

N 28200

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

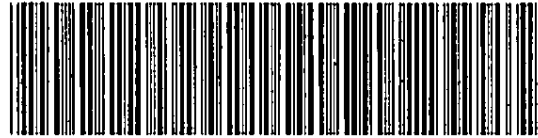
(Business Entity Name)

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S TALLENT
MAY 08 2018

FILED
19 MAY -16 AM 11:13
S. TALLENT

Restated
Articles



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 3, 2018

EVAN R. BACHOVE
FIELDS & BACHOVE, PLLC
4440 PGA BOULEVARD, SUITE 308
PALM BEACH GARDENS, FL 33410

SUBJECT: SHOREWOOD PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: N28200

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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 718A00006656

RECEIVED
18 MAY -4 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIELDS & BACHOVE, PLLC

4440 PGA BOULEVARD, SUITE 308

PALM BEACH GARDENS, FL 33410

PHONE: (561) 625-1200

FAX: (561) 625-1259

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GARY D. FIELDS, ESQUIRE

gary@fbhoalaw.com

EVAN R. BACHOVE, ESQUIRE

evan@fbhoalaw.com

April 30, 2018

Florida Department of State

Division of Corporations,

Amendment Section

P.O. Box 6327

Tallahassee, FL 32314

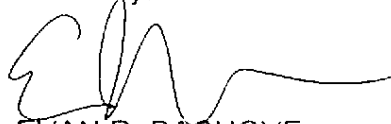
Re: Shorewood Property Owners' Association, Inc.

Dear Sir or Madam:

In accordance with your instructions, enclosed please find the Restated Articles of Incorporation along with a Certificate executed by the President of the Association. You should already be holding our check for \$35.00 for the filing fee, along with a return envelope for the return of the stamped, filed copy.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



EVAN R. BACHOVE

ERB:hs (enclosures)

FIELDS & BACHOVE, PLLC

4440 PGA BOULEVARD, SUITE 308

PALM BEACH GARDENS, FL 33410

PHONE: (561) 625-1200

FAX: (561) 625-1259

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GARY D. FIELDS, ESQUIRE

gary@fbhoalaw.com

EVAN R. BACHOVE, ESQUIRE

evan@fbhoalaw.com

March 27, 2018

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

Re: Shorewood Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed please find the Restated Articles of Incorporation for the above referenced Florida corporation, along with our check in the amount of \$35.00 for the filing fee. Please file this document and return a stamped copy with your confirmation letter in the enclosed return envelope.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



EVAN R. BACHOVE

ERB:hs (enclosures)

This instrument prepared by:
Evan R. Bachove, Esquire
FIELDS & BACHOVE, PLLC
4440 PGA Boulevard, Suite 308
Palm Beach Gardens, FL 33410

**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF
SHOREWOOD PROPERTY OWNERS' ASSOCIATION, INC.**

It is hereby certified that the attached Restated Articles of Incorporation of Shorewood Property Owners' Association, Inc. were approved and adopted by the Board of Directors at a duly called meeting of said Board, and that said Restated Articles of Incorporation do not contain any amendments requiring member approval. The Restated Articles of Incorporation are recorded in Official Records Book 29709, Page 357 of the Public Records of Palm Beach County, Florida

IN WITNESS WHEREOF, the undersigned President has executed this Certificate this 9th day of APRIL, 2018.

**SHOREWOOD PROPERTY OWNERS'
ASSOCIATION, INC.,**
a Florida Not-for-Profit Corporation

By: [Signature]
Edward M. Smith, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

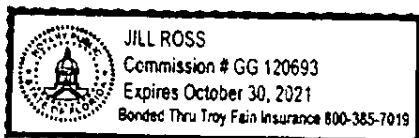
The foregoing instrument was acknowledged before me this 9th day of April, 2018, by EDWARD M. SMITH, as President, of SHOREWOOD PROPERTY OWNERS' ASSOCIATION, INC., who is personally known to me or has produced _____ as identification and who did take an oath.

[Signature]
Notary Public

State of Florida

My Commission Expires: 10/30/2021

(Notary Seal)



FILED
18 MAY - 6 AM 11:43
COUNTY OF PALM BEACH
FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
SHOREWOOD PROPERTY OWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)**

I, the undersigned Incorporator, hereby make, acknowledge and file these Articles for the purpose of forming a corporation not for profit under chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

**ARTICLE I
NAME**

The name of this corporation shall be Shorewood Property Owners' Association, Inc., hereinafter sometimes referred to as the "Association".

**ARTICLE II
PURPOSES**

The general nature, objects and purposes of the Association shall be the operation and management of the affairs and property of the residential development known as Shorewood located in Palm Beach County, Florida, and to perform all acts provided in the Declaration of Protective Covenants, Conditions and Restrictions for Shorewood (hereinafter sometimes referred to a "Covenants and Restrictions").

**ARTICLE III
GENERAL POWERS**

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

- A. To hold funds solely and exclusively for the benefit of its members for purposes set forth in these Articles of Incorporation.
- B. To promulgate and enforce rules, regulations, Covenants and Restrictions, Bylaws and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. 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 acts necessary or expedient for carrying on any and all purposes set forth in the Articles of Incorporation.
- E. To fix, collect and enforce assessments to be levied against property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with organizations for the collection of such assessments.
- F. To charge recipients for services rendered by the Association and any user for any use of Association property when such is deemed appropriate by the Board of Directors of the Association.
- G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- H. In general, to have all powers conferred upon a not-for-profit corporation by the laws of the State of Florida, except as prohibited herein.

FILED
18 MAY -1, AM 11:43
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

ARTICLE IV MEMBERS

A. The members shall consist of the lot owners in Shorewood as evidenced by a duly recorded proper instrument in the Public Records of Palm Beach County, Florida, (the property comprising Shorewood being described in that plat to be filed in the Office of the Clerk of the Circuit Court, in and for Palm Beach County, Florida), and all lot owners shall be members of the Association.

ARTICLE V RIGHTS OF DEVELOPER

Triumph Development Corporation, (hereinafter sometimes referred to as the "Developer"), a corporation existing under the laws of the State of Florida and authorized to do business in the State of Florida, and which is the developer of Shorewood, shall have the full right and authority to manage the affairs and exclusive right to elect the directors of the Association in accordance with these Articles, the Bylaws and the Covenants and Restrictions.

ARTICLE VI VOTING

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each lot in which he holds the interest required for membership. When one or more person holds such interest or interests in any lot all such persons shall be members and the vote for each lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any lot. Except where otherwise required under the provisions of these Articles, the Covenants and Restrictions or by law, the affirmative vote of the owners of a majority of lots represented at any meeting of the members duly called, and at which a quorum is present, shall be binding upon the members.

B. The developer shall have the right to appoint the Board of Directors so long as it owns at least one (1) lot in Shorewood for sale in the ordinary course of business.

ARTICLE VII BOARD OF DIRECTORS

A. The affairs of the corporation shall be managed at such time as the Developer of Shorewood, its successors or assigns, transfers and conveys of record, in the ordinary course of business, all property subject to the Declaration of Protective Covenants, Conditions and Restrictions herein referred to, including such additional property as may subsequently be subjected to said Declaration of Protective Covenants, Conditions and Restrictions, to individual residential purchasers, said developer shall have the right to appoint all members of the Board of Directors.

B. At the first annual meeting of the members next succeeding date upon which the developer transfers and conveys of record all property owned by it as hereinabove set forth and at each succeeding annual meeting thereafter, directors shall be elected by the members and shall hold office until their successors are elected and shall qualify. Procedures and requirements for meetings and the election and replacement of directors shall be designated by the Bylaws.

C. The names and street addresses of the members of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Larry Andersen
90 Hickory Hill Road
Tequesta, Florida 33469

Shirley Andersen
90 Hickory Hill Road
Tequesta, Florida 33469

Russell Zimmerman
90 Hickory Hill Road
Tequesta, Florida 33469

ARTICLE VIII OFFICERS

Offices may be held by the same person except the offices of president and secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaw. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors and until their successors are duly elected and qualified, are:

| | |
|---------------------|------------------|
| President: | Larry Andersen |
| Vice President | Shirley Andersen |
| Secretary/Treasurer | Shirley Andersen |

ARTICLE IX CORPORATE EXISTENCE

The Association shall have a perpetual existence.

ARTICLE X BYLAWS

The Board of Directors shall adopt Bylaws of the Association to be consistent with these Articles, and may alter, amend or rescind them in any manner provided by the Bylaws.

ARTICLE XI AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the developer of Shorewood, its successors, or assigns, shall be effective without the prior written consent of the developer, its successors or assigns.

B. Any amendment hereto which would affect the surface water management system established for Shorewood, including the water management portions of the common areas, must be approved by the South Florida Water Management District.

ARTICLE XII INCORPORATORS

The name and street address of the Incorporator is as follows:

Larry Andersen
90 Hickory Hill Road
Tequesta, Florida 33469

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Every director and officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys fees, incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if 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 all other rights to which such officer or director may be entitled.

B. The foregoing rights of indemnification shall not be deemed to limit, in any way, the powers of the Association to indemnify under applicable law.

ARTICLE XIV
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reasons or solely because the director or officer is present or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XV
DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association by the Developer (or its predecessor in interest), without the receipt of other than nominal consideration, shall be returned to the developer, its successors or assigns (whether or not the Developer owns a lot at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

2. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the applicable authority is willing to accept.

3. Remaining assets, if any, shall be distributed among the members, subject to the limitations set forth below, as tenants-in-common, each member's share of the assets to be determined in accordance with the members' voting rights.

B. The Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3rds) vote of the members of the Board of Directors, and in accordance with Section 617.05, Florida Statutes.

ARTICLE XVI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be at 90 Hickory Hill Road, Tequesta, Florida 33469, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent at that address shall be Shirley Andersen.