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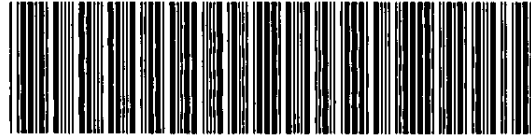
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*Amend & Restated
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REPLY TO

Palm Beach Gardens Office
JRembaum@KBRLegal.Com

December 3, 2013

FEDERAL EXPRESS DELIVERY

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

RE: Village on the Greens at Winston Trails Homeowners 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 the Village on the Greens at Winston Trails Homeowners 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, PLLC

Danielle Zilo, Esq. FOR
Jeffrey A. Rembaum, Esq.
For the Firm

JAR/tr
Enclosures

Prepared by and Return To:

Jeffrey Rembaum, Esquire
Kaye Bender Rembaum, PLLC
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

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**CERTIFICATE OF FILING THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
VILLAGE ON THE GREENS AT WINSTON TRAILS HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, at a duly called and noticed meeting of the Board of Directors of **Village on the Greens at Winston Trails Homeowners Association, Inc.**, a Florida not-for-profit corporation, held on **April 25, 2013**, the Board confirmed the requisite membership vote was obtained via written consent in lieu of a meeting to amend the aforementioned Articles of Incorporation pursuant to the provisions of Article VIII of said 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 board and the membership at the above-referenced meeting of the Board of Directors, and that the attached Amended and Restated Articles of Incorporation replace the original Articles of Incorporation.

**SEE ATTACHED
AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR VILLAGE ON THE GREENS AT WINSTON TRAILS
HOMEOWNERS ASSOCIATION, INC.**

.....

[Signature and Notary Page to Follow]

WITNESS my signature hereto this 3rd day of December 2013, at Palm Beach County, Florida.

WITNESSES

VILLAGE ON THE GREENS AT WINSTON TRAILS HOMEOWNERS ASSOCIATION, INC.

Signature

Trisha Ruiz

(PRINT NAME)

Signature

Danielle Zilo

DANIELLE ZILO

(PRINT NAME)

By:

Cecil Mullenix, President

Attest:

Sharon Lang, Secretary

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3rd day of December, 2013, by Cecil Mullenix, as President of Village on the Greens at Winston Trails Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced FL Drivers License as identification and did take an oath.



TRISHA RUIZ
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE175707
Expires 3/4/2016

(Signature)

(Print Name)

Notary Public, State of Florida at Large

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

VILLAGE ON THE GREENS AT WINSTON TRAILS

HOMEOWNERS ASSOCIATION, INC.

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The undersigned incorporator, desiring to form a corporation not for profit under Chapters 617 and 720 of the Florida Statutes, as they may be amended from time to time, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be the Village on the Greens at Winston Trails Homeowners Association, Inc., which is hereinafter referred to as "the Association". Unless otherwise modified by the Board of Directors, the principal office address of the corporation was initially 8000 Ironhorse Boulevard, West Palm Beach, Florida 33412, and is hereby changed to 5980 WINSTON TRAILS BLVD, LAKE WORTH FL 33463.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Neighborhood Covenants for WINSTON TRAILS PARCEL FOUR recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in the Properties and to maintain the Common Areas as defined in the Covenants for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the not earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into

(which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

Definitions set forth in the Covenants are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 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.

Section 2. Voting Rights. The Association shall have the following class of voting membership.

Class A. Class A Members shall be all those Owners as defined in Section 1 with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the person entitled to cast the vote for such Lot shall be determined by a certificate indicating the designated voting representative of the Lot, which shall be signed by all the record owners of the Lot and filed with the Secretary or other authorized representative of the Association. In the absence of such certificate, or in the event the person designated in such certificate is absent from any meeting, the vote for such Lot may be cast at any meeting by any co-owner of the Lot provided, however, that in the event a dispute arises between the co-owners as to how such vote shall be cast, or in the event the co-owners are unable to concur

in their decision upon any subject requiring a vote, they shall lose their right to vote on the matter being voted upon at that meeting, but their membership shall be counted for purposes of determining the existence of a quorum. For purposes of this paragraph, the principals or partners of any entity owning a Lot shall be deemed co-owners of said Lot. In no event shall more than one vote be cast with respect to any such Lot.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 33 – 1/3% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Covenants, By-Laws, 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 IV

CORPORATE EXISTENCE

The Association shall have perpetual existence, provided that if it is even dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who held office until the first annual meeting of

Members and thereafter until qualified successors were duly elected and have taken office, was:

<u>Name</u>	<u>Addresses</u>
Joshua A. Muss	8000 Ironhorse Blvd. West Palm Beach, FL 33412
David Webber	8000 Ironhorse Blvd. West Palm Beach, FL 33412
Marin Dennen	8000 Ironhorse Blvd. West Palm Beach, FL 33412

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in The Properties or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Developer shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director, other officers may or may not be directors of the Association. If the office of the President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until their successors were duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
President: Joshua A. Muss	8000 Ironhorse Blvd. West Palm Beach, FL 33412
Vice-President: David Webber	8000 Ironhorse Blvd. West Palm Beach, FL 33412
Treasurer/Secretary: Marvin Donnon	8000 Ironhorse Blvd. West Palm Beach, FL 33412

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the Membership of the Association for adoption or rejection (by affirmative vote of a majority of the Members), all in the manner provided in, and in accordance with the notice provisions of, Fla. Stat. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this corporation was:

Name

Address

Laurie L. Gildan, Esq.

777 S. Flagler Dr., #310E
West Palm Beach, FL 33401

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all

expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnities, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. 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.

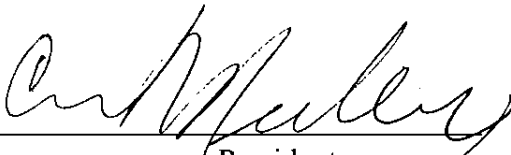
Section 5. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT

Until changed HALPERN LAW GROUP, shall be the registered agent of the Association and the registered office shall be at 3561 SW CORPORATE PKWY, PALM CITY FL 34990.

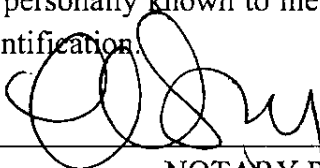
IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set her hand this 3rd day of December, 2013.



President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3rd day of December, 2013, by Cecil Mullen, who is _____ personally known to me or ☒ has produced FL Drivers License as identification.



NOTARY PUBLIC
State of Florida at Large

Name: Trisha Ruiz

My Commission Expires:
3/4/2016



TRISHA RUIZ
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE175707
Expires 3/4/2016