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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N94000002201

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

OSCAR R. RIVERA, ESQ.

Name of Contact Person

SIEGFRIED, RIVERA, HYMAN, LERNER, DE LA TORRE, MARS & SOBEL, P.A.

Firm/ Company

201 ALHAMBRA CIRCLE, 11TH FLOOR.

Address

CORAL GABLES, FL 33134

City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
 ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

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

Street Address

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

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2019 DEC -3 PM 3:
REC. 11
ALL AMENDMENTS
FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT-FOR-PROFIT

This document constitutes an amendment to the Articles of Incorporation of THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC. (the "**Articles**"), and amends and restates in their entirety the articles of incorporation filed May 3, 1994. This corporation, not-for-profit, is established for the purposes and with the powers set forth herein. The undersigned, for the above-stated purposes, certify as follows:

ARTICLE I. Definitions

A. All terms which are defined in the Declaration of Protective Covenants, Conditions and Restrictions for The Palm Estates ("**Declaration**") shall be used herein with the same meanings as defined in said Declaration.

B. Corporation as used herein shall mean THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation, not-for-profit, the corporation formed by those Articles originally filed May 3, 1994, its successors or assigns. The Corporation is NOT a condominium association.

ARTICLE II. Name

The name of this Corporation is THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred as the "**Corporation**"), whose present address is 5754 S.W. 100th Street, Miami, Florida 33156. The corporation shall be referred to in this instrument as the "**Association**", the Articles of Incorporation as the "**Articles**," and the Bylaws of the Association, as the "**Bylaws**".

ARTICLE III. Purposes

The purposes for which this Corporation is organized to administer a residential real estate project known as THE PALM ESTATES (the "**Community**") located in the Plat of The Palm Estates, Plat Book 145 Page 5 Miami-Dade County, Florida.

ARTICLE IV. Powers

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

A. General. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, the Declaration, the Bylaws or any other governing documents.

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

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

2. To make, establish and enforce reasonable rules and regulations governing the use of the Community or any portions thereof, including, without limitation, the Common Areas.

3. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Operating Expenses in the manner provided in the Declaration, Bylaws or these Articles (collectively, the "**Governing Documents**") and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Corporation.

4. To buy, own, operate, lease, sell, trade and mortgage personal property.

5. To maintain, repair, replace and operate the Community and other property leased by or acquired by the Association.

6. To enforce the provisions of the Governing Documents.

7. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of the Community; and to enter into any other agreements consistent with the purposes of the Corporation, including but not limited to agreements with respect to the installation, maintenance and operation of a master television antenna system and cable television system, or for professional management of the Community and to delegate to such professional management company certain powers and duties of the Corporation.

8. To purchase insurance upon the Common Areas (as defined in the Declaration) and insurance for the protection of the Association, its officers, Board of Directors and Members.

C. Association Community. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Parcel Owners in accordance with the Provisions of the Governing Documents.

D. Distribution of Income; Dissolution. The Association shall make no distributions of income to its Owners, directors or officers and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or public agency, except in the event of a termination of the Declaration.

E. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

ARTICLE V. Members and Voting

The qualification of Members, the manner of their admission to membership and voting by Members shall be as provided in the Bylaws of the Association.

A. Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Parcel for which that share is held.

B. Meetings. The Bylaws shall provide for an annual meeting of the Members and may make provisions for regular and special meetings of Members other than the annual meeting.

C. Written Action. Action required or permitted to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced, dated and signed by approving Members having the requisite number of votes and entitled to vote on such action, and delivered to the Association by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the Association having custody of the book in which proceedings of meetings of Members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by Members having the requisite number of votes necessary to authorize the action within sixty (60) days of the date of the earliest dated consent and is delivered in the manner required by this section. Any written consent may be revoked prior to the date that the Association receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Association at its principal office in this state or its principal place of business, or received by the corporate secretary or either officer or agent of the Association having custody of the book in which proceedings of meetings of Members are recorded. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. If the action to which the Members consent is such as would have required the filing of a certificate, the certificate filed must state that written consent has been given in accordance with the provisions of this section. Whenever action is taken pursuant to this section, the written consent of the Members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of proceedings of Members.

ARTICLE VI. Term

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VII. Officers

A. Subject to the direction of the Board, the affairs of the Association shall be administered by the officers holdings the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal of officers from office, for filling vacancies and for the duties of the officers. The names of the officers, who shall serve until their successors are designated by the Board, are as follows:

President: Luis T. Villar
Vice President: Carlos E. Martinez
Secretary/Treasurer: Luis Machado

ARTICLE IX. Board of Directors

A. Number and Qualification. The Community, business and affairs of the Association shall be managed by a Board (the "**Board**" or "**Board of Directors**") consisting of the number of Board members (each, a "**Board Member**" and collectively, the "**Board Members**") determined in the manner provided by the Bylaws, but which shall consist of six (6) Board Members.

B. Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required and except as provided in the Declaration.

C. Election; Removal. Board members shall be appointed by each class of Members in the manner determined by and subject to the qualifications set forth in the Bylaws. A Board Member may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

D. First Directors. The names of the members of the first Board who shall hold office until their successors are elected and have qualified, as provided in the Bylaws are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Carlos E. Martinez	5754 S.W. 100 th Street, Miami, Florida 33156
Fernando S. Aran	5730 S.W. 100 th Street, Miami, Florida 33156
Luis T. Villar	5738 S.W. 100 th Street, Miami, Florida 33156
Luis Machado	5746 S.W. 100 th Street, Miami, Florida 33156
Carmen Sabater	5762 S.W. 100 th Street, Miami, Florida 33156
Mariana Martinez	5770 S.W. 100 th Street, Miami, Florida 33156

ARTICLE X. Indemnification

A. Indemnity. The Association shall indemnify any Board Member or officer, or their agents, who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such party is or was a director, employee, officer, or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such party in connection with such action, suit or proceeding. Unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that such party did not act in good faith or in a manner such party reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that such party had reasonable cause to believe that his or her conduct was unlawful, and (b) such court also determined 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, in and of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, reasonable cause to believe that such person's conduct was unlawful.

B. Expenses. To the extent that a Board Member, officer, employee or agent of the Association has been successful on the merits or otherwise in connection with any proceeding under Section A of this Article, for the purpose of determining his entitlement to indemnifications, he shall also be indemnified against expenses (including attorney's fees and costs in all lower court and appellate proceedings) actually and reasonably incurred by him in connection with obtaining such determination.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding. Same shall be paid upon receipt of an undertaking by or on behalf of the affected Board Member, officer, employee, or agent, to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Association as authorized in this Article.

D. Miscellaneous. 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 Bylaws, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Board Member, officer, employee or agent and shall inure to the benefit of such heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party and insured by such party in any such capacity, or arising out of said person's status as such, whether or not the Association would have the power to indemnify said person against such liability under the provisions of this Article.

F. Amendment. Notwithstanding anything to the contrary herein, the provisions of this Article may not be amended without the approval, in writing, of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI. Bylaws

The Bylaws of the Association shall be adopted by the Board and thereafter may be altered, amended, or rescinded in the manner provided for in the Bylaws. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XII. Amendments

A. These Articles may be amended by the following methods:

1. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be 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 (1) meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected 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 of Members ("**Required Notice**").

3. At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of not less than four sixths (4/6) of the Members.

4. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members setting forth their intention that an amendment to these Articles be adopted.

5. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

6. A copy of each amendment shall be filed and certified by the Secretary of State of Florida.

7. A certified copy of each such amendment shall be attached to any certified copy of these Articles and shall be part of such Articles and an exhibit to the Declaration upon the recording of the Declaration; or, in lieu thereof, amended and restated Articles may be adopted and a certified copy thereof shall be attached as an exhibit to the Declaration upon recordation thereof.

8. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend, or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

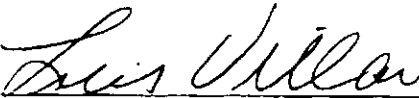
ARTICLE XIII. Successor Entities

In the event of the dissolution of the Association, or any successor entity thereto, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which, the Corporation, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by this Corporation, or such successor.

ARTICLE XIV. Registered Office and Registered Agent

The name of the registered agent of the Association is Rene Diaz, Esq. The address for the Registered Agent of the Association shall be 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, I, LUIS T. VILLAR, the President of THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, have hereunto affixed my signature and caused the corporate seal thereof to be hereunto affixed this 16th day of ~~October~~ 2018, confirming that the foregoing Amended and Restated Articles of Incorporation were duly approved at a Meeting of the Members of the Association, by appropriate vote after securing appropriate quorum.


Luis T. Villar

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16 day of October, 2018, by LUIS T. VILLAR, as the President of THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit. He is personally known to me or has produced a Florida Driver's License as identification.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ILEANA M. GASTRO
Notary Public - State of Florida
Commission # FF 215993
My Comm. Expires April 18, 2019
Bonded through National Notary Ass.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE HAVING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the state of Florida, the following is submitted:

THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit desiring to organize under the laws of the State of Florida, has named as its statutory registered agent. The address of the registered agent is: Rene Diaz, Esq. Piedra & Associates, P.A., 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134.

Having been named the statutory registered agent of the above-named Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Rene Diaz, Registered Agent

Florida Bar No.: 500023

Dated this 16th day of November, 2018.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16 day of Nov., 2018, by RENE DIAZ, as the registered agent of THE PALM ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit. He is personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC, STATE OF FLORIDA

