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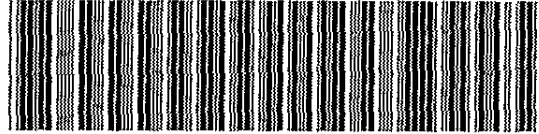
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy Amend
restate

LAW OFFICE OF
GARY D. FIELDS

(561) 625-1200

ADMIRALTY TOWER • SUITE 900
4400 PGA BOULEVARD
PALM BEACH GARDENS, FL 33410
FACSIMILE (561) 625-1259
E-MAIL: gflaw@adelphia.net

July 10, 2006

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

Re: Cambridge at Wycliffe Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Amended and 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 the original 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,



GARY D. FIELDS

GDF:hs (enclosures)

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06 JUL 14 AM 11:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAMBRIDGE AT WYCLIFFE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME

The name of this not-for-profit corporation shall be CAMBRIDGE AT WYCLIFFE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, which is hereafter referred to as the "Association." The address of the corporation is 4400 PGA Boulevard, Suite 900, c/o Gary D. Fields, Esq., Palm Beach Gardens, Florida 33410.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Cambridge.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

The Association shall have the power:

A. 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 specific approval of the Board of Directors or members.

B. To promulgate reasonable rules and regulations relating to the properties, including the Common Areas and the Lots.

The Association shall 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 Covenants above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association.

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 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 a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. Members 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 other than husband and wife 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 person designated in writing by all such members and filed with the Secretary of the Association. 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. A quorum for the transaction of business at any meeting of the members shall exist if thirty (30%) percent of the total number of voting members in good standing shall be present or represented at the meeting.

ARTICLE IV

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 five persons. The Board of Directors shall from time to time determine if they wish to have as many as nine members. 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. 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 and Articles of Incorporation of the Association, and the Bylaws and Articles of Incorporation 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 residing in Cambridge or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 3. Staggered Terms. The directors elected by the members shall have terms of two (2) years which shall be staggered terms. To accomplish staggered terms, the following election procedures shall apply to the election of five (5) directors by members at the annual

meeting of the members and election of directors. Three (3) directors receiving the highest number of votes shall be elected for a two (2) year term in odd numbered years. Two (2) directors receiving the highest number of votes shall be elected for a two (2) year term in even numbered years. Each director shall serve until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

Section 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.

ARTICLE V

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, 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.

ARTICLE VI

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 VII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by a vote at a meeting or by written consent in lieu of a meeting, by a majority of the votes of the entire membership.

ARTICLE VIII

REGISTERED AGENT AND OFFICE ADDRESS

The Registered Agent of the not for profit corporation is Gary D. Fields, Esq. and the address of the Agent is: 4400 PGA Boulevard, Suite 900, c/o Gary D. Fields, Esq., Palm Beach Gardens, Florida 33410, or such other person and/or place as determined by the Board.

THE FOREGOING AMENDED AND RESTATED ARTICLES OF INCORPORATION were adopted by 51% of the entire membership of the Association at a duly noticed meeting of the Association called for this purpose on the 16th day of November, 2005, pursuant to Article XIII of the Articles of Incorporation, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Amended and Restated Articles of Incorporation this 7th day of July, 2006.

CAMBRIDGE AT WYCLIFFE
HOMEOWNERS ASSOCIATION, INC.

By: *Michael Fish*

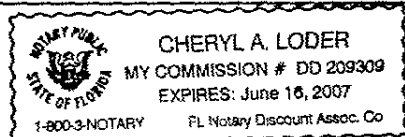
MICHAEL FISH, President

Attest: *Steve Davidson*

STEVE DAVIDSON, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7 day of July, 2006, by Michael Fish, as President, and Steve Davidson, as Secretary, respectively, of CAMBRIDGE AT WYCLIFFE HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced as identification and who did take an oath.



(Notary Seal)

Cheryl A. Loder
Notary Public
State of Florida
My Commission Expires: 6/17/07

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of CAMBRIDGE AT WYCLIFFE HOMEOWNERS ASSOCIATION, INC., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent and agree to comply with all laws relating to the proper and complete performance of my duties.



GARY D. FIELDS

Date: 7/10, 2006