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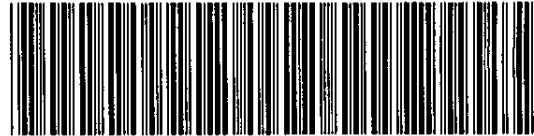
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Emerald Springs Homeowners Association Inc.

DOCUMENT NUMBER: N94000002648

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

Please return all correspondence concerning this matter to the following:

MICHAEL S. BENDER, ESQ

(Name of Contact Person)

KAYE BENDER REMBAUM, PL

(Firm/ Company)

1200 PARK CENTRAL Blvd. South

(Address)

Pompano Beach, Florida 33064

(City/ State and Zip Code)

mbender@KBRLegal.com

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

For further information concerning this matter, please call:

MICHAEL S. BENDER, ESQ

(Name of Contact Person)

at 954 928-0680

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2015

MICHAEL S. BENDER, ESQ.
KAYE BENDER REMBAUM, PL
1200 PARK CENTRAL BLVD SOUTH
POMPANOBEACH, FL 33064

SUBJECT: EMERALD SPRINGS HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N94000002648

We have received your document for EMERALD SPRINGS HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you intend on filing the amendment, the new registered agent must sign accepting designation.

The amendment requires the manner of adoption so you must check 1(one) of the boxes in regards to the adoption of the amendment.

If you intend on filing the amended and restated articles, the manner of adoption and the date of adoption is required within the document.

The amended and restated articles list a different registered agent, which requires a signature of acceptance as well.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 615A00013949

www.sunbiz.org

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EMERALD SPRINGS HOMEOWNER ASSOCIATION, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

2015 JUL 15 PM 4:50
2015 JUL 15 PM 4:50

AMENDED AND RESTATED ARTICLES OF INCORPORATION

EMERALD SPRINGS HOMEOWNERS' ASSOCIATION, INC.

(A Florida Corporation Not For Profit)

2015 JUL 15 PM 4:50
DIVISION OF CORPORATIONS
FLORIDA SECRETARY OF STATE

ARTICLE I

NAME

The name of this corporation shall be **EMERALD SPRINGS HOMEOWNERS' ASSOCIATION, INC.** (hereinafter referred to as the "**ASSOCIATION**"). The initial principal office address of the Association shall be 2826 University Drive, Coral Springs, Florida 33065. Currently, the address of the Association is Suite 27, 6941 SW 196th Avenue, Pembroke Pines, Florida 33332.

ARTICLE II

PURPOSES

The general nature, objectives and purposes of the **ASSOCIATION** are:

- A.** To provide maintenance, landscaping and irrigation for easement areas (as specified in Paragraph B of this ARTICLE II) and common areas located within that certain property described as follows:

Lot R1 through R108, inclusive of Silver Lakes Phase II Replat (therein after referred to as the Property), according to the Plat thereof, as recorded in Platt Book 154, Page 50, of the Public Records of Broward County, Florida,

TOGETHER WITH such additional contiguous or reasonably adjacent land as may hereinafter be added to the **ASSOCIATION'S** purview by the **SUBDIVIDER** (as hereinafter defined) by an amendment to these **Articles of Incorporation** or by such other appropriate instrument recorded in the Public Records of Broward County, Florida. In the event that additional land shall be made subject to the **DECLARATION OF RESTRICTIONS** for **EMERALD SPRINGS AT SILVER LAKES** (hereinafter referred to as the "**RESTRICTIONS**"), all references in these **Articles of Incorporation** to **EMERALD SPRINGS AT SILVER LAKES** shall be deemed to include such additional land.

- B. To provide, purchase, construct, improve, maintain, repair, replace and operate the master irrigation system, guard gates, gate facilities/equipment, surveillance cameras, common parking areas on, upon, over and under those portions of **EMERALD SPRINGS AT SILVER LAKES** designated as Easements in the **RESTRICTIONS** or in separate instruments executed by **DECLARER** (as hereinafter defined) or by **SUBDIVIDER** and recorded in the Public Records of Broward County, Florida.
- C. To operate, without profit, for the sole and exclusive benefit of its **MEMBERS** (as hereinafter defined).
- D. To enter into easement agreements or other user or possessory agreements whereby the **ASSOCIATION** may obtain the use or possession of real property not owned by it and to maintain and pay for the insurances, administration, upkeep, repair, replacement and maintenance of such property.
- E. To perform all duties and exercise all powers conferred upon the **ASSOCIATION** by the **RESTRICTIONS**, as may be amended from time to time.

ARTICLE III

GENERAL POWERS

The general powers that the **ASSOCIATION** shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the **MEMBERS** for the purposes set forth in these Articles of Incorporation.
- B. To promulgate and enforce rules, regulations and agreements to effectuate the purposes for which the **ASSOCIATION** is organized.
- C. To delegate power where such delegation is deemed to be in the interest of the **ASSOCIATION**.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, subject to any restriction contained in these **Articles of Incorporation**.

- E. To enter into, make, perform or carry out contracts or every kind with any person, firm, corporation, association or other entity.
- F. To do any and all of the activities and pursue any and all of the purposes set forth in the **RESTRICTIONS** and in these **Articles of Incorporation** and not prohibited by the laws of the State of Florida.
- G. To fix assessments to be levied against property in **EMERALD SPRINGS AT SILVER LAKES** to defray expenses and the cost of effectuating the purposes of the **ASSOCIATION**, and to authorize its **Board of Directors**, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.
- H. To carry out the obligations imposed upon the **ASSOCIATION**, by the **Declaration of Protective Covenants, Conditions, Easements and Restrictions for the Silver Lakes Community**, recorded in **Official Records Book 17369 at Page 240** of the Public Records of Broward County, Florida, and any Amendments and Supplements thereto, and also those obligations imposed by the **SUPPLEMENTAL DECLARATION**, recorded in **Official Records Book 21708 at Page 478** of the Public Records of Broward County, Florida.
- I. To charge recipients for services rendered by the **ASSOCIATION** when deemed appropriate by the **Board of Directors** of the **ASSOCIATION**.
- J. To pay taxes and other charges, if any, on or against property owned or accepted by the **ASSOCIATION**.
- K. In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as may be prohibited herein.
- L. To have all powers and authority conferred upon the **ASSOCIATION** by the **RESTRICTIONS**, as may be amended from time to time.
- M. Notwithstanding anything contained herein to the contrary, the **ASSOCIATION shall not** have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidates for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action/activity including the publishing or distribution of political statements.

ARTICLE IV
MEMBERS AND DEFINITIONS

- A. The **MEMBERS** of the **ASSOCIATION** shall consist of the record property **OWNERS of LOTS** in the Property, according to the Plat thereof, including the record **OWNERS** of a fee interest in a portion of a **LOT** if such portion has separate ownership from other portions of said **LOT** and comprises or contains a dwelling unit, and all such record property **OWNERS** shall be **MEMBERS** of the **ASSOCIATION**.
- B. The following words, when used in these **Articles of Incorporation**, shall have the following meanings:
1. "**DECLARER**" means and refers to **REGENCY DEVELOPMENT, INC.**, a Florida corporation, and **ORIOLE JOINT VENTURE LIMITED**, a Florida Limited Partnership, which made, executed, declared and published the **RESTRICTIONS** and caused same to be recorded in the Public Records of Broward County, Florida, as described above.
 2. "**SUBDIVIDER**" means and refers to **REGENCY DEVELOPMENT, INC.**, a Florida corporation, and **ORIOLE JOINT VENTURE LIMITED**, a Florida Limited Partnership, d/b/a **EMERALD SPRINGS AT SILVER LAKES**, a Florida General Partnership u/a/d December 31, 1993.
 3. "**Board**" or "**Board of Directors**" means and refers to the **Board of Directors** of the **ASSOCIATION**.
 4. "**OWNER**" means and refers to every person or persons, or entity or entities, who are record owners of a fee simple interest in any **LOT**, numbered R1 through R108, or portion thereof, in **Silver Lakes Phase II Replat**, according to the plat thereof, their heirs, legal representatives, successors or assigns.
 5. "**LOT**" means and refers to any numbered **LOT**, R1 through R108, situated in **Silver Lakes Phase II Replat**, according to the plat thereof, as recorded in **Plat Book 154, at Page 50**, of the Public Records of Broward County, Florida.

ARTICLE V
VOTING AND ASSESSMENTS

- A. Subject to the restrictions and limitations hereinafter set forth, a **MEMBER** shall be entitled to one (1) vote for each **LOT** owned. When more than one person holds a fee interest in any one (1) **LOT**, all such persons shall be **MEMBERS**, and only one (1) vote for such **LOT** shall be exercised as the **OWNERS** among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) **LOT**.
- B. The **ASSOCIATION** will obtain funds with which to operate by assessment of its **MEMBERS** in accordance with the provisions of the **RESTRICTIONS**, as complemented or supplemented by the applicable provisions of these **Articles of Incorporation** and the **By-Laws of the ASSOCIATION**.

ARTICLE VI
BOARD OF DIRECTORS

- A. At the first annual meeting of the Members, an election for Members of the Board of Directors shall be held. At the first election following the recording of this amendment, the two (2) individuals receiving the highest number of votes shall serve for a term of three (3) years; the two (2) individuals receiving the next highest number of votes shall serve for a term of two (2) years; the last individual elected shall serve for a term of one (1) year.
- Thereafter, the term of service for each Director shall be three (3) years. Thereafter, as many Directors shall be elected or 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 succeeding annual elections shall be for three (3) years, expiring at the annual election following their election, and thereafter until removed as a Director, with or without cause, by the affirmative vote of a majority of the Members who elected or appointed them.

Any Officer may be removed from the Board of Directors, with or without, cause by a majority vote of the Board of Directors. Any Director appointed by a majority vote by the Board of Directors, shall serve at the pleasure of the Board, and may be removed from office, and a successor Director appointed to fill the vacancy on the Board, at any time by a majority vote of the Board of Directors. Thereafter, the term of service for each Director shall be three (3) years. In the event there are not enough candidates to hold an election or there is a tie in the voting, the current individuals elected to the Board, shall determine among themselves as to their term of office, if the individuals cannot decide among themselves, the issue shall be decided by the drawing of lots.

ARTICLE VII

OFFICERS

- A.** 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 deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws as may be amended, from time to time, by a majority vote of the Board of Directors.
- B.** The names of the current Officers who are to manage the affairs of the **ASSOCIATION** until the next annual meeting of the **Board of Directors**, and until their successors are duly elected and qualified are:

Raymond T. Whittier, President
Steve Lublinski, Vice-President
Carlos Maristany, Secretary
Michelle Cristantiello, Treasurer

ARTICLE VIII

CORPORATE EXISTENCE

The **ASSOCIATION** shall have perpetual existence.

ARTICLE IX

BY-LAWS

The **Board of Directors**, by a majority vote, may, from time to time, adopt, alter or rescind the By-Laws of the **ASSOCIATION**.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These **Articles of Incorporation** may be amended in the following manner:

- A. The Board of Directors of the **ASSOCIATION**, by a majority vote, may from time to time, in their sole discretion, modify, amend, rescind or add to the **Articles of Incorporation**, or any part thereof. The power of modification shall be limited to minor modification or enlargement of existing articles and shall in no way impair the general plan of the Articles originally set forth herein.
- B. The **Articles of Incorporation** may be updated and or amended from time to time, by a majority vote of the **Board of Directors**, to comply with changes to Federal, State, City or local Laws or Provisions.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of these Articles is **REGENCY DEVELOPMENT, INC.**, a Florida corporation, of 2826 University Drive, Coral Spring, Florida 33065, for the benefit of the **EMERALD SPRINGS HOMEOWNERS ASSOCIATION, INC.** a Florida corporation not-for-profit, of Suite 27, 6941 SW 196th Avenue, Pembroke Pines, Florida 333302.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the **ASSOCIATION** (and the Directors and Officers as a group) shall be indemnified by the **ASSOCIATION** against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the **ASSOCIATION**. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful malfeasance in the performance of his or her duties, the indemnification provisions of this Article shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted, without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

- A. No contract or transaction between the **ASSOCIATION** and one or more of its Directors or Officers, or between the **ASSOCIATION** and any other corporation, partnership, association, or other organization in which one 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 at or participates in the meeting of the Board, or a committee thereof, which authorized the contract or transaction, or solely because his or her ~~their~~ votes are counted for such purpose. No Director or Officer of the **ASSOCIATION** shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.
- B. 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 XIV
DISSOLUTION OF THE ASSOCIATION

- A.** Upon dissolution of the **ASSOCIATION**, all of its assets remaining, after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed in the following manner and order:
1. Real property contributed to the **ASSOCIATION** without the receipt of other than nominal consideration shall be returned to the **ASSOCIATION**, unless the **ASSOCIATION** refuses to accept the conveyances (in whole or in part).
 2. Dedication to applicable municipal or other governmental authority of any property conveyed to the **ASSOCIATION** (whether real, personal or mixed) as determined by the **Board of Directors** of the **ASSOCIATION** to be appropriate for dedication and which such authority is willing to accept; and
 3. The remaining assets of the **ASSOCIATION** shall be distributed among the **Members**, subject to the limitations set forth below, as tenants in common, each **Member's** share of the assets to be determined in accordance with such **Member's** voting rights.
- B.** The **ASSOCIATION** may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the Members of the Board of Directors and three-fourths (3/4) of the Members; and upon the issuance after such vote of decree of dissolution by a Circuit Judge as provided in Section 617.05 of the Florida Statutes, as amended.

ARTICLE XV
DESIGNATION OF REGISTERED AGENT

Brian Goldwyn, is hereby designated as the **ASSOCIATION's** Registered Agent for service of process within the State of Florida, c/o Stevens & Goldwyn P. A., 2 South University Drive, Suite 315, Plantation Florida 33324.

In WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 24th day of May, 1994.

REGENCY DEVELOPMENT, INC.
A Florida corporation

By: Edward C. Jansen

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

In compliance with the requirements of Chapter 48.091, Florida Statute, the following is submitted:

**That EMERALD SPRINGS HOMEOWNERS' ASSOCIATION, INC.,
A Florida Corporation Not for Profit**

organized and existing under the laws of the State of Florida, with its registered office, as Suite 27, 6941, SW 196th Avenue, Pembroke Pines, Florida 33332, has named
Stevens & Goldwyn P. A., 2 South University Drive, Suite 315, Plantation
Florida 33324, as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled corporation at the place designated in this Certificate, I, hereby agree to act in said capacity and to comply with the provision of Section 48.091 of the Florida Statutes.

STEVENS & GOLDWYN, P.A.
2 SOUTH UNIVERSITY DRIVE, SUITE 315
PLANTATION, FLORIDA 33324

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

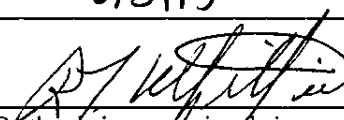
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 6/3/15

Signature 
(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)

RAYMOND T. WHITTIER
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)