

N94 000005233

**Becker**

Becker & Poliakoff  
Royal Palm Financial Center  
759 SW Federal Hwy.  
Suite 213  
Stuart, FL 34994

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

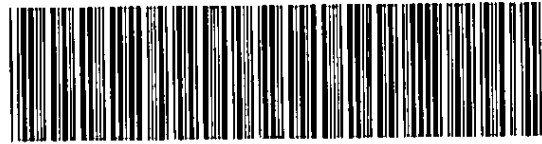
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TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AUG 12 2022

July 28, 2022

BECKER  
759 SW FEDERAL HIGHWAY, SUITE 213  
STUART, FL 34994

SUBJECT: BON ISLE HOMEOWNERS' SUB-ASSOCIATION, INC.  
Ref. Number: N94000005233

We have received your document for BON ISLE HOMEOWNERS' SUB-ASSOCIATION, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas  
Regulatory Specialist II

Letter Number: 022A00016941

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Joseph Arena  
Senior Attorney  
Board Certified Specialist, Condominium and  
Planned Development Law  
Phone: 772.403.8960 Fax: 772.286.2996  
jarena@beckerlawyers.com

# Becker

Becker & Poliakoff  
Royal Palm Financial Center  
759 SW Federal Highway, Suite 213  
Stuart, FL 34994

May 18, 2022

**Via U.S. Mail**

Florida Department of State  
Amendment Section  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
2022 MAY 24 PM 12:43  
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TALLAHASSEE, FL

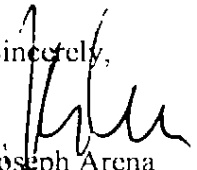
**Re: Name of Corporation: Bon Isle Homeowners' Sub-Association, Inc.  
Document Number: N94000005233  
Amended and Restated Articles of Incorporation Bon Isle Homeowners' Sub-Association, Inc.**

Dear Sir/Madam:

Please find enclosed the original Amended and Restated Articles of Incorporation for Bon Isle Homeowners' Sub-Association, Inc. that is submitted for filing with the Florida Department of State Division of Corporation. As indicated on Page 1 of the enclosure, the Amended and Restated Articles of Incorporation for Bon Isle Homeowners' Sub-Association, Inc. was approved by a vote of the Sub-Association's Board of Directors and by a vote of the Sub-Association's membership.

Also enclosed please find check #1083 in the amount of \$35.00 for the filing fee. Please have the Department update its records to reflect the adoption of the Amended and Restated Articles of Incorporation for Bon Isle Homeowners' Sub-Association, Inc. Please also do not hesitate to contact me at 772-403-8960 should you have any questions.

Sincerely,

  
Joseph Arena

JAA/gd  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FL

**FILED**

2022 AUG 12 PM 12:35  
COUNTY CLERK OF STATE  
PALM BEACH COUNTY, FL.

**EXHIBIT "B"**

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BON ISLE HOMEOWNERS' SUB-ASSOCIATION, INC.

At a meeting of the Board of Directors of Bon Isle Homeowners' Sub-Association, Inc. (sometimes hereinafter referred to as the "Association") held on December 14, 2021, the Board of Directors approved these Amended and Restated Articles of Incorporation (sometimes hereinafter referred to as the "Sub-Articles"). At a special meeting of the members of the Association held on February 10, 2022, not less than 66% of the of the votes of the Association's entire membership approved these Amended and Restated Sub-Articles. These Amended and Restated Sub-Articles shall become effective when recorded in the Public Records of Palm Beach County, Florida and shall amend, supersede, and replace the original Sub-Articles, as they have been amended from time to time, in their entirety.

The words and terms defined in Article 3 of the Association's Sub-Declaration, as amended and restated from time to time, shall also apply to words and terms whenever they appear in these Sub-Articles (unless the context shall clearly indicate otherwise).

The Association has been formed as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE I

NAME OF CORPORATION

Section 1.01. The name of the corporation is:

BON ISLE HOMEOWNERS' SUB-ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

Section 2.01. The principal office of the Association is: c/o The General Ledger of the Palm Beaches, Inc., 5646 Corporate Way, West Palm Beach, FL 33407. However, the Association may change its principal office address from time to time by decision of the Board of Directors without the need to amend these Sub-Articles.

ARTICLE III  
REGISTERED AGENT

Section 3.01. The Association hereby designates the following registered agent:

Becker & Poliakoff  
Royal Palm Financial Center  
759 SW Federal Highway, Suite 213  
Stuart, FL 34994.

However, the Association may change its registered agent from time to time by decision of the Board of Directors without the need to amend these Sub-Articles.

ARTICLE IV  
SUBORDINATE TO WOODBINE MASTER ASSOCIATION, INC.

Section 4.01. The Association's rights and authority are subordinate to the covenants, restrictions, and authorities of the Master Association pursuant to the Master Association's Master Declaration, Articles of Incorporation, and Bylaws, as amended from time to time.

ARTICLE V  
PURPOSE AND POWERS OF THE SUB-ASSOCIATION

Section 5.01. Purposes. The Association, Inc. does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Lots, Units, and Common Areas of Woodbine Parcel "B" within that certain tract of property described in the Plat of WOODBINE PARCEL "B", to wit: Woodbine Parcel "B" as recorded in Plat Book 72, Pages 102 through 105 inclusive, Palm Beach County, Florida, Public Records, and any replat of Parcel "B" or any portion thereof, and to promote the health, safety, and welfare of the residents within the above-described property. However, unless a specific duty or obligation is required by applicable law, by the Sub-Declaration, or by the Sub-Bylaws, the Association's powers shall be exercised by the Board of Directors in its sole and absolute discretion.

Section 5.02. Powers. The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a non-profit corporation, which are not in conflict with the terms of these Sub-Articles, the Sub-Declaration, or the Sub-Bylaws.

B. The Association shall have all of the powers and duties set forth in the Sub-Declaration, except as expressly limited by these Sub-Articles, and all powers and duties reasonably necessary or convenient to operate and administer Woodbine Parcel "B" pursuant to the Sub-Declaration, including but not limited to the following:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations described by the Sub-Declaration:

2. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Sub-Declaration and Fla. Stat. §720.3085, as amended from time to time; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the Association's business including all licenses, taxes, or governmental charges levied or imposed against the Association's property as well as including all costs incurred by the Association for maintenance, utilities, and professional services;

3. Collect from Members assessments which are made and levied by the Master Association;

4. Collect payments in connection with any bulk communications services contract.

5. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the Association's affairs;

6. Borrow money and pledge such collateral as the Board of Directors decides is in the Association's best interests.;

7. Dedicate and/or grant easements, sell or transfer all or any part of the Common Areas for such purposes and subject to such conditions as may be in the Association's best interests. However, the Association may not sell or transfer any portion of the Common Areas without the approval of two-thirds (2/3) of the Members;

8. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the approval of two-thirds (2/3) of the Members;

9. To use the proceeds of assessments in the exercise of its powers and duties;

10. To maintain, repair, replace, manage, and operate Woodbine Parcel "B" and to maintain those yard areas of Owners to the extent required by the Sub-Declaration;

11. To purchase such insurance policies as determined are prudent by the Board of Directors in its sole discretion following consultation with a person licensed by the state to sell insurance policies;

12. To make and amend reasonable rules and regulations respecting the use of the properties at Woodbine Parcel "B".

13. To enforce by legal means the provisions of the Sub-Declaration, these Sub-Articles, the Sub-Bylaws, and the rules and regulations when in the discretion of the Board of Directors doing so is necessary and/or appropriate:

14. To contract for the management of the Association and to delegate to such contractor certain, specified powers and duties except such as are specifically required to be exercised by the Board of Directors or by the Members:

15. To employ personnel to perform the services required for proper operation of the Association:

16. To, by majority vote of the Members, acquire leaseholds, memberships, or other possessory or use interest in real and personal property, including, but not limited to, recreational facilities, whether or not contiguous to the lands of Woodbine Parcel "B" intended to provide for the enjoyment, recreation, or other use or benefit of its Members, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof:

17. To purchase Parcels in Woodbine Parcel "B" and to acquire and hold, mortgage, and convey the same, subject, however, to the provisions of the Sub-Declaration and Sub-Bylaws relative thereto:

18. To exercise any of the powers and/or privileges as are provided by Chapters 617 and 720 of the Florida Statutes, as amended from time to time.

Section 5.03. The Association's Officers and Directors shall have fiduciary duties to the Members as set forth within Fla. Stat. §720.303(1), as amended from time to time.

#### ARTICLE VI MEMBERSHIP

Section 6.01. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject to assessment by the Association shall be a Member of the Association. Persons or entities who hold an interest merely as security for the performance of an obligation shall not be Members. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessments.

#### ARTICLE VII VOTING RIGHTS

Section 7.01. Voting rights are as set forth within Section 4.04 of the Sub-Declaration and within Section 3.04 of the Sub-Bylaws, each as amended from time to time.

ARTICLE VIII  
BOARD OF DIRECTORS

Section 8.01. Board of Directors. The affairs of Bon Isle Homeowners' Sub-Association shall be managed by a Board of Directors. The operation, election, and powers of the Board of Directors are as described within the Sub-Bylaws.

ARTICLE IX  
OFFICERS

Section 9.01. The Association shall have corporate officers as set forth in the Sub-Bylaws. The officers shall be elected, appointed, and removed by the Board of Directors.

ARTICLE X  
DISSOLUTION

Section 10.01. The Association may be dissolved with the written approval of not less than two-thirds (2/3) of the Members. Upon dissolution of the Association other than incident to a merger or consolidation, the Association's assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purpose. The provisions of this Article X shall be subject to any court supervised dissolution pursuant to Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE XI  
INDEMNIFICATION

Section 11.01. Indemnification. Every Association Director, officer, and committee member shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon the Director, officer, or committee member in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of being or having been a Director, officer, or committee member of the Sub-Association, whether or not he or she is a Director, officer, or committee member at the time such expenses are incurred, except when the Director, officer, or committee member is adjudged guilty of willful misconduct or gross negligence in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, or committee member may be entitled.

ARTICLE XII  
BYLAWS

Section 12.01. Bylaws. Concurrently with approving these Amended and Restated Sub-Articles, the Association also adopted Amended and Restated Sub-Bylaws.



ARTICLE XIII  
DURATION

Section 13.01. The corporation shall exist perpetually.

ARTICLE XIV  
AMENDMENTS

Section 14.01. The Members may amend these Sub-Articles using the process set forth within Fla. Stat. §720.306, as amended from time to time, by an approval vote of not less than 60% of all voting interests.

FILED

2022 AUG 12 PM 12:35

OFFICE OF STATE  
TALLAHASSEE, FL

EXECUTED this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

Witnesses

*[Handwritten Signature]*  
Signature

BON ISLE HOMEOWNERS'  
SUB-ASSOCIATION, INC.

Steven J. Condit  
Printed Name

By: *[Handwritten Signature]*  
Karen Collins, as President

*[Handwritten Signature]*  
Signature

Kearns Benedict  
Printed Name

By: *[Handwritten Signature]*  
Crystal Condit, as Secretary

STATE OF FLORIDA )

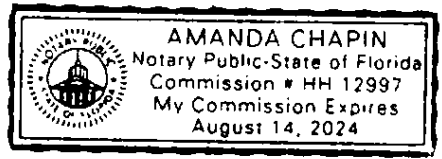
) ss:

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 11 day of <sup>AGC April</sup> ~~March~~, 2022, by Karen Collins, as President, and by Crystal Condit, as Secretary, of Bon Isle Homeowners' Sub-Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, by means of physical presence or online notarization who are:

- Personally Known or
- Produced Identification.

Type of Identification produced, if applicable: \_\_\_\_\_



*[Handwritten Signature]*  
NOTARY PUBLIC, State of Florida

(SEAL)