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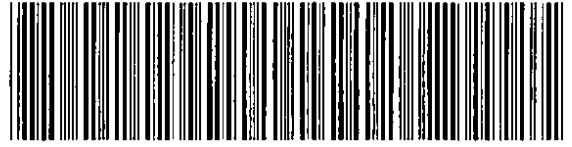
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KERSTIN HENZE, OF COUNSEL
LISA A. MAGILL, B.C.S.* & OF COUNSEL
KARINA N. SKEIE, OF COUNSEL

KBR Kaye Bender
Rembaum, P.L.
Attorneys At Law

Serving clients throughout Florida

REPLY TO:

Palm Beach Gardens Office:

9121 N. Military Trail, Suite 2
Palm Beach Gardens, FL 334

Tel: (561) 244-44

Fax: (561) 223-33

JRembaum@KBRLegal.com

www.KBRLegal.com

& FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

• BOARD CERTIFIED SPECIALIST
CONDOMINIUM AND PLANNING
DEVELOPMENT L.

& BOARD CERTIFIED SPECIALIST
IN CONSTRUCTION L.

June 9, 2023

VIA FEDERAL EXPRESS DELIVERY

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

RE: Avila at Jensen Beach 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 for Avila at Jensen Beach 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 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

BROWARD County:
1200 PARK CENTRAL BLVD, SOUTH
POMPANO BEACH, FL 33064
TEL: 954.928.0680 FAX 954.772.0319

ORANGE County:
UNIVERSITY CORPORATE CENTER II
11486 CORPORATE BLVD, SUITE 130
ORLANDO, FL 32817

HILLSBOROUGH County:
1211 N. WESTSHORE BLVD, SUITE 409
TAMPA, FL 33607
TEL: 813.375.0731 FAX 813.252.3057

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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
AVILA AT JENSEN BEACH HOMEOWNERS ASSOCIATION, INC.

WHEREAS, Avila at Jensen Beach Homeowners Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation for Avila at Jensen Beach Homeowners Association, Inc., filed March 31, 2022, Document Number N22000003327 (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 May 30, 2023, the Board approved the Amended and Restated Articles of Incorporation of Avila at Jensen Beach Homeowners 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
AVILA AT JENSEN BEACH 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
in the presence of:

AVILA AT JENSEN BEACH HOMEOWNERS
ASSOCIATION, INC.,
a Florida not for profit corporation

[Signature]
Print Name: Tara Toledo

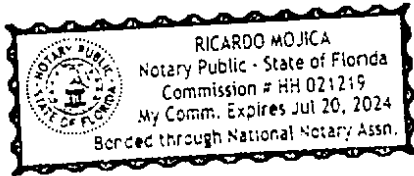
By: [Signature]
Matt Berkis, its President

Date: 5/30/2023

[Signature]
Print Name: TANIS PLYLER

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

The foregoing instrument was acknowledged before me by means of physical appearance or online notarization, this 30 day of May, 2023, by Matt Berkis, as President of Avila at Jensen Beach Homeowners 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

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AVILA AT JENSEN BEACH HOMEOWNERS ASSOCIATION, INC.

These Amended and Restated Articles of Incorporation of Avila at Jensen Beach Homeowners Association, Inc. are a substantial rewording of the Articles of Incorporation of Avila at Jensen Beach Homeowners Association, Inc. See the Articles of Incorporation of Avila at Jensen Beach Homeowners Association, Inc. for present text (in existence prior to the filing of these Amended and Restated Articles of Incorporation of Avila at Jensen Beach Homeowners 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 Avila at Jensen Beach, as amended from time to time (the "Declaration"), to which these Amended and Restated Articles of Incorporation of Avila at Jensen Beach Homeowners 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 **AVILA AT JENSEN BEACH HOMEOWNERS 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:

Anthony Palumbo	2500 Quantum Lakes Drive, Suite 215 Boynton Beach, Florida 33426
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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:

Matt Berkis	2500 Quantum Lakes Drive, Suite 215 Boynton Beach, Florida 33426
Frank Covelli	2500 Quantum Lakes Drive, Suite 215 Boynton Beach, Florida 33426
Anthony Palumbo	2500 Quantum Lakes Drive, Suite 215 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	Matt Berkis	2500 Quantum Lakes Drive, Suite 215 Boynton Beach, Florida 33426
VICE PRESENT	Frank Covelli	2500 Quantum Lakes Drive, Suite 215 Boynton Beach, Florida 33426
SECRETARY/ TREASURER	Anthony Palumbo	2500 Quantum Lakes Drive, Suite 215 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 (2/3rds) 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.

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[SIGNATURE PAGE FOLLOWS]

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **AVILA AT JENSEN BEACH HOMEOWNERS ASSOCIATION, INC.**, a Florida not for profit corporation, at the place designated in these Amended and Restated Articles of Incorporation of Avila at Jensen Beach 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.

Dated this 5th day of June, 2023.

KAYE BENDER REMBAUM, P.

By: 

Jeffrey Rembaum, Member
(Registered Agent)