number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of the Board of Directors.

At each annual meeting, a number of Directors equal to that of those whose terms have expired shall be elected for the term of two (2) years which shall be staggered terms. At the expiration of any term of two (2) years, any Director may be re-elected.

The Directors shall serve until they resign or are removed from office, or until the expiration of their term as provided herein and thereafter until qualified successors are duly elected and have taken office. If any Director shall for any reason cease to be a Director, the remaining Directors so elected may appoint a successor to fill the vacancy for the balance of the unexpired term, it being the specific intention of this provision that the stagger of terms on the Board be maintained.

## **ARTICLE IX DISSOLUTION**

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth (15<sup>th</sup>) Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

## **ARTICLE X DURATION**

The corporation shall exist perpetually.

## **ARTICLE XI AMENDMENTS**

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

1. **Proposal.** Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these



Articles, directing that it be submitted to a vote at a special or annual meeting of members: or amendments may be proposed by petition signed by twenty-five percent (25%) of the members of the Association and delivered to the Association.

2. **Call for Meeting.** Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as herein provided, such proposed amendment or amendments shall be submitted to the membership of the Association for adoption or rejection. Notice of the meeting shall be given as provided in the By-Laws.

3. **Vote Necessary.** In order for such amendment or amendments to become effective, the same must be approved at a duly called special meeting of the members or at the annual meeting, by an affirmative vote of a majority of the votes of the entire membership entitled to vote thereon or by the written consent of the members.

4. **Written Consent.** Any action required by law required to be taken at a meeting of the members or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as the approval by members at a duly called and convened meeting.

5. **Filing.** The Articles of Amendment containing said approved amendment or amendments shall be executed for the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- a. The name of the corporation.
- b. The amendments so adopted.
- c. The date of the adoption of the amendment(s) by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State of Florida for approval.

## **ARTICLE XII OFFICERS**

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine and who shall all be Directors of the Association. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of two (2) years and until qualified successors are duly elected or appointed and have taken office.

### **ARTICLE XIII BY-LAWS**

The By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

### **ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such person may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein such person shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

### **ARTICLE XV TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

Directors shall not be in conflict of interest regarding any transactions in which the Association is involved, including any contracts procured by the Association. Any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers and Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. Any Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

The vote of an interested Director may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, have executed these Articles of Incorporation on Oct 28, 2015.

As to witnesses:

Nancy Vergada  
Witness: \_\_\_\_\_

Heidi Nixon  
Witness: Heidi Nixon

EGRET ISLE MAINTENANCE  
ASSOCIATION, INC.

By: Anthony W. Belcher  
Anthony Belcher, Treasurer

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me on Oct 28, 2015, by Anthony Belcher, as Treasurer of the Egret Isle Maintenance Association, Inc., who executed same on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

[SEAL]



Maria S. Leavy  
NOTARY PUBLIC, State of Florida  
Maria S. Leavy  
Print Name

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, have executed these Articles of Incorporation on October 28, 2015.

As to witnesses:

Nancy Vergada  
Witness: Nancy Vergada

Heidi Nixon  
Witness: Heidi Nixon

EGRET ISLE MAINTENANCE  
ASSOCIATION, INC.

By: Mona Climstein  
Mona Climstein, Secretary

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me on October 28, 2015, by Mona Climstein, as Secretary of the Egret Isle Maintenance Association, Inc., who executed same

on behalf of the corporation. She is personally known to me or has produced  
US passport as identification.

[SEAL]



*[Handwritten Signature]*

NOTARY PUBLIC, State of Florida

Maria S. Leavy

Print Name

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, on behalf of St. John, Rossin & Burr, PLLC, hereby accepts appointment as the registered agent of Egret Isle Maintenance Association, Inc. and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

By: *[Handwritten Signature]*

Printed Name: Maria S. Leavy