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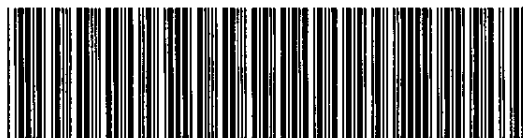
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# **Patti Heidler Ladwig, P.A.**

**ATTORNEYS AT LAW**

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July 8, 2015

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

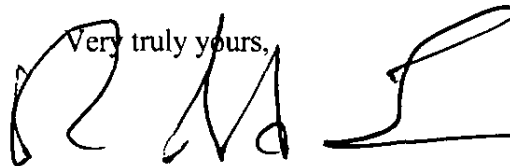
Re: Filing Articles of Restatement of the Amended and Restated  
Articles of Incorporation of Greenbriar of Wycliffe Homeowners' Association, Inc.  
Document Number: N92000000476

Dear Sir or Madam:

The enclosed Articles of Restatement of the Amended and Restated Articles of Incorporation of Greenbriar of Wycliffe Homeowners' Association, Inc. and check numbered 19127 in the amount of \$43.75 representing the filing fee and the fee to obtain a certified copy of the enclosed Articles of Restatement of the Amended and Restated Articles of Incorporation of Greenbriar of Wycliffe Homeowners' Association, Inc. (additional copy is enclosed)

Thank you in advance for your attention to this matter. Should you have further questions regarding this request, please contact me at (561)333-1826.

Very truly yours,



**PATTI HEIDLER LADWIG**  
For The Firm

PHL:fl

**ARTICLES of RESTATEMENT  
of the AMENDED and RESTATED  
ARTICLES of INCORPORATION**

Pursuant to FSA §617.1007, this corporation adopts the following articles of restatement to its articles of incorporation as follows:

1. The name of the corporation before restatement: GREENBRIAR OF WYCLIFFE HOMEOWNERS' ASSOCIATION, INC.
2. The name of the corporation after restatement: GREENBRIAR OF WYCLIFFE HOMEOWNERS' ASSOCIATION, INC.
3. The text of the amended and restated articles of incorporation are attached hereto.
4. The amended and restated articles of incorporation do not contain an amendment to the articles of incorporation requiring shareholder approval.
5. The date of adoption of the amended and restated articles of incorporation was: March 17, 2015
6. These articles of restatement will be effective upon filing.

**Greenbriar of Wycliffe  
Homeowners' Association, Inc.**

By: 

**Ira Hershfield, President**

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**Restatement of the  
Articles of Incorporation of  
Greenbriar of Wycliffe  
Homeowners' Association, Inc.**

Adopted by the Board of Directors on March 17, 2015

Pursuant to §617.1007, Florida Statutes, the following Restatement of the Articles of Incorporation was duly adopted by the Board of Directors on March 17, 2015 and supersedes the original Articles of Incorporation and all amendments to them.

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**ARTICLE I. – NAME**

The name of the corporation shall be GREENBRIAR OF WYCLIFFE HOMEOWNERS' ASSOCIATION, INC., hereafter referenced in these Articles of Incorporation as "The Association." or "the corporation."

**ARTICLE II. -**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the corporation was c/o Lang Management, 7556 Lake Worth Road, Suite 103, Lake Worth, Florida 33467. The current principal place of business and mailing address of the corporation is c/o GRS Management Associates, Inc., 3900 Woodlake Boulevard, Suite 309, Lake Worth, FL 33463. The principal office and place of business of the corporation shall be located in the state of Florida in such location as the Board of Directors may designate or the business of the Association may require from time to time.

**ARTICLE III. – PURPOSE(S)**

The Association is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Greenbriar of Wycliffe and described in the Declaration of Restrictions and Protective Covenants for Greenbriar of Wycliffe (the "Declaration") originally recorded in the Public Records of Palm Beach County, Florida in Official Records Book 7696 Page 355 et seq.. The terms used in these Articles of Incorporation shall have the same definition and meaning as those set forth in the Declaration as amended from time to time unless herein provided to the contrary, or unless the context otherwise requires.

2. To own and maintain, repair and replace the general and/or Common Area, sidewalks and/or access paths, streets and other Common Area structures, landscaping and other improvements in and/or benefitting the property for which the obligation to maintain and repair has been delegated and accepted.

3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

4. To insure compliance under the Master Land Use Plan under the Planned Unit Development Ordinances of Palm Beach County, Florida, applicable to the Property.

5. To provide or provide for private security, fire protection and such other services as the responsibility for which has been accepted by the Association, and the capital improvements and equipment related thereto.

6. To operate without profit for the benefit of its members.

7. To perform those functions reserved by the Association in the Declaration.

8. To insure compliance with the provisions of the Declaration of Covenants, Conditions and Restrictions for Wycliffe Golf and Country Club, and with the Articles of Incorporation, the Bylaws and the Rules and Regulations of the Wycliffe Community Association, Inc.

#### ARTICLE IV. – GENERAL POWERS

The general powers that the Association shall have are as follows:

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1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out, contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

5. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

6. To charge recipients for services rendered by the Association and the user for use of Association Property where such is deemed appropriate by the Board of Directors of the Association.

7. To pay taxes and other charges, if any, on or against the Common Area.

8. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

9. Maintain, repair, replace, operate and manage Association Properties, and, if deemed necessary or reasonable by the Association, to reconstruct improvements after casualty and to improve and add to the Association Properties.

10. To join any elective associations or partnerships. Representative(s) to such elective association or partnership shall be designated by vote of the Board of Directors.

## **ARTICLE V. -**

### **MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

## **ARTICLE VI. - MEMBERS**

The Members shall consist of the record owners of Lots in the Property.

Members shall be all those Owners of the fee simple title to any Lot within the Property. Members shall be entitled to one vote for each lot for which they are the record owner of a fee or undivided fee interest. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised by one such Member but in no event shall more than one vote be cast with respect to any such Lot.

## **ARTICLE VII. - DIRECTORS**

The Board of Directors of the Association shall be comprised of five (5) directors, who must be Members of the Association or the spouse or designee of a Member of the Association. A grantor of a trust described in section 733.707(3), Florida Statutes or a beneficiary as defined in former Section 737.303(4)(b), Florida Statutes who owns a lot shall be deemed a Member of the Association and eligible to serve as a director provided that said beneficiary occupies the lot.

The Directors elected by the Members shall have staggered terms, commencing with the annual meeting and election of Directors in 2000. To accomplish the staggered terms, the following election procedure shall apply to the election of five (5) Directors by Members at the 2000 annual meeting of Members and election of Directors. The three (3) Directors receiving the highest number of votes shall be elected for a two (2) year term. The two (2) remaining Directors elected shall be elected for a one (1) year term. All Directors elected after the 2000 annual meeting and election of Directors shall be elected for two (2) year terms.

The election procedures shall be in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

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## **ARTICLE VIII. – OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws.

## **ARTICLE IX –**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The Corporation's registered agent and registered office shall be such person and at such location as the Board of Directors may determine from time to time. The street address of the Corporation's initial registered office was 4150 Wycliffe Country Club Blvd, Lake Worth, FL 33467 and the initial registered Agent at such address was: Richard A. Jerman.

## **ARTICLE X. – INCORPORATOR**

The name and street address of the Incorporator for these Articles of Incorporation is: Richard A. Jerman, 4150 Wycliffe Country Club Blvd., Lake Worth, FL 33467.

## **ARTICLE XI. - CORPORATE EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE XII. – BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles.

## **ARTICLE XIII. -**

### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

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These Articles and Bylaws may be altered, amended or repealed by vote of a majority of the Board of Directors.

#### ARTICLE XIV. -

#### INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in their capacity of Director or officer of the Association, or in their capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of their being or having been a Director or officer of the Association, or by reason of being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the

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performance of their duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### ARTICLE XV. -

#### TRANSACTIONS IN WHICH DIRECTORS 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 valid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because the Director or Officer's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that they are 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.

#### ARTICLE XVI. - DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the

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assets of the Association exclusively for the purposes of the Association in such manner, or to such organization of organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617 of the Florida Statutes, and approved by two-thirds (2/3) of the voting rights of the Members of the Association.

#### **ARTICLE XVII. - NET EARNINGS**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

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