

N22000005099

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FILING OFFICE
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BON AIRE DESIRE PROPERTY OWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N22000005099

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jared Gaylord, Esq.

(Name of Contact Person)

Marc R. Gaylord, P.A.

(Firm/ Company)

12000 SE Old Dixie Highway

(Address)

Hobe Sound, FL 33455

(City/ State and Zip Code)

jared@marcgaylordlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jared Gaylord, Esq.

772

545-7740

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

This instrument was prepared by:
DANIELLE BRENNAN, 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
BON AIRE DESIRE PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, Bon Aire Desire Property Owners Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation for Bon Aire Desire Property Owners Association, Inc., filed May 4, 2022, Document Number N22000005099 (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 June 10, 2024, the Board approved the Amended and Restated Articles of Incorporation of Bon Aire Desire Property Owners 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
BON AIRE DESIRE PROPERTY OWNERS ASSOCIATION, INC.

.....
[SIGNATURE PAGE FOLLOWS]

2024 AUG 12 PM 3:05
CONFIDENTIAL
1041 1000 1000

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:

BON AIRE DESIRE PROPERTY OWNERS
ASSOCIATION, INC.,
a Florida not for profit corporation

By: [Signature]
Edward H. Hamm, Jr., its President

Date: 6/10/24

[Signature]
Print Name: Jared Gaylord
Post Office Address: 12000 SE Pirie
Hobe Sound, FL 33455

[Signature]
Print Name: Loraine M Johnson
Post Office Address: 12000 SE Dixie
Hwy Hobe Sound FL 33455

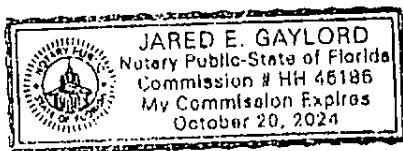
STATE OF Florida)
COUNTY OF Marion) ss:

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 10 day of June, 2024 by Edward H. Hamm, Jr., as President of Bon Aire Desire Property Owners Association, Inc., a Florida not for profit corporation, who ☐ is personally known to me or ☒ produced driver license as identification and did not take an oath.

[Signature]
Notary Public, State of

Print Name of Notary Public

My commission expires:



2024 AUG 12 PM 3:06
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SECRETARY OF STATE

EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BON AIRE DESIRE PROPERTY OWNERS ASSOCIATION, INC.

Substantial rewording. See governing documents for current text.

ARTICLE I
DEFINITIONS

All initially capitalized terms used herein shall have the same meaning as set out in the Declaration of Covenants and Restrictions for Bon Aire Desire, as amended from time to time (the "Declaration"), to which these Amended and Restated Articles of Incorporation of Bon Aire Desire Property Owners Association, Inc. are attached as Exhibit "B", 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 **BON AIRE DESIRE PROPERTY OWNERS ASSOCIATION, INC.** (the "Association"), a not for profit corporation under and in accordance with the provisions of Chapter 617, Florida Statutes. The principal address and mailing address of the Association shall be 12000 SE Dixie Highway, Hobe Sound, Florida 33455, 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 and maintenance to 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 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 delegate to a professional management company or licensed 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 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.

(l) 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 hundred (100) votes. 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 of the Association 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:

Edward H. Hamm, Jr.	408 St. Peter Street, Suite 434
	St. Paul, MN 55102

ARTICLE VIII
BOARD OF DIRECTORS

The property, business, and affairs of the Association shall be managed by the Board consisting of three (3) Directors. Except for Directors appointed by the Declarant, Directors shall be Members or shall be the authorized director, officer, manager, or employee of business entity Members. 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.

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. Except for Officers appointed by the Declarant, Officers shall be Members or shall be the authorized director, officer, manager, or employee of business entity Members. All Officers 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.

ARTICLE X INDEMNIFICATION

Each and every Director, Officer, and member of any duly authorized committee of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including Legal Fees, 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, Officer, or committee member of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director, Officer, or committee member 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, Officer, or committee member 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, Officer, or committee member of the Association may be entitled under statute or common law.

Upon the resignation of a Director, Officer, or committee member, each of whom was designated, appointed, or elected by the Declarant or was designated, appointed, or elected by the Directors designated, appointed, or elected by the Declarant, the Association and the Members shall remise, release, acquit, and forever discharge such Director, Officer, or committee member 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, Officer, or committee member by reason of having been a Director, Officer, or committee member. Notwithstanding, the foregoing shall not apply in the event of a criminal act where such Director, Officer, or committee member was adjudicated guilty or pled nolo contendere.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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 a majority of all 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 Marc R. Gaylord, P.A.,

12000 SE Dixie Highway, Hobe Sound, FL 33455. The Association shall have the right to designate subsequent registered agents without amending these Articles.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Bon Aire Desire Property Owners Association, Inc. were executed on the date set forth below.

Signed, sealed, and delivered
in the presence of:

ASSOCIATION

BON AIRE DESIRE PROPERTY OWNERS
ASSOCIATION, INC.,
a Florida not for profit corporation

Print Name: Jared Gaylord
Post Office Address: 12000 SE Dixie
Highway, Hobe Sound, FL 33455

By: Edward H. Hamm, Jr.
Edward H. Hamm, Jr., its President

Date: 6/6/29

Print Name: Lorran M. Johnson
Post Office Address: 12000 SE Dixie
Highway Hobe Sound FL 33455

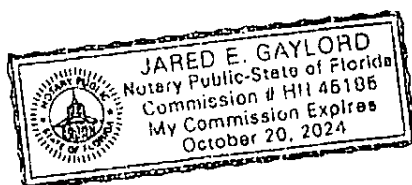
STATE OF Florida)
COUNTY OF Martin) ss:

The foregoing Instrument was acknowledged before me by means of ☒ physical appearance or
☐ online notarization, this 10 day of June, 2024, by Edward H. Hamm, Jr., as President of
Bon Aire Desire Property Owners Association, Inc., a Florida not for profit corporation, who is personally
known to me or ☒ produced driver license as identification and did not take an oath.

Notary Public, State of _____

Print Name of Notary Public _____

My Commission Expires:



2024 AUG 12 PM 3:06
SECRET
FALL 2024

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **BON AIRE DESIRE PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not for profit corporation, at the place designated in these Amended and Restated Articles of Incorporation of Bon Aire Desire Property Owners 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 10 day of June, 2024.

MARC R. GAYLORD, P.A.

By: 

Marc R. Gaylord, Esq.
(Registered Agent)

2024 AUG 12 PM 3:06
SECRETARY
TALLAHASSEE, FLORIDA