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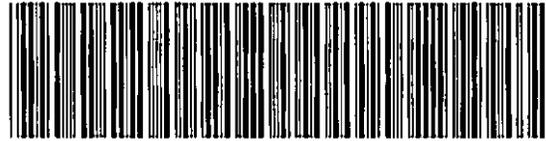
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Restated*

ROBERT L. KAYE, B.C.S.\*  
MICHAEL S. BENDER  
JEFFREY A. REMBAUM

PETER C. MOLLENGARDEN  
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WITH AN ADDITIONAL OFFICE  
IN POMPANO BEACH, FLORIDA

\*BOARD CERTIFIED SPECIALIST IN  
CONDOMINIUM AND PLANNED  
DEVELOPMENT LAW

April 2, 2019

**VIA FEDERAL EXPRESS DELIVERY**

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

**RE: Presidential Cove Neighborhood Association, Inc.;  
Amended and Restated Articles of Incorporation**

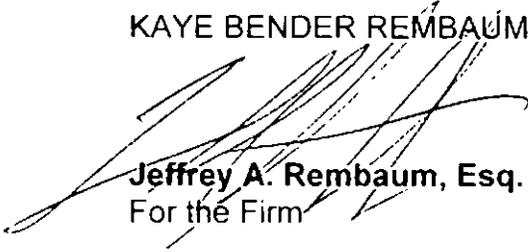
To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for Presidential Cove Neighborhood Association, Inc. along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. 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

This instrument was prepared by:  
**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**  
**PRESIDENTIAL COVE NEIGHBORHOOD ASSOCIATION, INC.**

---

**WHEREAS**, Presidential Cove Neighborhood Association, Inc. (the "Association") is a Florida not-for-profit corporation formed pursuant to the Articles of Incorporation filed December 26, 1989, Document Number N35915 (the "Articles"); and

**WHEREAS**, pursuant to Article X of the Articles, the Articles may be amended with the approval of seventy-five percent (75%) of the entire membership; and

**WHEREAS**, on November 1, 2017, at a properly noticed meeting of the members, the members approved the Amended and Restated Articles of Incorporation of Presidential Cove Neighborhood 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**  
**PRESIDENTIAL COVE NEIGHBORHOOD ASSOCIATION, INC.**

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*[Signature and Notary Page to Follow]*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
PRESIDENTIAL COVE NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I – DEFINITIONS

All initially capitalized terms used herein shall have the same meaning as set out in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for of Presidential Cove Neighborhood Association (the "Amended and Restated Declaration") to which these Amended and Restated Articles of Incorporation of Presidential Cove Neighborhood Association, Inc. (these "Amended and Restated Articles") are attached as Exhibit "A", unless an alternative definition is provided herein.

ARTICLE II – NAME AND ADDRESS

The name of the corporation shall be PRESIDENTIAL COVE NEIGHBORHOOD ASSOCIATION, INC. (the "Association") which has been formed as a corporation not-for-profit under Chapter 617, Florida Statutes, as amended from time to time. The principal address of the Association shall be 1272 SW Bent Pine Cove, Port Saint Lucie, Florida 34986, or at such other principal address as may be subsequently designated by the Board. The mailing address of the Association shall be P.O. Box 880325, Port Saint Lucie, Florida 34988, or at such other mailing address as may be subsequently designated by the Board.

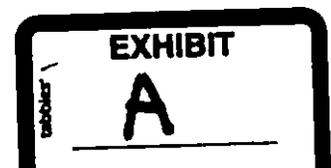
ARTICLE III – PURPOSES

The purposes for which the Association is organized are those purposes as authorized by the Amended and Restated Declaration, including, without limitation, the maintenance and operation of the Property and the Community and to perform such other functions as are commonly associated with a homeowners' association and to do all things and exercise all powers and perform all functions that a corporation is authorized or empowered to do, exercise, or perform under and by virtue of Chapter 617, Florida Statutes, as amended from time to time, and Chapter 720, Florida Statutes, as amended from time to time.

ARTICLE IV – POWERS

Without limitation, the powers of the Association shall include and be governed by the following provisions:

4.1 Common Law and Statutory Powers. The Association shall have all common-law and statutory powers of a Florida corporation not-for-profit which are not in conflict with the Amended and Restated Declaration, these Amended and Restated Articles, and the Amended and Restated By-Laws, including those powers under and pursuant to Chapter 617, Florida Statutes, as may be amended from time to time, and Chapter 720, Florida Statutes, as amended from time to time. In the event of any conflict



between the provisions of Chapter 617, Florida Statutes, as amended from time to time, and Chapter 720, Florida Statutes, as amended from time to time, the provisions of Chapter 720, Florida Statutes, as amended from time to time, shall apply. In the event of any conflict between these Amended and Restated Articles and the Amended and Restated By-Laws, these Amended and Restated Articles shall control; and in the event of any conflict between these Amended and Restated Articles and the Amended and Restated Declaration, the Amended and Restated Declaration shall control.

4.2 Necessary Powers. The Association shall also have those powers reasonably necessary to fulfill the purposes for which the Association was formed, which powers shall include, but not be limited to, the following:

a) Fix, levy, collect, and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Amended and Restated Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

b) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

c) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

d) Maintain, repair, and replace those portions of the Property for which the Association is responsible pursuant to the Amended and Restated Declaration and purchase equipment, supplies, and material as may be required to effectuate same;

e) Purchase and maintain insurance for the protection of the Association and to acquire and pay for directors and officers liability insurance to protect the directors and officers of the Association;

f) Make, amend, alter, rescind, and promulgate reasonable rules and regulations for the use and appearance of the Property for the benefit, health, safety, welfare, and happiness of the Members, residents, tenants, guests, and invitees;

g) Provide for management, maintenance, and operation of the Property and the Community pursuant to the Amended and Restated Declaration and to delegate to a management entity or management agent those powers and duties which are not specifically required by these Amended and Restated Articles to be retained by the Board;

h) Select depositories for the Association funds and to determine the manner of receiving, depositing, and disbursing corporate funds;

i) Issue, or to cause to be issued, upon demand by any person, a certificate setting forth whether or not any assessment has been paid for which a reasonable charge may be made by the Board for the issuance of these certificates;

j) Hire attorneys, accountants, engineers, and other professionals as the need arises and the interest of the Association warrants;

k) Enforce by legal means the provisions of the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated By-Laws, and the Rules and Regulations, as they all may be amended from time to time;

l) Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property provided that any such merger, consolidation, or annexation shall have the assent of the Members as may be required by applicable law;

m) Have and exercise any and all powers, rights, and privileges necessary to implement, enforce and carry into effect the powers above described;

n) Provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of purposes and powers of the Association under the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated By-Laws, and the Rules and Regulations, as they all may be amended from time to time.

## ARTICLE V – MEMBERS

5.1 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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. Membership shall be appurtenant to any may not be separated from ownership of any Lot. Any Member who conveys or loses title to a Lot by sale, gift, bequest, judicial decree, or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of being a Member resulting from ownership of such Lot. A beneficiary of a trust (as defined in former section 737.303(4)(b), Florida Statutes), provided said beneficiary occupies the Lot, or a grantor (as defined in section 733.703(3), Florida Statutes) of a trust which has a record ownership interest in a Lot (but not merely as a security interest) shall be deemed a Member of the Association. Said grantor or beneficiary shall provide the Association a copy of the relevant pages of the trust to verify same.

5.2 Membership Voting. Whether or not there is more than one (1) Owner of a Lot, each Lot shall have one (1) vote associated with such Lot. Where a Lot is owned by a corporation, partnership, limited liability company, estate, trust, or more than one

person, the vote of that Lot shall be cast in the manner specified in the Amended and Restated By-Laws.

5.3 General Matters. When reference is made herein, or in the Amended and Restated Declaration, the Amended and Restated By-Laws, the Rules and Regulations, management contracts, or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

#### ARTICLE VI – DIRECTORS

The affairs of the Association shall be managed by the Board, which shall consist of not less than three (3) nor more than five (5) directors. The directors shall be elected in the manner set forth in the Amended and Restated By-Laws. All directors shall be natural persons who are eighteen (18) years of age or older, shall be Members of the Association, and shall comply with any and all additional eligibility requirements set forth in Chapter 720, Florida Statutes, as amended from time to time.

#### ARTICLE VII - OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time designate, in the Board's sole discretion, the powers and duties of which shall be designated by the Board as the Board deems necessary in its sole discretion, all of whom shall be Members of the Association, shall serve at the pleasure of the Board and shall meet the eligibility requirements as set forth in Chapter 720, Florida Statutes, as amended from time to time. The names and addresses of the current officers of the Association who are to serve until their successors are duly elected in the manner set forth in the Amended and Restated By-Laws are as follows:

PRESIDENT	Robert Maloney	426 SW Jefferson Circle Port St. Lucie, FL 34986
VICE PRESIDENT	Ken Krause	448 SW Jackson Place Port St. Lucie, FL 34986
SECRETARY	Anita M. Flynn	455 SW Jefferson Circle Port St. Lucie, FL 34986
TREASURER	Robert J. Thomas	430 SW Jefferson Circle Port St. Lucie, FL 34986

#### ARTICLE VIII – REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender

Rembaum, P.L., 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Amended and Restated Articles.

#### ARTICLE IX – BY-LAWS

The Amended and Restated By-Laws may be altered or amended in the manner set forth in the Amended and Restated By-Laws; provided, however, that at no time shall the Amended and Restated By-Laws conflict with these Amended and Restated Articles or the Amended and Restated Declaration. Any attempt to amend contrary to this prohibition shall be of no force or effect.

#### ARTICLE X – DURATION

The existence of the Association shall be perpetual unless otherwise terminated provided, however, that if the Association is ever terminated, its assets shall be conveyed to another association or a public agency having a similar purpose.

#### ARTICLE XI – AMENDMENTS

11.1 Membership Approval. Amendment of these Amended and Restated Articles shall require the assent of seventy-five percent (75%) of the entire membership.

11.2 Proviso. No amendment to these Amended and Restated Articles shall conflict with the terms of the Amended and Restated Declaration or the Amended and Restated By-Laws. Any attempt to amend contrary to this prohibition shall be of no force or effect.

11.3 Filing and Recording. Amendments to these Amended and Restated Articles adopted pursuant to this Article XI shall be recorded among the Official Records of Saint Lucie County, Florida, and filed in the Office of the Secretary of State of the State of Florida.

11.4 Notice of Amendment. Within thirty (30) days after recording an amendment to these Amended and Restated Articles, the Association shall mail, deliver, or electronically transmit a copy of the amendment to the Members. However, if a copy of the proposed amendment is provided to the Members before they vote on the amendment, and the proposed amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the Members that the amendment was adopted, identifying the Official Records Book and Page number of the recorded amendment, and that a copy of the amendment is available at no charge to the Member upon written request to the Association. Notwithstanding the foregoing, the failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

ARTICLE XII – INITIAL SUBSCRIBER

The name and address of the initial subscriber to the original Articles of Incorporation is as follows:

Bruce A. Lampe

3300 South Congress Avenue, Suite 17  
Boynton Beach, Florida 33426

ARTICLE XIII – INDEMNIFICATION

Every officer and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, costs, and expenses (including appeals, if any), reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an officer or director, whether or not he/she is an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the officer or director seeking such reimbursement or indemnification, the indemnification here shall apply only if the Board 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.

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**[SIGNATURE PAGE FOLLOWS]**

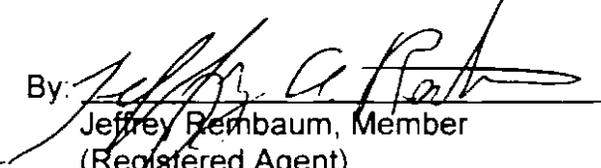


**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated not-for-profit corporation at the place designated in these Amended and Restated Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 20<sup>th</sup> day of March, 2019.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member  
(Registered Agent)