

N51052

LARRY E. SCHNER, P.A.  
ATTORNEY AT LAW

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750 South Dixie Highway  
P.O. Box 3004  
Boca Raton, Florida 33431

of Counsel to  
LAVALLE, BROWN, RONAN  
& SOFF, P.A.

November 6, 1997

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

000002343080--4  
-11/10/97-01123-008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: BAY POINTE COMMUNITY ASSOCIATION, INC.  
Second Articles of Amendment to Articles of Incorporation

Dear Sir:

Enclosed is the Second Articles of Amendment to Articles of Incorporation of Bay Pointe Community Association, Inc. for filing with the Secretary of State. Also enclosed is our check in the amount of \$87.50 representing the filing fee for the Amendment as well as a certified copy of the Articles of Amendment to be sent to this office. A self-addressed stamped envelope is enclosed for your convenience. If you have any questions or comments or if you require any further documentation please feel free to contact me.

Very truly yours,

  
Larry E. Schnner, Esq.

LES/gg:LTRS/SECRETARY.FLA

Enclosures

cc: Bay Pointe Community Association, Inc.

FILED  
97 DEC 12 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Joe  
12/12

Amend



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 19, 1997

LARRY E. SCHNER, P.A.  
P.O. BOX 3004  
BOCA RATON, FL 33431

SUBJECT: BAY POINTE COMMUNITY ASSOCIATION, INC.  
Ref. Number: N51052

We have received your document for BAY POINTE COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

One page of the amendment states the amendment was adopted by the members and another page states the amendment was adopted by the directors. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 497A00055376

*Document changed & re-recorded*

RECEIVED

97 DEC 11 AM 10:18

DIVISION OF CORPORATIONS

*per sec of state:*

*They only need the first sheet w/ an original signature on it. The attachment can be a copy. I still need to remove the word "shareholder"*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

*& add "s" to directors*

**LARRY E. SCHNER, P.A.**  
ATTORNEY AT LAW

Telephone: (561) 368-6266  
Telefax: (561) 368-0211

750 South Dixie Highway  
P.O. Box 3004  
Boca Raton, Florida 33431

of Counsel to  
LAVALLE, BROWN, RONAN  
& SOFF, P.A.

December 8, 1997

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

Re: BAY POINTE COMMUNITY ASSOCIATION, INC.  
Second Articles of Amendment to Articles of Incorporation

Dear Sir:

Enclosed is the Second Articles of Amendment to Articles of Incorporation of Bay Pointe Community Association, Inc. for filing with the Secretary of State. Per your letter of November 19, 1997, you are already in receipt of our check in the amount of \$87.50 representing the filing fee for the Amendment as well as a certified copy of the Articles of Amendment to be sent to this office. A self-addressed stamped envelope is enclosed for your convenience. If you have any questions or comments or if you require any further documentation please feel free to contact me.

Very truly yours,

  
Larry E. Schner, Esq.

LES/gg:LTRS\SECRETARY.FLA

Enclosures

cc: Bay Pointe Community Association, Inc.

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

FILED  
97 DEC 12 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BAY POINTE COMMUNITY ASSOCIATION, INC.

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted:

Second Articles of Amendment to The Articles of  
Incorporation of Bay Pointe Community Association, Inc.

**SECOND:** The date of adoption of the amendment(s) was: 10-7-97

**THIRD:** Adoption of Amendment (check one)



The amendment(s) was(were) adopted by the members  
and the number of votes cast for the amendment  
was sufficient for approval.



There are no members or members entitled to vote on  
the amendment. The amendment(s) was(were) adopted  
by the board of directors.

BAY POINTE COMMUNITY ASSOCIATION, INC.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

EDWARD M. SCHIFF

Typed or printed name

PRESIDENT

Title

Date

10/7/97

NOV-26-1997 9:26am 97-424030  
ORB 10104 Pg 1018

● 1997年12月1日，国务院颁布《国家行政机关公文处理办法》，自2000年1月1日起施行。

OCT-29-1997 8:32am 97-386194  
ORB 10056 Pg 772

- 1 -

8. To ensure compliance with the provisions of the Declaration of Covenants, Conditions and Restrictions of ~~Arvida Country Club ("Master Covenants")~~ the Master Association, as the same may be amended from time to time.

### III. GENERAL POWERS

8. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. 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 the powers necessary to implement the Purposes of the Association.

10. To join any elective association or partnership, ~~provided however, for so long as Developer owns any Lot within the Property, the Developer shall appoint any representative(s) to such elective association or partnership. After Developer no longer owns any Lot within the Property, representative(s) shall be designated by vote of membership.~~

### IV. MEMBERS

1. The Members shall consist of the Lot Owners and/or spouses in the Property and all such Owners shall be members of the Association. ~~There shall be two (2) classes of members, as follows:~~

~~A. CLASS A MEMBERS. Class A Members shall be all Lot Owners other than the Class B Member. Owners of Lots shall automatically become Class A Members upon purchase of such Lots.~~

~~B. CLASS B MEMBERS. The Class B Member shall be Arvida/JMB Partners, a Florida general partnership, or its designee, successor or assignee as Developer of the Property.~~

### V. VOTING AND ASSESSMENTS

~~2. The Developer shall have the right to appoint all of the directors to the Board of Directors so long as it owns at least one (1) Lot in the Property.~~

32. The Association will obtain operating funds by assessment of its members with which to operate in accordance with the provisions of the Declaration of Covenants and Restrictions for the Property, as supplemented by the provisions of the Articles and By Laws of the Association relating thereto.

#### VI BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of ~~three (3)~~ five (5) Directors. ~~So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. Developer may, in its discretion, permit the election by the Members of one (1) Member of the Board of Directors prior to the date on which Developer is obligated to turn over control of the Association to the Members.~~

~~In addition, Developer, in its sole discretion, may turn over additional seats on the Board of Directors so that Members may elect Directors to those seats prior to the time that turn over of control by Developer is required. Developer shall have the right to appoint all of the Directors to the Board of Directors until sixty (60) days subsequent to the date on which the Directors to the Board of Directors until sixty (60) days subsequent to the date on which the Developer no longer owns at least one (1) Lot in Bay Pointe. All Directors appointed by the Developer shall serve at the pleasure of the Developer and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Director to serve for a term of one (1) year. The election At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the three (3) elected directors receiving the highest plurality of votes shall be established at two (2) years, with the other two (2) elected directors to serve a term of one (1) year. All elections shall be by plurality vote. All Directors shall hold office for two (2) year terms and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause~~

~~by the affirmative vote of a majority of the Members which elected or appointed them. until the election of new Directors at the next annual meeting or resignation of said Director. Each Every year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time. and the term of the Directors so elected or appointed at each annual election shall be for two (2) years existing at the second (2nd) annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B Member.~~

**X. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS**

These Articles and By Laws may be altered, amended or repealed by vote of a majority of the Board of Directors. ~~No amendment affecting Arvida/JMB Partners, a Florida general partnership, or its successors or assigns as Developer of the Property shall be effective without the prior written consent of said Arvida/JMB Partners or its successors or assigns, as Developer.~~

**XIII TRANSACTIONS IN WHICH DIRECTORS OF OR OFFICERS ARE INTERESTED**

~~1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present as or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are 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.~~



~~2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.~~

1. An Officer or Director may not solicit or accept any thing or service of value, in any amount, from any person providing or proposing to provide, goods or services to the Association. Persons who do so are subject to civil penalties.

2. Any company (or employee of a company) or person doing business with the Bay Pointe Community Association, Inc., must certify that they are providing no payment, service, or consideration to any member of the Board of Directors, or member or chairperson of any committee established by the Board.

3. Any Officer, Director, chairperson, or committee member of the Bay Pointe Community Association, Inc., must do the following:

A. Disclose all material information regarding a conflict of interest to the Board of Directors;

B. Abstain from voting or deliberating on any transaction that might involve a conflict of interest;

C. Refrain from influencing the remaining Officers, Board or committee members, either directly or indirectly; and,

D. Generally remain loyal to the Association in all conflict of interest situations.

4. Any member of the Bay Pointe Community Association, Inc. Board of Directors must identify any potential conflict of interest regarding any issue brought to the consideration of the Board. Failure to identify such potential conflict of interest shall require the Director to resign from his/her position on the Board.

5. Any member or chairperson of a committee established by the Bay Pointe Community Association, inc. Board of Directors must identify any potential conflict of interest regarding any issue brought to the consideration of the committee. Failure to identify such potential conflict of interest shall require the member or chairperson to resign from his/her position on the committee.

#### XIV DISSOLUTION OR MERGER OF THE ASSOCIATION

1. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

~~A. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).~~

BA. Dedication to the County, or its successor, of the Common Areas, as defined in the Declaration of Covenants and Restrictions for Bay Pointe, which shall be effective without the prior written consent of said County or its successor.

CB. Remaining assets shall be distributed among the members as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

#### XV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 7900 Glades Road, Suite 200, Boca Raton, Florida 33429 and the initial registered agent at such address is Ted R. Brown. However, the present registered office is located at 5295 Town Center Road, Suite 200, Boca Raton, Florida 33486, and the registered agent at such address is WILLIAM K. ISAACSON."

2. Except as amended and modified herein, all other terms and conditions of the Articles of Incorporation shall remain in full force and effect according to their terms.

Adopted on 7th day of October, 1997 in accordance with §607.1002 of the Florida Statutes by the Directors of the corporation and ~~shareholder~~ Member action was not required.

ORB 10104 Ps 1024

DOROTHY H. WILKEN, CLERK PB COUNTY, FL

ORB 10056 Ps 778

DOROTHY H. WILKEN, CLERK PB COUNTY, FL

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 7 day of OCT, 1997.

BAY POINTE COMMUNITY ASSOCIATION, INC.

Sally Goldstein  
SALLY GOLDSTEIN, VP  
(Print Name and Title)

BY:

Donald Shatz  
DONALD SHATZ, SEC Y  
(Print Name and Title)

Sharon Diller  
SHARON DILLER, VP  
(Print Name and Title)

Edna M. Schuff  
EDNA M. SCHUFF, TREAS  
(Print Name and Title)

Julius J. Jorg  
JULIUS J. JORG, PRES  
(Print Name and Title)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged before me this 7<sup>th</sup> day of October, 1997, by The Full Board of Directors of BAY POINTE COMMUNITY ASSOCIATION, INC., who are ~~was~~ personally known to me or who has produced Florida Driver's License \*(other) as identification and who did \*(did not) take an oath.

WITNESS my hand and official seal at the County and State aforesaid this 7<sup>th</sup> day of October, 1997.

Natalie S. Goldstein  
Notary Public

My commission expires:



NATALIE S. GOLDSTEIN  
My Commission CC525234  
Expires Mar. 19, 2000