

N42410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

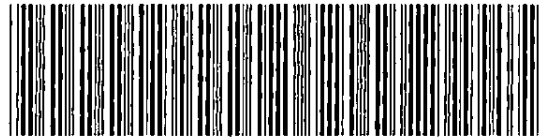
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000410043750

06/09/22-- 01011- -018 \*\*00.00

FILED  
2023 JUN -9 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL

A. DUTTER

AUG - 8 2023



**ROSENBAUM** PLLC  
ATTORNEYS AT LAW

June 2, 2023

**VIA REGULAR U.S. MAIL**

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

**Re: The Preserve at Ibis Homeowners Association, Inc.**

Dear Sir/Madam:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for The Preserve at Ibis Homeowners Association, Inc. and a check in the amount of \$35.00 for filing same. Please send the letter of acknowledgment to the following address.

Rosenbaum PLLC  
1700 Palm Beach Lakes Blvd  
Suite 600  
West Palm Beach, FL 33401

Please contact our office if you have any questions or need anything further.

Very truly yours,

**Paula S. Marra**  
For the Firm  
PSM/gm

Enclosures

2907202

This instrument was prepared by:  
**Paula S. Marra, Esquire**  
Rosenbaum PLLC  
250 S. Australian Avenue, 5th Floor  
West Palm Beach, Florida 33401

**FILED**  
2023 JUN -9 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL

**CERTIFICATE OF FILING  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE PRESERVE AT IBIS HOMEOWNERS ASSOCIATION, INC.**



WHEREAS, at a duly called and noticed meeting of the membership of **The Preserve at Ibis Homeowners Association, Inc.**, a Florida not-for-profit corporation, held on May 23, 2023, the attached Amended and Restated Articles of Incorporation were approved by the membership pursuant to the provisions of the Articles of Incorporation.


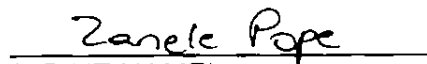
NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles of Incorporation are a true and correct copy of the Amended and Restated Articles of Incorporation adopted by the membership:

*(See attached Amended and Restated Articles of Incorporation of  
The Preserve at Ibis Homeowners Association, Inc.)*

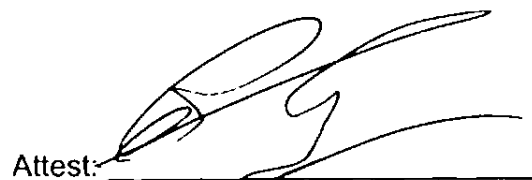
IN WITNESS WHEREOF we have affixed our hands this 25 day of May, 2023, at West Palm Beach, Palm Beach County, Florida.

**THE PRESERVE AT IBIS HOMEOWNERS  
ASSOCIATION, INC.**

  
\_\_\_\_\_  
Witness No. 1  
  
\_\_\_\_\_  
(PRINT NAME)

  
\_\_\_\_\_  
Witness No. 2  
  
\_\_\_\_\_  
(PRINT NAME)

By:   
\_\_\_\_\_  
Bruce Feinerman, President

Attest:   
\_\_\_\_\_  
Robert Suchodolsky, Vice President

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 25 day of May, 2023, by Bruce Feinerman and Robert Suchodolsky, as President and Vice President, respectively, of **The Preserve at Ibis Homeowners Association, Inc.**, a Florida not-for-profit corporation, on behalf of the corporation by means of ☒ physical presence or ☐ online notarization. They are personally known to me, or have produced driver's license as identification and did take an oath.



[Signature] (Signature)  
Zanele Pope (Print Name)  
Notary Public, State of Florida at Large

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
THE PRESERVE AT IBIS HOMEOWNERS ASSOCIATION, INC.**

NOTE: This document is a substantial rewording of the Articles of Incorporation attached as Exhibit B to the Declaration of Covenants, Restrictions and Easements for The Preserve at Ibis Golf and Country Club recorded on April 16, 1991, at Official Records Book 6790, Page 90, of the Public Records of Palm Beach County.

The Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

## ARTICLE I

### NAME

The name of the Corporation shall be THE PRESERVE AT IBIS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

## ARTICLE II

### PURPOSE

The purpose for which the Association is organized is to serve as a "Homeowners' Association" as described in Chapter 720, *Florida Statutes*, as it may be amended from time to time (the "Act") including but not limited to the power to operate, administer, and manage the Common Areas and to provide for maintenance, preservation and architectural control of the Lots and Common Areas and the administration and enforcement of the covenants and restrictions applicable to the Lots and Common Areas within the property referred to as The Preserve at Ibis Golf and Country Club (the "Property") and for the purposes stated in the Declaration, the Bylaws and these Articles.

## ARTICLE III

### DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Amended and Restated Declaration of Covenants, Restrictions and Easements for THE PRESERVE AT IBIS GOLF AND COUNTRY CLUB (known as The Preserve at Ibis Homeowners Association, Inc.) (the "Declaration") and as amended from time to time, unless herein provided to the contrary, or unless the context otherwise requires.

## ARTICLE IV

### POWERS

The powers of the Association shall include and be governed by the following:

4.1 **General.** The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 **Enumeration.** The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all the powers and duties reasonably necessary to operate the Homeowners' Association pursuant to

its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and Special Assessments and other charges against Members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Homeowners' Association.

C. To maintain, repair, replace, reconstruct, add to, and operate the Homeowners' Association and other property acquired or leased by the Association for use by Members.

D. To purchase insurance upon the Common Property and insurance for the protection of the Association, its officers, directors, and Members as Lot Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Lots as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-laws, and the rules and regulations for the use of the Property.

H. To contract for the management of the Homeowners' Association, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Homeowners' Association.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Homeowners' Association.

4.3 **Assets of the Association.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws.

## ARTICLE V

### MEMBERS

5.1 **Membership.** The Members of the Association shall consist of all of the record Owners of Lots in the Homeowners' Association. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Lot in the Homeowners' Association, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the Lot designated shall be terminated.

5.2 **Assignment.** The share of a Member in the funds and assets of the Association, its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, the vote for each Lot shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Lot shall be entitled to the cumulative total of votes allocated to Lots owned.

5.4 **Meetings.** The By-Laws shall provide for an annual meeting of Members and may make provision for regular and special meetings of Members other than the annual meeting.

## ARTICLE VI

### TERM OF EXISTENCE

The Association shall have perpetual existence unless sooner dissolved by law.

## ARTICLE VII

### INCORPORATOR

The Incorporator for the purposes of forming this Corporation under the laws of the State of Florida executed the original Articles of Incorporation on April 26, 1990 effectively incorporating the Association.

## ARTICLE VIII

### OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## ARTICLE IX

### DIRECTORS

9.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board of Directors in accordance with the Bylaws. All directors must be Members of the Association or the spouse of a Member. The number of Directors within these limits may be changed by amendment of the Bylaws of the Association.

9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when that is specifically required.

9.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## ARTICLE X

### INDEMNIFICATION

10.1 **Indemnity.** To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(B) The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(C) The foregoing indemnity shall include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection with the defense or settlement of such proceeding, including appeal thereof.

10.2 **Limitations.** The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

10.3 **Inclusions.** The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

10.4 **Recovery of Expenses.** Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, by on or behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law.

10.5. **Non-exclusive.** The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by law.

10.6. **Application for Indemnity.** Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

## ARTICLE XI

### **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1. **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2. **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by the affirmative vote of not less than seventy-five (75%) of Members attending in person or by proxy at a duly called meeting of the Members of the Association at which a quorum has been attained or by written consent in lieu of a meeting.

11.3. **Limitation.** No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

11.4. **Recording.** A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Palm Beach County, Florida.

## ARTICLE XII

### **ADDRESS**

The principal place of business of the Corporation shall be located at c/o First Service Residential, 11621 Kew Gardens Avenue, Suite 200, Palm Beach Gardens, FL 33410 but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.