

N25992

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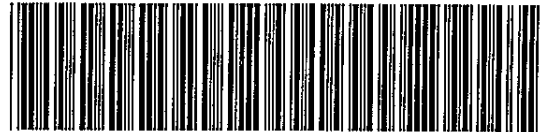
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File N25992



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 22, 2003

FOLEY LARDNER
ATTN: WILLIAM P SKLAR, ESQ.
777 SOUTH FLAGLER DR, 901 WEST TOWER
WEST PALM BEACH, FL 33401-6195

SUBJECT: BENT CYPRESS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N25992

We have received your document for BENT CYPRESS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 803A00024198

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FOLEY LARDNER
ATTORNEYS AT LAW

May 13, 2003

VIA FEDERAL EXPRESS

Pamela Smith
Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bent Cypress Homeowners Association, Inc.; Ref. Number:
N25992

Dear Ms. Smith:

Enclosed please find revised Restated and Amended Articles of Incorporation of Bent Cypress Homeowners Association, Inc., correcting those items stated in your letter dated April 22, 2003 (copy enclosed).

If you have any questions, please do not hesitate to contact me.

Sincerely,



William P. Sklar

WPS/car
Enclosure
cc: Mr. John Newsome

FOLEY & LARDNER
PHILLIPS POINT - 901 WEST TOWER
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6195

TEL: 561.655.5050
FAX: 561.655.6925
WWW.FOLEYLARDNER.COM

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RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF

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CLERK OF STATE
TALLAHASSEE, FLORIDA

BENT CYPRESS HOMEOWNERS ASSOCIATION, INC.

The following is the Restated and Amended Articles of Incorporation of Bent Cypress Homeowners Association, Inc., which was formed as a corporation not for profit under Chapter 617, Florida Statutes, as amended, which has been approved by the affirmative vote of two-thirds of the votes cast of the entire membership either in person, by proxy or absentee ballot at a duly called and noticed meeting of the Association, which vote was sufficient for approval. This Restated and Amended Articles of Incorporation hereby replaces any prior Articles of Incorporation of Bent Cypress Homeowners Association, Inc. and amendments thereto.

ARTICLE I

NAME

The name of the corporation shall be BENT CYPRESS HOMEOWNERS ASSOCIATION, INC. which is hereafter referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

The purposes for which this Corporation is organized are to promote the health, safety, aesthetic enjoyment and social welfare of the Owners and occupants of the Community, and to operate and maintain and own the Common Areas in accordance with and pursuant to the Declaration or any Supplement thereto and to fulfill its obligations in accordance with and pursuant to the Declaration. The Corporation is not a condominium association under Chapter 718, Florida Statutes.

The general powers that the Corporation shall have are as follows:

A. This Corporation shall have all of the common law and statutory powers of a Florida corporation not-for-profit, except as herein entitled.

B. This Corporation shall have all of the powers reasonably necessary to implement its purposes including those set forth herein.

C. To do all of the acts required to be performed by it in accordance with the Declaration.

D. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles.

E. To promulgate and enforce rules, regulations, Bylaws and agreements to effectuate the purposes for which the Corporation is organized and to make, establish and enforce rules and regulations governing the use of the Corporation Common Areas consistent with the Declaration.

F. To delegate power or powers where such is deemed in the interest of the Corporation.

G. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in these Articles and not forbidden by the Laws of the State of Florida.

H. To make, levy and collect assessments for the purpose of obtaining funds from its Members to pay for the operational expenses of this Corporation (Operating Expenses) and costs of collection and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

I. To charge recipients for services rendered by the Corporation and users for use of Corporation property when such is deemed appropriate by the Board of Directors.

J. To pay taxes and other charges, if any, on or against property owned, leased, licensed or accepted by the Corporation.

K. To maintain, repair, replace and operate the Corporation Common Areas (including, but not limited to, any Corporation Common Area to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) in accordance with those government regulations which are applicable, the Declaration, or any Supplements thereto.

L. To enforce by legal means the obligations of the Members of this Corporation, the provisions of the declaration and the provisions of any Supplement.

M. To contract for professional management (the "Manager," which may be an individual, corporation, partnership or other entity) and to delegate to such Manager certain powers and duties of this Corporation.

N. To contract for the maintenance, security, administration and other functions to be carried out by the Corporation.

O. To contract with governmental or quasi-governmental entities and Neighborhood Associations regarding maintenance and administration.

P. Notwithstanding anything contained herein to the contrary, this Corporation shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall Members perform any such activities in the name of the Corporation.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. Owners as defined in Section 1, shall be entitled to one vote for each Lot in which they hold the interests required for Membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised by one such Member as specified in the Articles of Incorporation of the Association but in no event shall more than one vote be cast with respect to any such Lot.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. The presence, either in person or by proxy, of Members in good standing entitled to cast one-third (1/3) of the votes of the Members shall be a quorum for the transaction of business at any meeting of the Members.

Section 4. Voting Member Designation. When a Lot is owned by more than one person or entity or corporation or other business entity, whether fiduciaries, joint tenants, tenants in common, tenants in partnership, or any other manner of joint or common ownership, said Owners shall designate a Voting Member, as well as an Alternate Voting Member, for the purpose of casting the vote for each Lot so owned. Such designation shall be in writing, signed by all Owners to the Secretary of the Association and shall contain the name and address of the Voting Member and his Alternate. The vote of the designated Member, or the Alternate in the absence of the Voting Member, shall be considered to represent the will of all the owners of that Lot. Said designation(s) shall remain in effect until changed in writing. In the event no notification of the Voting Member is made, any one of the several Owners of the same Lot in attendance at any meeting may vote, but if more than one such owner is in attendance, no vote may be cast on behalf of said Lot unless all of its Owners in attendance agree on said vote.

Section 5. Voting. Each Voting Member may cast his vote in person, or by proxy, in accordance with the Bylaws.

ARTICLE IV

CORPORATE EXISTENCE

The corporation shall have perpetual existence, provided, however, in the event of dissolution of the Association, for whatever reason, other than merger, consolidation or termination incident to the termination of the Declaration, any Owner may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a Receiver to manage the affairs of the dissolved Association and the Properties.

ARTICLE V

DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three nor more than five persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Board of Directors. The names and addresses of the Board of Directors of the Association, who shall hold office until qualified successors are duly appointed or elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Marvin Levy	2950 Bent Cypress Road Wellington , Florida 33414
Gary Feidler	2951 Bent Cypress Road Wellington, Florida 33414
Joe Gill	2831 Bent Cypress Road Wellington, Florida 33414

Section 3. Election of Members of Board of Directors. Directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association or shall be authorized representatives, officers or employees of corporate members of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. Officers. The names and addresses of the current officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Office</u>
Marvin Levy	President
Gary Feidler	Vice President/Treasurer
Joe Gill	Secretary

ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption which amendments require a vote of the majority of the entire voting membership, either in person or by proxy.

ARTICLE IX

INDEMNIFICATION

Every director and, every officer of the Association shall be indemnified by the Association against all legal expenses and liabilities, including counsel fees, including appellate fees, reasonably incurred by or imposed upon him in connection with any proceeding, whether civil, criminal or investigative or any settlement thereof to which he may be a party, or in which he may become involved by reason of being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of this duty or that he did not act in good faith or in a manner that is consistent with the Association's best interest or any criminal action or proceedings, that he had no reasonable cause to believe that his conduct is unlawful and the court determines that indemnification should be denied; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, the rights to which such director or officer may be entitled. In the event a director or officer of the Association prevails on the merits in any judicial proceeding for which indemnification herein shall apply, the Association shall indemnify him or her against or for legal expenses incurred in such judicial proceeding.

ARTICLE X

DIRECTORS AND OFFICERS INSURANCE

The Association shall procure directors and officers liability insurance in such form and amount as may be determined, from time to time, by the Board of Directors and the

cost of premiums for such insurance coverage shall become a Common Expense of the Association.

ARTICLE XI
REGISTERED AGENT

The name and address of the registered agent of the corporation is John Newsome, 12785-C Forest Hill Boulevard, Wellington, Florida 33414.

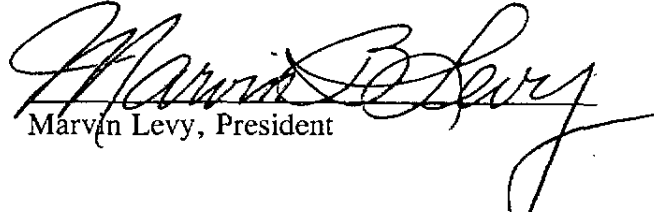
ARTICLE XII
INCORPORATOR

Diamond Brothers VII, Inc., a Florida corporation, was the Incorporator to these Articles of Incorporation.

IN WITNESS WHEREOF, the said Restated and Amended Articles of Incorporation are executed this 7th day of May, 2003.

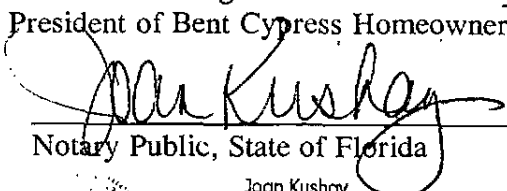
BENT CYPRESS HOMEOWNERS
ASSOCIATION, INC., a Florida corporation

By:


Marvin Levy, President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of May, 2003, by Marvin Levy, as President of Bent Cypress Homeowners Association, Inc., on behalf of the corporation.


Notary Public, State of Florida

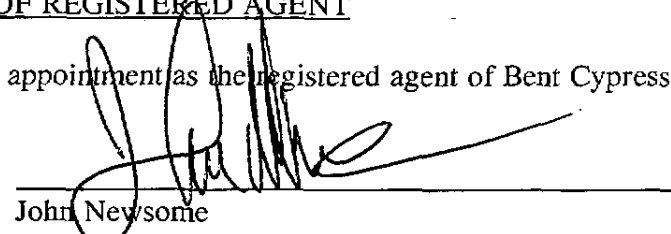
My commission expires: 11/24/04



Joan Kushoy
COMMISSION # CC978816 EXPIRES
November 24, 2004
MY COMMISSION # CC978816 EXPIRES
November 24, 2004
BONDED THROUGH TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his appointment as the registered agent of Bent Cypress Homeowners Association, Inc.


John Newsome