

N31067

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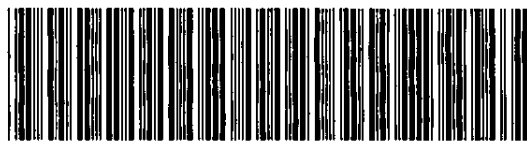
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C. LEWIS
AUG 7 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hampton Fairways Homeowners' Association, Inc.

DOCUMENT NUMBER: N31067

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

Please return all correspondence concerning this matter to the following:

Theresa M Lemme, Esq.

(Name of Contact Person)

Konyk & Lemme PLLC

(Firm/ Company)

777 South Flagler Drive, Suite 800-West Tower

(Address)

West Palm Beach, Florida 33401

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Theresa M Lemme

(Name of Contact Person)

at (561) 935-6244

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF HAMPTON FAIRWAYS HOMEOWNERS
ASSOCIATION, INC.**

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N31067

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

1. Name. The name of the corporation shall be Hampton Fairways Homeowners' Association, Inc. For convenience, the corporation is hereinafter referred to as the "Association."
2. Definitions. Each term used herein which is defined in the Amended and Restated Declaration of Covenants and Restrictions for Hampton Fairways (the "Declaration") recorded among the Public Records of Palm Beach County, Florida (the "Public Records") shall have the same meaning or definition when used in these Articles as the meaning or definition ascribed thereto in the Declaration.
3. Purposes and Powers. The objects and purposes of the Association are to own, maintain, and administer the Common Areas and other facilities of that certain residential community known as Hampton Fairways Homeowners' Association, Inc. ("Hampton Fairways") located within the planned unit development known as Indian Spring ("Indian Spring"), situated in Palm Beach County, Florida, pursuant to and in accordance with the Declaration, to administer and enforce the covenants and restrictions created by the Declaration; to assess, levy, collect, and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health, safety, and welfare of the residents of the said community, and to perform and exercise all of the rights and duties of the Association under the Declaration.
 - 3.1. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm, or corporation.
 - 3.2. The Association shall:
 - 3.2.1. Have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require approval of the Board of Directors or members.
 - 3.2.2. Have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.

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4. Members.

4.1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association 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.

4.2. Voting Rights. The Association shall have one class of voting membership. All of those owners as defined in Section 4.1 shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 4.1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised only by that one member as shall be designated in a written instrument ("Voting Designation") executed by or on behalf of any record owner of such interest, filed with the Secretary of the Association. In no event shall more than one vote be cast with respect to any Lot. Any such Voting Designation may be executed by any one record owner of such interest in such Lot without regard to whether the person executing such Voting Designation is or is not the voting member designated therein. In the event of the filing of conflicting Voting Designations with respect to any Lot, neither voting Designation shall be effective. Under such circumstances, the filing with the Secretary of the Association of a Voting Designation, duly executed by or on behalf of all of the record owners of the entire fee interest in such Lot, designating one of them as the person entitled to cast the vote for such Lot shall be a necessary condition precedent to the right to cast such vote.

4.3. Suspension of Voting Rights. The Board of Directors shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than 90 days after the date for the payment thereof.

4.4. Meeting of Members. The By-Laws of the Association shall provide for annual meetings of members, and may make provision for regular and special meetings of members in addition to the annual meetings. A quorum for the transaction of business at any meeting of the members shall exist if 30 percent of the total number of members in good standing shall be present or represented in person or by proxy at the meeting, except at annual meetings, at which a quorum shall be the number of voting members in attendance at the meeting.

5. Corporate Existence. The corporation shall have perpetual existence.

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

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

TRUDY AARONS
11805 FOUNTAINSIDE CIRCLE
BOYNTON BEACH, FLORIDA 33437

MORTON KIMMEL
11840 FOUNTAINSIDE CIRCLE
BOYNTON BEACH, FL 33437

ROBERT LABANOWSKI
11812 FOUNTAINSIDE CIR
BOYNTON BEACH, FL 33437

DESMOND MINTERN
6290 WATER LILLY LANE
BOYNTON BEACH, FL 33437

AL PAVIA
11620 PATHWAY LANE
BOYNTON BEACH, FL 33437

STUART SHAPIRO
11910 FOUNTAINSIDE CIRCLE
BOYNTON BEACH, FL 33437

EUGENE SHERMAN
6393 THREE LAKES LANE
BOYNTON BEACH, FL 33437

6.2. Election of Members of the Board of Directors. Directors shall be elected by the members of the Association at the annual meeting of membership as provided by the By-Laws of the Association, and the By-Laws 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.

6.3. Duration of Office. Persons elected to the Board of Directors by the members shall hold office until they resign or until the next succeeding annual meeting of members following the expiration of their elected term, and thereafter until qualified successors are duly elected and have taken office. Elected terms shall be two (2) years and staggered terms shall be permitted, as determined by the Board of Directors from time to time.

6.4. 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.

7. Officers.

7.1. Officers. The Association shall have a president, a vice president, a secretary, and a treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

7.2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, 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 By-Laws 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. 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 his duties and exercise his powers. If any office other than that of president shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices, provided, however, that the offices of president and vice president shall not be held by the same person, nor shall the offices of president and secretary be held by the same person.

8. By-Laws. The Board of Directors shall adopt and, from time to time, amend and supplement By-Laws consistent with these Articles of Incorporation and the Declaration. Such By-Laws may be altered, amended, or repealed by the membership in the manner set forth in the By-Laws.

9. Amendments. Amendments to these articles shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of a majority of the members of the Association present and voting at a meeting of the members; provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association;; and (b) these Articles shall not be amended in any manner which conflicts with the terms, covenants, and provisions contained in the Declaration. A copy of each amendment to these Articles shall be recorded among the Public Records and filed with the Florida Secretary of State.

10. Indemnification of Officers and Directors. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including reasonable attorneys' fees, reasonably incurred by or imposed upon such person in connection

with any proceeding or any settlement thereof to which such person may become a party or may become involved by reason of being or having been a director or officer at the times during which the acts or omissions occurred for which 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 his duties; provided, that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled under statute or common law.

11. Transactions in which Directors and Officers are Interested. 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 reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his vote is 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 any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee authorizing the contract or transaction.

12. Subscriber. The name and address of the subscriber to these Articles of Incorporation is:

Name	Address
Majorie A. Malaney	5160 SW 15 th Avenue Boynton Beach, FL 33437

13. Dissolution or Liquidation. In the event of a dissolution or final liquidation of the Association, the Common Areas, as defined in the Declaration, shall be conveyed by the Association to Indian Spring Master Association, Inc., a Florida not-for-profit corporation ("ISMA"), to be owned, maintained, and administered in accordance with the covenants and restrictions contained in the Declaration. In the event that ISMA should refuse any such conveyance, then the Common Areas shall be conveyed to a non-profit Florida corporation which shall own, maintain, and administer the Common Areas in accordance with the covenants and restrictions contained in the Declaration.

14. Registered Office, Agent and Address. The principal office of the Association shall be at 1037 State Road 7, Suite 302, Wellington, Florida 33414 or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The

registered office is at 777 South Flagler Drive, Suite 800- West Tower, West Palm Beach, Florida 33401, and the registered agent therein is Konyk & Lemme PLLC.

EXECUTED this 3rd day of July, 2014.

HAMPTON FAIRWAYS HOMEOWNERS' ASSOCIATION, INC.

[Signature]
President

Attest:
[Signature]
Secretary

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 3rd day of July, 2014, before me personally appeared Alfred PAVIA as President and Eugene Sherman as Secretary of HAMPTON FAIRWAYS HOMEOWNERS' ASSOCIATION, INC., a Florida Corporation not for profit, to me known to be the individual and officer described in and who executed the aforesaid Certification as the free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

[Signature]
NOTARY PUBLIC, State of Florida
My Commission Expires: 12/30/17



JOYCE L. WORCESTER
MY COMMISSION # FF 080249
EXPIRES: December 30, 2017
Bonded Thru Budget Notary Services

14 JUL 25 AM 11:19
DIVISION OF CORPORATIONS
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of HAMPTON
FAIRWAYS HOMEOWNERS' ASSOCIATION, INC. at the place designated in these Articles,
I agree to act in the capacity and I further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.

DATED THIS 22nd day of July, 2014.

Theresa M. Lemme for
REGISTERED AGENT Kary E. Lemme PLLC

The date of each amendment(s) adoption: April 5, 2014, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 28 2014

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Al Pavia Al Pavia
(Typed or printed name of person signing)

President President
(Title of person signing)

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