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WITH AN ADDITIONAL OFFICE
IN POMPANO BEACH, FLORIDA

*BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

May 30, 2019

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: The Gardens Hunt Club 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 The Gardens Hunt Club Association, Inc. 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

JAR/tr
Enclosures

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
THE GARDENS HUNT CLUB ASSOCIATION, INC.**

WHEREAS, The Gardens Hunt Club Association, Inc. (the "Association") is a Florida not-for-profit corporation formed pursuant to the Articles of Incorporation filed May 23, 1988, Document Number N26550 (the "Articles"); and

WHEREAS, pursuant to Article XI of the Articles, the Articles may be amended with the approval of a majority of the votes of the entire membership; and

WHEREAS, the members approved the Amended and Restated Articles of Incorporation of The Gardens Hunt Club Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", in accordance with the provisions thereof by casting the number of votes for the Amended and Restated Articles sufficient for approval.

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 membership at the above-referenced meeting of the membership and that the number of votes cast for adoption of the Amended and Restated Articles was sufficient for approval.

**SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE GARDENS HUNT CLUB ASSOCIATION, INC.**

.....

[Signature and Notary Page to Follow]

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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:

[Signature]

Print Name: Olivia Cummings

[Signature]

Print Name: Trisha Ruiz

THE GARDENS HUNT CLUB
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: [Signature]

Its: President

Print Name: Bryan Cook

Date: 5/8/19

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

The foregoing instrument was acknowledged before me this 8th day of May, 2019,
by Bryan Cook as President of The Gardens Hunt Club Association,
Inc., a Florida not-for-profit corporation, who is personally known to me or produced
FLDL C900-06377-250 as identification and did not take an oath.

[Signature]
Notary Public, State of Florida

Trisha Ruiz
Print Name of Notary Public

My Commission Expires:



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GARDENS HUNT CLUB ASSOCIATION, INC.**

A Florida Corporation Not-For-Profit

ARTICLE I – NAME

The name of the corporation is THE GARDENS HUNT CLUB ASSOCIATION, INC., a Florida corporation not-for-profit, hereinafter referred to as the "ASSOCIATION."

ARTICLE II – PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION, the Articles of Incorporation, the Bylaws, and Chapter 720, Florida Statutes.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION and Chapter 720 Florida Statutes, including but not limited to, the following:
 - 2.1. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
 - 2.2. To make and collect ASSESSMENTS against OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.
 - 2.3. To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.
 - 2.4. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS and other property under the jurisdiction of the



ASSOCIATION.

2.5. To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

2.6. To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.

2.7. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the DECLARATION.

2.8. To obtain insurance as provided by the DECLARATION.

2.9. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.

2.10. To sue and be sued.

2.11. To operate and maintain the surface water management system for the SUBJECT PROPERTY as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, as may be applicable.

2.12. To contract for cable television, security and other services for the SUBJECT PROPERTY.

ARTICLE IV – MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of a deed or other instrument of conveyance. Upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, 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 LOT designated shall be terminated, provided, however, that the ASSOCIATION may but shall not have the responsibility or obligation of recognizing any such change in membership until it has been received a true copy of the applicable deed or other instrument, or is otherwise informed in writing of the transfer of ownership of the LOT. The share of each member in the funds and assets of the ASSOCIATION, and the common surplus, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

2. On all matters upon which the membership shall be entitled to vote, there shall be only one

vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BYLAWS. Any person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.

3. The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE V -TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) nor more than five (5) directors who shall be members of the ASSOCIATION and the number of Directors shall be the same as the prior year, unless changed by BOARD in advance of first notice of election at a BOARD meeting and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall minimally consist of three (3) directors and shall have such number of Directors as in the previous year.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its duly authorized agents, contractors or employees, and subject to approval by the members only when specifically required.

3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

ARTICLE VII – OFFICERS

All officers of the ASSOCIATION shall be members of the ASSOCIATION and shall be a President, Vice President, Secretary, Treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VIII – INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, officer and/or member of a committee of the ASSOCIATION, against expenses (including attorneys' fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he

reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officers, employees or agents to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE IX – BYLAWS

The BYLAWS may be altered, amended or rescinded in the manner provided by the BYLAWS.

ARTICLE X – AMENDMENTS

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

1. A majority of the BOARD, or not less than thirty percent (30%) of the members may adopt a resolution setting forth the proposed amendments and direct that the proposed amendments shall be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendment(s) or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on proposed amendments. Proposed amendment(s) shall be adopted upon receiving the affirmative vote of a minimum of sixty-five percent (65%) of the entire membership of the ASSOCIATION.
4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.
5. If all of the directors and a majority of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.
6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members.
7. No amendment to these ARTICLES shall be made which discriminates against any OWNER(S), or affects less than all of the OWNERS within the SUBJECT PROPERTY, without the written approval of all of the OWNERS so discriminated against or affected.
8. Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the SUBJECT PROPERTY is located.

ARTICLE XI – DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of

ASSOCIATION properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded DECLARATION unless made in accordance with the provisions of such DECLARATION.

ARTICLE XII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION was 2074 W. Indiantown Road, Jupiter, FL 33458 and is now 4227 Northlake Boulevard, Palm Beach Gardens, FL 33410. The registered agent of the ASSOCIATION shall be:

DICKER, KRIVOK & STOLOFF, P.A.
James N. Krivok, Esquire
1818 Australian Avenue South, Suite 400
West Palm Beach, FL 33409