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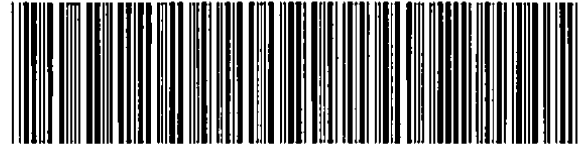
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DIVISION OF CORPORATIONS

Amend & Restate  
Art.

8/9/19

DC



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 29, 2019

STEPHANIE R. VAYNRIBER, ESQ.  
SHAHADY & WURTENBERGER, P.A.  
7900 PETERS ROAD, SUITE B-200  
FT. LAUDERDALE, FL 33324

SUBJECT: DEERLAKE VILLAS HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N94000000997

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE EITHER FILE THE ARTICLES OF AMENDMENT OR AMENDED AND RESTATED ARTICLES, NOT BOTH. IF YOU CHOOSE TO FILE THE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE WORDING IN THE HEADING OF THE DOCUMENT STATING EXHIBIT "B" AND PROPOSED AMENDED AND RESTATED ARTICLES OF INCORPORATION MUST BE REMOVED. PLEASE REMOVE "ARTICLE VII INCORPORATOR AND RE-NUMBER THE ARTICLES LISTED IN THE AMENDED AND RESTATED ARTICLES.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 719A00015431



**SHAHADY & WURTENBERGER, P.A.**

7900 Peters Road, Suite B-200 • Fort Lauderdale, Florida 33324  
Telephone: (954) 376-5950 • Facsimile: (954) 206-0188

Stephanie R. Vaynriber, Esq.

Direct Line: (954) 376-5950  
Email: [vaynriber@swlawyers.com](mailto:vaynriber@swlawyers.com)

August 7, 2019

**VIA FEDEX**

Attn: Darlene Connell  
Division of Corporation  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

*Re: Deerlake Villas Homeowners Association, Inc.  
Ref. Number: N94000000997  
Letter Number: 719A00015431*

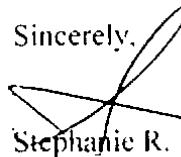
Ms. Connell:

The undersigned represents Deerlake Villas Homeowners Association, Inc. (the "Association"). I am in receipt of your letter dated July 29, 2019, requesting that the Amended and Restated Articles of Incorporation for the Association be modified. Pursuant to your instructions, enclosed please find the following:

1. A copy of your letter dated July 29, 2019;
2. The revised Amended and Restated Articles of Incorporation – The reference to Exhibit "B" and the "proposed amendments" has been removed. The Incorporator section has been removed and the Articles have been renumbered accordingly; and
3. Articles of Amendment form.

Should you have any questions, please contact the office.

Sincerely,



Stephanie R. Vaynriber

*Enclosures*

These Amended and Restated Articles of Incorporation amend, restate and replace the original Articles of Incorporation in their entirety. In the event of any conflict or inconsistency between the below Amended and Restated Articles of Incorporation and the original Articles of Incorporation, the terms and provisions of the below shall govern and control.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
DEERLAKE VILLAS HOMEOWNERS ASSOCIATION, INC.  
(a Florida Corporation Not-For-Profit)**

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION ("Articles") are adopted as of the 5<sup>th</sup> day of March 2019 by DEERLAKE VILLAS HOMEOWNERS ASSOCIATION, INC., Florida corporation not-for-profit ("Association").

RECITALS:

WHEREAS, the Articles of Incorporation of Deerlake Villas Homeowners Association, Inc. were filed in the Office of the Secretary of State of the State of Florida on February 25, 1994, Document Number N94000000997, (the "Original Articles");

WHEREAS, Section 617.1002, Florida Statutes, provides that in order to adopt an amendment to the articles of incorporation for a Florida corporation not-for-profit: 1) the Board must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment and 2) at least a majority of the votes of members, who are present or represented by proxy at the membership meeting, must be cast in favor of the amendment; and

WHEREAS, the Association has satisfied the requirements set forth in Section 617.1002, Florida Statutes, and the Association desires to amend and restate the Original Articles in their entirety as more particularly set forth in these Articles.

NOW, THEREFORE, pursuant to the authority and for the reasons aforementioned, the undersigned does hereby amend and restate the Original Articles in their entirety as follows:

The foregoing recitals are true and correct and are incorporated herein by reference. Capitalized terms not defined herein shall have the meanings attributed to them in the Declaration (as hereinafter defined).

ARTICLE I  
DEFINITIONS

The following words and phrases when used in these Articles (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" means these Restated and Amended Articles of Incorporation and any amendments hereto.

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2. "Association" means Deerlake Villas Homeowners Association, Inc., a Florida corporation not for profit. The Association is NOT a condominium association and is not intended to be governed by Chapter 718, Florida Statutes (the Condominium Act).

3. "Board" means the Board of Directors of the Association.

4. "Bylaws" means the Bylaws of the Association and any amendments thereto.

5. "County" means Broward County, Florida.

6. "Declaration" means the Declaration of Restrictions, Easements and Covenants of Deerlake Villas, which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.

7. "Director" means a member of the Board.

8. "HOA Act" means the Homeowners Association Act, Chapter 720, Florida Statutes, as amended from time to time through the date of recording of the Declaration amongst the Public Records of the County.

9. "Member" means a member of the Association.

Unless otherwise defined herein, the terms defined in the Declaration are incorporated herein by reference and shall appear in initial capital letters each time such terms appear in these Articles.

## ARTICLE II

### NAME

The name of the corporation shall be DEERLAKE VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, whose principal address and mailing address is c/o Oasis Community Management, 6574 N. State Road 7, Suite 280, Coconut Creek, Florida 33073, or at such other place as may be designated, from time to time, by the Board of Directors.

## ARTICLE III

### PURPOSES

The purpose for which the Association is organized is to take title to, administer, operate, maintain, finance, repair, replace, manage and lease the Association's property in accordance with the terms of, and purposes set forth in, the HOA Act, the Declaration, these Articles and the Bylaws and to carry out the covenants and enforce the provisions of the HOA Act, the Declaration, these Articles and the Bylaws.

## ARTICLE IV

### POWERS

The Association shall have the following powers and shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the HOA Act, the Declaration, these Articles and the Bylaws. All of the provisions of the HOA Act, the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the HOA Act, the Declaration, these Articles and the Bylaws.

2. To make, establish, amend, abolish (in whole or in part) and enforce reasonable rules and regulations governing the use of the Property.

3. To make, levy and collect assessments for the purpose of obtaining funds from its Members to pay the Association's expenses and other Association costs, including the Association's costs of collection, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.

4. To own, administer, operate, maintain, finance, repair, replace, manage, lease and convey the Association's property in accordance with the HOA Act, the Declaration, these Articles and the Bylaws.

5. To enforce by legal means the obligations of the Members and the provisions of the HOA Act, the Declaration, these Articles and the Bylaws.

6. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the administration, operation, maintenance, financing, repairing, replacing, management and leasing of the Association's property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Association's property and to delegate to such professional manager certain powers and duties of the Association.

7. To assign and/or delegate any right, duty or obligation of the Association as it deems necessary.

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Property in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls, rules and regulations, and enforcement which will enhance the quality of life at the Property.

9. To borrow money and to obtain such financing as is necessary to maintain, repair and replace the Association's property and, as security for any such loan, to collaterally assign the Association's right to collect and enforce assessments levied for the purpose of repaying any such loan.

ARTICLE V  
MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. Each and every Villa Owner shall be a Member and exercise all of the rights and privileges of a Member.

B. Membership in the Association shall be established by the acquisition of ownership of fee simple title to a Villa as evidenced by the recording of an instrument of conveyance amongst the Public Records of the County. Where title to a Villa is acquired by conveyance from by means of sale, gift, inheritance, devise, bequest, judicial decree or otherwise, the person, persons or entity thereby acquiring such Villa shall not be a Member unless or until such Owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association.

C. No Member may assign, hypothecate or transfer in any manner his or her membership in the Association except as an appurtenance to his or her Villa.

D. Any Member who conveys or loses title to a Villa by sale, gift, inheritance, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Villa and shall lose all rights and privileges of a Member resulting from ownership of such Villa.

E. There shall be only one (1) vote for each Villa. If there is more than one Member with respect to a Villa as a result of the fee interest in such Villa being held by more than one person, such Members collectively shall be entitled to only one (1) vote. The vote of the Owners of a Villa owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named ("Voting Member") in a certificate signed by all of the Owners of the Villa, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Villa shall not be considered for establishing a quorum or for any other purpose.

Notwithstanding the foregoing provisions, whenever any Villa is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

1. When both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Villa owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.

2. When only one (1) spouse is present at a meeting, the person present may cast the vote for the Villa without establishing the concurrence of the other spouse, absent any prior written notice

to the contrary by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Villa shall not be considered, but shall count for purposes of establishing a quorum.

3. When neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the vote for the Villa, when voting by Proxy is allowed, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Proxy by the other spouse, the vote of said vote for the Villa shall not be considered, but shall count for purposes of establishing a quorum.

F. Unless some greater number is provided for in the HOA Act, the Declaration, these Articles or the Bylaws, a quorum shall consist of persons entitled to cast at least thirty percent (30%) of the total number of votes of the Members.

#### ARTICLE VI TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

#### ARTICLE VII OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board. Officers must be Members, or the parents, children or spouses of Members, except that if a Villa is owned by an entity, such entity may appoint a partner, shareholder, member, manager, director or officer of such entity on its behalf to be an Officer of the Association.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two or more offices, the duties of which are not incompatible; provided, however, that no person shall hold the office of President and any other office simultaneously.



ARTICLE VIII  
BOARD OF DIRECTORS

The number of Directors on the Board shall be three (3). Starting with the election of the Board immediately subsequent to the recording of these Articles, and for all elections thereafter, the Section 1 Villa Owners shall elect one (1) Director from among the Section 1 Villa Owners, the Section 2 Villa Owners shall elect one (1) Director from among the Section 2 Villa Owners, and the third Director shall be elected "at large" by all of the Villa Owners. Directors must be Members or the parents, children or spouses of Members, except that if a Villa is owned by an entity, such entity may appoint a partner, shareholder, member, manager, director or officer of such entity on its behalf to be eligible to serve on the Board. Each Director shall have only one (1) vote. Any Director may be removed in accordance with the procedures set forth in the Bylaws.

ARTICLE IX  
INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association from and against any and all losses, claims, demands, suits actions, causes of action, liabilities (including, without limitation, property damage, personal injury and/or death), judgments, damages (including, without limitation, consequential and/or punitive damages), fines, liens, encumbrances, penalties, costs and expenses of whatever nature or kind (including, without limitation, reasonable fees for attorney and paralegal services and all costs and court costs through and including all trial, appellate and post-judgment levels and proceedings), related to, arising out of and/or resulting from his/her being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, (i) in the event of a settlement in connection with any of the foregoing, the indemnification provisions provided in this Article IX shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and (ii) in the event a Director or officer admits that he/she is, or is adjudged, guilty of willful misconduct or gross negligence in the performance of his/her duties, the indemnification provisions of this Article IX shall not apply. The foregoing right of indemnification provided in this Article IX shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE X  
BYLAWS

The Bylaws may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI  
AMENDMENTS

A. These Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the total number of Members in the Association.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members and all members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE XII  
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent of the Association is:

Shahady & Wurtenberger, P.A.  
7900 Peters Road, Suite B-200 Fort  
Lauderdale, FL 33324

ARTICLE XIII  
AMENDMENT AND RESTATEMENT

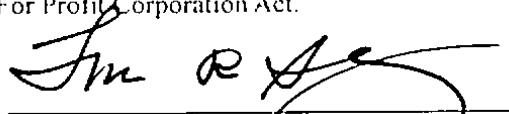
These Amended and Restated Articles of Incorporation of the Association amend, restate and replace the Original Articles in their entirety.

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XII of these Amended and Restated Articles of Incorporation and acknowledges that he/she is familiar with and accepts the obligations imposed upon registered agents, under the Florida Not For Profit Corporation Act.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

  
Thomas R. Shahady  
8/7/19

MARCH 5, 2019

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 06/25/19

Signature Katherine A. Elmore

(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)

KATHERINE A. ELMORE

\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT

\_\_\_\_\_  
(Title of person signing)