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SECRETARY OF STATE  
TALLAHASSEE, FL

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**REPLY TO:**

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\*BOARD CERTIFIED SPECIALIST IN  
CONDOMINIUM AND PLANNED  
DEVELOPMENT LAW

April 8, 2022

**VIA FEDERAL EXPRESS DELIVERY**

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

**RE: Emery at Tradition Homeowner's 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 for Emery at Tradition Homeowner's 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 made 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.

Warmest Personal Regards:

KAYE BENDER REMBAUM, P.L.

Jeffrey A. Rembaum, Esq.

For the Firm

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**  
**EMERY AT TRADITION HOMEOWNER'S ASSOCIATION, INC.**

---

**WHEREAS**, Emery at Tradition Homeowner's Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc., filed January 22, 2021, Document Number N21000001076 (the "Articles"); and

**WHEREAS**, the Articles may be amended as provided in Chapter 617, Florida Statutes; and

**WHEREAS**, the Articles do not provide that members are entitled to vote on a proposed amendment to the Articles; therefore, members are not entitled to vote on a proposed amendment; and

**WHEREAS**, pursuant to section 617.1002(1)(b), Florida Statutes, an amendment may be adopted at a meeting of the Association's Board of Directors (the "Board") by a majority vote of the directors then in office; and

**WHEREAS**, on Monday, March 28, 2022, the Board approved the Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", by unanimous written consent in lieu of a Board meeting in accordance with section 617.0821, Florida Statutes.

**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 Board.

**SEE ATTACHED EXHIBIT "A"**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**EMERY AT TRADITION HOMEOWNER'S 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  
in the presence of:

EMERY AT TRADITION HOMEOWNER'S  
ASSOCIATION, INC.,  
a Florida not for profit corporation

By: M. Berkis  
Matt Berkis, its President

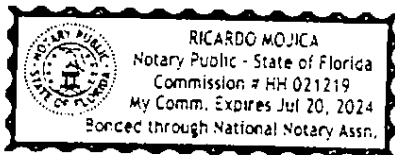
Date: 4-5-2022

Print Name: KAY TUNNISON

Print Name: LAURA MEYER

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

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or  
☐ online notarization, this 5 day of April, 2022, by Matt Berkis, as President of Emery  
at Tradition Homeowner's Association, Inc., a Florida not for profit corporation, who ☒ is personally known  
to me or ☐ produced \_\_\_\_\_ as  
identification and did not take an oath.



Ricardo Mojica  
Notary Public, State of Florida

Ricardo Mojica  
Print Name of Notary Public

My Commission Expires: 7/20/24

**EXHIBIT "A"**

**FILED**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
EMERY AT TRADITION HOMEOWNER'S ASSOCIATION, INC.  
SECRETARY OF STATE  
TALLAHASSEE, FL**

These Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. are a substantial rewording of the Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. See the Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. for present text (in existence prior to the filing of these Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc.).

In order to form a not for profit corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned hereby incorporates this not for profit corporation for the purposes and with the powers hereinafter set forth, and to that end, the undersigned by these Articles of Incorporation, certifies as follows:

**ARTICLE I**  
**DEFINITIONS**

All initially capitalized terms used herein shall have the same meaning as set out in the Declaration of Covenants, Conditions, and Restrictions for Emery at Tradition, as amended from time to time (the "Declaration"), to which these Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. are attached as Exhibit "C", as amended from time to time (these "Articles"), unless an alternative definition is provided herein.

**ARTICLE II**  
**NAME AND ADDRESS**

The name of the corporation is **EMERY AT TRADITION HOMEOWNER'S ASSOCIATION, INC.** (the "Association"). The principal address and mailing address of the Association shall be 2500 Quantum Lakes Drive, Suite 215, Boynton Beach, Florida 33426, or such other principal address or mailing address and may be designated, from time to time, by the Board.

**ARTICLE III**  
**OBJECTS AND PURPOSES**

The objects and purposes for which the Association is formed are those as authorized by the Governing Documents, including, without limitation, the operation, maintenance, and architectural control of the Lots and the Common Areas and all Improvements thereon, and to conduct and transact generally the business of a homeowners' association and to do all things and exercise all powers and perform all functions that a corporation is authorized or empowered to do, exercise, or perform under and by virtue of the laws of Florida.

## **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 common-law and statutory powers of a not for profit corporation under the laws of Florida which are not in conflict with the Declaration, these Articles, and 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 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 Necessary Powers. The Association shall also have those powers reasonably necessary to fulfill the purposes for which the Association is formed, which powers shall include, but not be limited to, the following:

(a) To make and collect Assessments for the operation, management, maintenance, repair, replacement, improvement, and reconstruction after casualty of the Common Areas pursuant to the Declaration, including, without limitation, the maintenance and operation of the Stormwater Management System.

(b) To purchase equipment, supplies, material, and other personal property as may be required in the maintenance, repair, replacement, improvement, operation, and management of the Common Areas pursuant to the Declaration.

(c) To buy, accept, own, operate, lease, sell, trade, and borrow money and mortgage both real and personal property as may be necessary or convenient in the administration of the Association.

(d) To acquire and pay for insurance on the Common Areas, as set forth in the Declaration, for the protection of the Association and the Common Areas and to acquire and pay for Directors and Officers liability insurance to protect the Directors and Officers of the Association.

(e) To make, amend, alter, rescind, and promulgate reasonable rules and regulations for the use and appearance of the Common Areas and the Lots for the benefit, health, safety, and welfare of the Members.

(f) To provide for management, maintenance, repair, replacement, improvement, and operation of the Common Areas pursuant to the Declaration and to delegate to a management entity or management agent those powers and duties which are not specifically required by these Articles to be retained by the Board.

(g) To employ and dismiss vendors, contractors, attorneys, accountants, engineers, architects, and other professionals and personnel to perform the services required for proper operation of the Property and the Association.

(h) To use and expend the monies collected by the Association to effectuate its purposes and powers, including, but not limited to, the payment of utilities and all taxes and assessments made by public bodies which may be levied upon the Common Areas.

(i) To select depositories for the Association funds and to determine the manner of receiving, depositing, and disbursing corporate funds.

(j) To enforce by legal means the provisions of the Governing Documents.

(k) To negotiate, enter into, amend, and terminate contracts and agreements, including, without limitation, with governmental authorities.

(l) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including, without limitation, the power to acquire, hold, convey, and deal in real and personal property.

(m) To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of the purposes and powers of the Association under the Governing Documents.

## **ARTICLE V**

### **MEMBERS**

5.1 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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. No Member may assign, hypothecate, or transfer in any manner membership in the Association except as an appurtenance to the Lot. Any Member of the Association who conveys or loses title to a Lot by sale, gift, bequest, judicial decree, or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of membership resulting from ownership of such Lot.

5.2 Voting Rights. The Association shall have two (2) classes of voting membership:

5.2.1 Class A. Class A Members shall be all Members, with the exception of the Declarant while the Declarant is a Class B Member, each of whom shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by

Section 5.1 above. The vote of a Lot shall not be divisible. Said votes shall be exercised or cast in the manner provided by the By-Laws.

5.2.2 Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to one thousand (1,000) votes, or three (3) votes per Lot, whichever is greater. Class B membership shall cease and be converted to Class A membership upon Turnover.

5.3 General Matters. When reference is made in the Governing Documents or in management contracts or otherwise, to a majority or specific percentage of the Members or Owners, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members and Owners and not of the Members or Owners themselves.

## **ARTICLE VI**

### **TERM**

The term for which the Association is to exist shall be perpetual. In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes. Any Member may petition the local Circuit Court for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Lots and Common Areas and Improvements thereon, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association, the Lots, and the Common Areas. Further, the Property shall continue to be subject to the provisions of the Declaration, including, without limitation, Assessments levied in accordance with the Declaration. Each Owner shall continue to be personally obligated to the successors or assigns of the Association for Assessments to the extent that Assessments are required to enable the successors or assigns of the Association to properly maintain, operate, and preserve the Common Areas as then-existing and as then-continues to be used for the common use and enjoyment of the Owners.

## **ARTICLE VII**

### **INITIAL SUBSCRIBER**

The name and address of the initial subscriber to these Articles is as follows:

Jeremy Bunner

2500 Quantum Lakes Drive, Suite 215  
Boynton Beach, Florida 33426

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The property, business, and affairs of the Association shall be managed by the Board, which shall consist of not less than three (3), nor more than seven (7) Directors



and shall always be an odd number as may be determined by the Board from time to time. Except for Directors appointed by the Declarant, Directors shall be Members of the Association or shall be the authorized representative, officer, or employee of corporate Members of the Association. The Directors shall be elected in the manner set forth in the By-Laws. All Directors shall be natural persons who are eighteen (18) years of age or older and shall comply with all additional eligibility requirements set forth in the Homeowners' Association Act. The following are the names and addresses of the persons appointed to act as Directors until their successors are elected and qualified:

|                |   |
|----------------|---|
| Matthew Berkis | 2500 Quantum Lakes Drive, Suite 215<br>Boynton Beach, Florida 33426 |
| Frank Covelli  | 2500 Quantum Lakes Drive, Suite 215<br>Boynton Beach, Florida 33426 |
| Anissa Cruz    | 2500 Quantum Lakes Drive, Suite 215<br>Boynton Beach, Florida 33426 |

#### **ARTICLE IX OFFICERS**

The affairs of the Association shall be managed by a President, a Vice President, a Secretary, and a Treasurer, 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 of whom shall serve at the pleasure of the Board and shall meet the eligibility requirements as set forth in the Homeowners' Association Act. Upon Turnover, all Officers must be Members of the Association. The names and addresses of the current Officers of the Association, who shall hold office until their successors are duly elected in the manner set forth in the By-Laws are as follows:

|                         |                |   |
|-------------------------|----------------|---|
| PRESIDENT               | Matthew Berkis | 2500 Quantum Lakes Drive, Suite 215<br>Boynton Beach, Florida 33426 |
| VICE PRESENT            | Frank Covelli  | 2500 Quantum Lakes Drive, Suite 215<br>Boynton Beach, Florida 33426 |
| SECRETARY/<br>TREASURER | Anissa Cruz    | 2500 Quantum Lakes Drive, Suite 215<br>Boynton Beach, Florida 33426 |

#### **ARTICLE X INDEMNIFICATION**

Each and every Director and Officer of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including attorney and paralegal fees, costs, and expenses at all trial and appellate levels and post judgment proceedings,

reasonably incurred by or imposed upon him/her in connection with any negotiation, proceeding, arbitration, litigation, or settlement in which he/she becomes involved by reason of his/her being or having been a Director or Officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or Officer at the time such fees, costs, or expenses are incurred. Notwithstanding the above, in the event of a settlement in connection with any of the foregoing, the indemnification provisions provided in this Article X shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the fees, costs, and expenses of such settlement as being in the best interest of the Association. In the event a Director or Officer admits that he/she is guilty of or is adjudged guilty of willful misconduct or gross negligence in the performance of his/her duties, the indemnification provisions of this Article X shall not apply. The foregoing right of indemnification provided in this Article X shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer of the Association may be entitled under statute or common law.

Upon the resignation of a Director who has been designated, appointed, or elected by the Declarant, or the resignation of an Officer who was elected or appointed by the Declarant or by the Directors designated, appointed, or elected by the Declarant, the Association and the Members shall remise, release, acquit, and forever discharge such Director or Officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages (except to the extent and such damages are covered by insurance), judgments, executions, claims, and demands, whatsoever, in law or in equity, which the Association or the Members, their successors, assigns, heirs, and personal representatives, had, now have, or will have against such Director or Officer by reason of having been a Director or Officer. Notwithstanding, the foregoing shall not apply in the event of a criminal act where such Director or Officer was adjudicated guilty or pled nolo contendere.

## **ARTICLE XI**

### **BY-LAWS**

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

## **ARTICLE XII**

### **AMENDMENTS**

12.1 Declarant Amendment. Prior to Turnover, these Articles may be amended only by an instrument in writing signed by the Declarant and joined by the Association.

12.2 Membership Amendment. After Turnover, these Articles may be amended by the affirmative vote of two-thirds (2/3<sup>rd</sup>s) of all of the Members. The approval of the

Members of a proposed amendment may be obtained by written consent in lieu of a membership meeting pursuant to the relevant provisions of the Florida Not For Profit Corporation Act.

12.3 Proviso. No amendment to these Articles shall conflict with the terms of the Declaration or the By-Laws. No amendment to these Articles shall be adopted which shall abridge, prejudice, amend, or alter the rights of the Declarant, as determined in the sole discretion of the Declarant, without the prior written consent of the Declarant. Any attempt to amend contrary to this prohibition shall be of no force or effect whatsoever.

12.4 Filing and Recording. Amendments to these Articles adopted pursuant to this Article XII 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.

12.5 Notice of Amendment. 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 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 Member 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 XIII** **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.

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

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. were executed on this 5th day of April, 2022.

Signed, sealed and delivered  
in the presence of:

[Signature]  
Print Name: Kay Johnson

[Signature]  
Print Name: Laura Meyer

ASSOCIATION

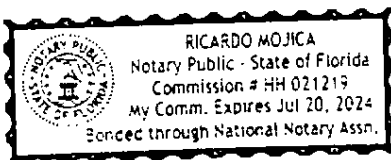
EMERY AT TRADITION HOMEOWNER'S  
ASSOCIATION, INC.

a Florida not for profit corporation

By: [Signature]  
Matthew Berkis, its President

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

The foregoing Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's Association, Inc. were acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 5 day of April, 2022, by Matthew Berkis, as President of Emery at Tradition Homeowner's Association, Inc., a Florida not for profit corporation, who ☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification and did not take an oath.



[Signature]  
Notary Public, State of Florida  
Ricardo Mojica  
Print Name of Notary Public

My Commission Expires: 7/20/24

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for **EMERY AT TRADITION HOMEOWNER'S ASSOCIATION, INC.**, a Florida not for profit corporation, at the place designated in these Amended and Restated Articles of Incorporation of Emery at Tradition Homeowner's 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 6<sup>th</sup> day of April, 2022.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member  
(Registered Agent)