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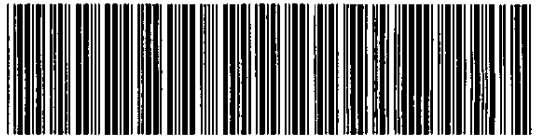
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Amended And
Restated Article

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 APR 28 AM 9:13

Roberts MAY 10 51 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GRAND PRIX VILLAGE EQUESTRIAN
CLUB OWNERS' ASSOCIATION, INC.

DOCUMENT NUMBER: N38461

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

Please return all correspondence concerning this matter to the following:

Mari-Ellen K. Sheldon

(Name of Contact Person)

MOYLE, FLANIGAN, KATZ, BRETON, WHITE & KRASKER, P.A.

(Firm/ Company)

13501 SOUTH SHORE BLVD., SUITE 103

(Address)

WELLINGTON, FL 33414

(City/ State and Zip Code)

For further information concerning this matter, please call:

Mari-Ellen K. Sheldon

(Name of Contact Person)

at (561) 753-1260

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

EXHIBIT A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AMENDED AND RESTATED

09 APR 28 AM 9:13

ARTICLES OF INCORPORATION OF

GRAND PRIX VILLAGE EQUESTRIAN CLUB OWNERS' ASSOCIATION, INC.

THIS AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GRAND PRIX VILLAGE PROPERTY OWNERS' ASSOCIATION, INC. ("Amended and Restated Articles") is made as of the 2nd day of March, 2009 ("Effective Date") by the Grand Prix Village Property Owners' Association, Inc. (the "Association") f/k/a Grand Prix Village Equestrian Club Owners' Association, Inc., f/k/a The Village at the Equestrian Club Owners' Association, Inc. Terms not defined in this Amended and Restated Articles shall have the meaning ascribed to them in the Amended Declaration (defined below).

RECITALS

A. The Articles of Incorporation of the Association ("Articles") was made and entered into the 4th day of June, 1990, and were attached as Exhibit "C" to the Declaration of Restrictions, Covenants, Easements and Conditions of Grand Prix Farms ("Declaration").

B. The Association now desires to amend the Articles to make it consistent with the terms and provisions of the Amended Declaration of Restrictions, Covenants, Easements and Conditions of Grand Prix Farms n/k/a Grand Prix Village (the "Amended Declaration") which is of even date herewith.

C. It is now the intent hereof to amend the Articles as hereinafter set forth.

D. In the event of a conflict between the Articles and the Amended and Restated Articles, the terms of the Amended and Restated Articles shall control. Any provision of the Articles not modified by the Amended and Restated Articles shall remain in full force and effect

NOW, THEREFORE, in consideration of the covenants and agreements contained herein, the Articles is amended as follows:

**ARTICLE I
NAME**

The name of this corporation shall be Grand Prix Village Property Owners' Association, Inc. f/k/a Grand Prix Village Equestrian Club Owners' Association, Inc., f/k/a The Village at the Equestrian Club Owners' Association, Inc., a Florida not-for-profit corporation incorporated under the laws of the State of Florida, its successors and assigns (hereinafter referred to as the "Association").

ARTICLE II PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain, manage and preserve the Common Areas (as such term is defined in the Amended Declaration of Restrictions, Covenants, Easements and Conditions of Grand Prix Farms n/k/a Grand Prix Village (the "Amended Declaration")), which will be recorded among the Public Records of Palm Beach County, Florida in the development located in Palm Beach County, Florida known as Grand Prix Farms n/k/a Grand Prix Village, and to carry out the functions and duties of the Association as set forth in the Amended Declaration. The Association is also formed to maintain those portions of the Project which are not maintained by the Owners. The Association also has the purpose of enforcing the Amended Declaration and fulfilling its obligation and purposes.

ARTICLE III POWERS

The Association shall have all powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Amended Declaration, together with all powers necessary to fulfill both such stated powers and duties expressly given to it by such Amended Declaration. These powers include, but are not limited to, the power to:

- A. Cleanup, landscaping, landscaping maintenance and maintenance, repair and replacement of the roadways, entry features, walls, fences and/or other structures located in the Common Areas, to the extent applicable.
- B. Make and collect Assessments from the Members.
- C. Pay all Association expenses.
- D. Acquire title to and exercise all rights of ownership in and to any real or personal property.
- E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains.
- F. Take any and all actions necessary to enforce all provisions and to perform any of the functions or services delegated to the Association in the Amended Declaration, the Amended and Restated Articles or the Amended and Restated Bylaws.
- G. Conduct business of the Association, including, but not limited to administrative services such as legal, accounting and financial, and communication services informing Members of activities, notices of meetings and other important

events.

H. Purchase general liability insurance covering the Association's activities on the Property.

I. Create common property, in its sole discretion, for purposes not inconsistent with this Amended Declaration, including but not limited to, signage, monuments, security guardhouses, fences, walls, gates, landscaping, fountains, lampposts, sprinkler and plumbing systems, lighting, and setback areas in Common Areas which are immediately adjacent to particular Lots.

J. In no event shall the Association be liable or have any obligation to pay for any damage to property or personal injury caused by any sprinkler system, electrical lighting, drainage structure or other Improvements on or in connection with the Common Areas or the malfunction thereof. The sole obligation of the Association with respect to any such Common Areas improvements shall be the repair or replacement thereof as the Board deems necessary in its discretion.

K. All work to be performed or carried out pursuant to this Article by the Association and all expenses of the Association hereunder shall be paid for by the Association through Assessments imposed in accordance with the Amended Declaration or through reserves accumulated by the Association, as determined by the Board. No Owner may waive or otherwise escape liability for the Assessments for such maintenance by the non-use of the Common Areas or abandonment of his right to use the Common Areas.

ARTICLE IV MEMBERS

A. Every person or entity who is or becomes a record Owner of a fee, or undivided fee interest in any of the Property, shall be a Member; provided, however, 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.

B. Change of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior Owner shall be terminated as of the date of delivery of such deed or other instrument.

C. The shares of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his or her residential Lot.

D. Membership or stock certificates are not required and need not be issued.

E. There shall be one (1) class of membership which shall be comprised of all Owners, as said term is defined in the Amended Declaration. Each Owner shall be entitled to vote at Members' meetings in accordance with the terms and conditions as are more particularly set forth in the Amended Declaration.

ARTICLE V BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors. As of the date of execution of these Amended and Restated Articles, the names and addresses of the Directors are as follows:

<u>Names</u>	<u>Addresses</u>
Marsha Dammerman	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414
Maria Newman	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414
Robin Sweely	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414
Paul Valliere	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414
Rodney Bross	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414

B. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the Amended and Restated Bylaws of the Association, as amended.

ARTICLE VI OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the Amended and Restated Bylaws permit. The officers shall be elected by the Directors at its first meeting following the annual meeting of the Members of the Association or at any special meeting called for that purpose, or by resolution passed by unanimous written consent of the members of the Board of Directors.

The names and addresses of the officers of the Association as of the date of execution of these Amended and Restated Articles are as follows:

<u>Names</u>	<u>Addresses</u>
Marsha Dammerman President	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414
Robin Sweely Vice-President	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414
Paul Valliere Secretary/Treasurer	11924 Forest Hill Blvd., #22-221 Wellington, FL 33414

ARTICLE VII AMENDMENT OF ARTICLES

A. Proposal. Amendments to these Articles may be proposed by a vote of the majority of the entire Board. Amendments may also be proposed by thirty-three percent (33%) of the Members. The proposed amendment shall be submitted to a vote of the Members at a special or annual meeting of the Members.

B. Call for Meeting. Upon the adoption of a resolution proposing an amendment, such proposed amendment or amendments shall be transmitted to the Association. The Association shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each Member written notice stating the purpose of the meeting, place, date and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail addressed to the Member at his/her/its address as it appears on the books of the Association.

C. Vote Necessary. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of sixty-six percent (66%) of the vote of the Members.

D. By Written Statement. If the required number of Members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

E. Filing. The Articles of Amendment containing the approved amendment shall be executed by the Association by its President or Vice-President and by its Secretary and acknowledged by one of the officers signing such Articles of Amendment. The Articles of

Amendment shall set forth: (a) The name of the Association; (b) The amendment(s) so adopted; and (c) The date of the adoption of the amendment. The Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from approval with the office of the Secretary of State of Florida for approval.

ARTICLE VIII EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at trial and all appellate levels) reasonably incurred by or imposed upon him in connection with any proceedings 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 of the Association or any settlement thereof, whether or not he is a Director or Officer at the time 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 herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. 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, or 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 X RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be A&G Management Services, 11924 Forest Hill Blvd., #22-221, Wellington, FL 33414.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended Articles of Incorporation on the day and year first written above.

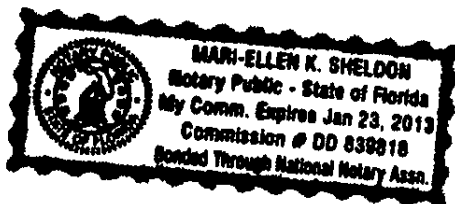
GRAND PRIX VILLAGE PROPERTY OWNERS'
ASSOCIATION, INC., a Florida not-for-profit
corporation

Attest: *Paul Valliere*
By: Paul Valliere
Its: Secretary

Marsha Dammerman
By: Marsha Dammerman
Its: President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 2nd day of March, 2009, before me personally appeared MARSHA DAMMERMAN, as President of the Grand Prix Village Property Owners' Association, Inc., who is personally known to me or produced _____ as identification, and who acknowledged that she executed the foregoing instrument for the purpose therein expressed.



Mari-ellen K. Sheldon
Notary Name: MARI-ELLEN K. SHELTON

Amended And Restated

Articles of Incorporation
of

GRAND PRIX VILLAGE EQUESTRIAN CLUB OWNERS' ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N38461

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

GRAND PRIX VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

see Exhibit A attached hereto.

The date of each amendment(s) adoption: March 2, 2009

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 4-27-09

Signature Marsha Dammerman
(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)

Marsha Dammerman

(Typed or printed name of person signing)

President

(Title of person signing)