

N23486

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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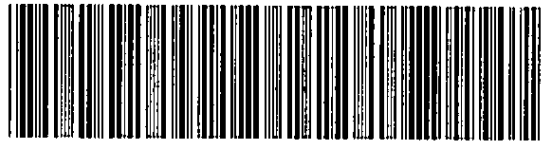
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2019 MAY -2 PM 5:33

U.S. DEPT. OF JUSTICE
RECORDS SECTION

C. GOLDEN

MAY -2 2019

Mark D. Friedman, B.C.S.
Shareholder
Board Certified Attorney
Condominium and Planned Development Law
Phone: (561) 820-2868 Fax: (561) 832-8987
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Becker

Becker & Poliakoff
625 N. Flagler Drive
7th Floor
West Palm Beach, Florida 33401

April 8, 2019

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32314

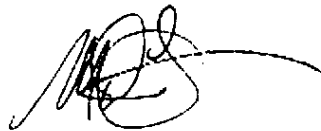
**RE: Briarwood at Indian Spring Association, Inc.
Document No. N23486**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Amended and Restated Articles of Incorporation for Briarwood at Indian Spring Association, Inc., as well as a check in the amount of **\$35.00** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Sincerely,



Mark D. Friedman
For the Firm

MDF/ebd
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 16, 2019

MARK D. FRIEDMAN
625 N. FLAGLER DRIVE
7TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: BRIARWOOD AT INDIAN SPRINGS ASSOCIATION, INC.
Ref. Number: N23486

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 219A00007723

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2019 MAY -2 PM 5:33

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BRIARWOOD AT INDIAN SPRING ASSOCIATION, INC.**

The undersigned officers of **Briarwood at Indian Spring Association, Inc.** do hereby certify that the following Amended and Restated Articles of Incorporation of said corporation are a true and correct copy of the Amended and Restated Articles of Incorporation, as amended pursuant to Article X of the Articles of Incorporation, by the membership at a duly called and noticed meeting of the members held January 31, 2019, and recessed to and reconvened on February 27, 2019. The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 12th day of March, 2019, at Boynton Beach, Palm Beach County, Florida.

[Signature]
Witness
[Signature]
Witness

**BRIARWOOD AT INDIAN SPRING
ASSOCIATION, INC.**

BY: [Signature] (SEAL)
President

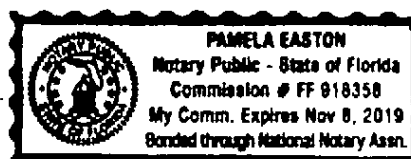
ATTEST: [Signature] (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 12th day of March, 2019, by Arthur Burke and Wesley Kelley, as President and Secretary, respectively, of Briarwood at Indian Spring Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

[Signature] (Signature)
Pamela Easton (Print Name)
Notary Public, State of Florida at Large

ACTIVE: 12054551_1



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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2019 MAY -2 PM 5:33

BRIARWOOD AT INDIAN SPRING ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION .
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT**

These are the Amended and Restated Articles of Incorporation of Briarwood at Indian Spring Association, Inc. The original Articles were filed with the Florida Department of State on the 17th day of November 1987, under Charter Number N23486

For historical purposes, the names of the original incorporator, and his address at the time of incorporation, was: Albert N. Proujansky, The Resort at Indian Spring, Inc., 5160 S.W. 15th Avenue, Boynton Beach, Florida 33435. The name and address of the original registered agent and registered office was Alvin Kaplan, 5160 S.W. 15th Avenue, Boynton Beach, Florida 33437. (The current registered agent is listed in Article XII of these Articles).

ARTICLE I

NAME

The name of the Corporation shall be **BRIARWOOD AT INDIAN SPRING ASSOCIATION, INC.** For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, as amended from time to time, (the "Act") for the operation of that certain condominium to be known as Briarwood at Indian Spring Condominium.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida, as amended from time to time, that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and Special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium and Association Property.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and Association Property and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium and Association Property and for all other lawful purposes.

F. To approve or disapprove the transfer, leasing, mortgaging, ownership, occupancy, and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium and Association Property.

H. To contract for the management of the Condominium and Association Property, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium and Association Property.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium and Association Property.

K. To borrow money on behalf of the Association, which must be approved by a majority of the entire Board, when required in connection with the operation, care, upkeep, alteration, and maintenance of the Common Elements and to allow assessments, special assessments, and lien rights to be used as collateral for the loan to the extent permitted by law, as amended from time to time.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE V

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Unit shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VIII

DIRECTORS

8.1 Number and Qualification. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws. Only the record title holder or the spouse of a record title holder of a Unit shall be eligible to hold the office of Director of the Association.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE IX

INDEMNIFICATION

9.1 Indemnity. To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(B) The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(C) The foregoing indemnity shall include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection with the defense or settlement of such proceeding, including appeal thereof.

9.2 Limitations. The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

9.3 Inclusions. The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

9.4 Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, by on or behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law.

9.5. Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by

law.

9.6. Application for Indemnity. Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

ARTICLE X

AMENDMENTS

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

10.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed by either two-thirds (2/3) of the Board of Directors of the Association or by a written petition signed by at least one-half (1/2) of the Members of the Association. Except as elsewhere provided, such proposed amendment must be approved by not less than a majority of the Board of Directors and by not less than a majority of the Voting Interests in the Association; such votes being cast in person, by proxy or by any other lawful means, at a members' meeting at which a quorum is present or by written agreement, or electronic voting, provided a quorum participates in the vote by written agreement.

10.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

10.4 Scrivener's errors. Scrivener's errors may be corrected by a vote of the Board without the necessity of membership approval.

10.5 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XI

ADDRESS

The principal place of business of the Corporation shall be located at 5995 Bannock Terrace, Boynton Beach, Florida 33437, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII
REGISTERED AGENT

The name and address of the current registered agent and registered office is Ron Smith, 5995 Bannock Terrace, Boynton Beach, Florida 33437. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the Association, the registered office and the registered agent, in the manner provided by law.