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**ST. JOHN, CORE, FIORE & LEMME, P.A.**

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CEO  
DR. BILL McCALLISTER

ASSESSMENTS DEPARTMENT  
LESTER S. MITTLEMAN, D

June 13, 2003

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Laurel Estates Property Owners' Association, Inc. / Articles of Amendment to Articles of Incorporation**

Dear Sir or Madam:

This office represents the above association. Enclosed for filing is an original Articles of Amendment to the Articles of Incorporation with Amended and Restated Articles and an Acceptance of Appointment attached as exhibits thereto. A check in the amount of \$35.00 is enclosed for payment.

Thank you for your assistance. If you should have any questions, please contact the undersigned.

Very truly yours,

  
David A. Core  
For the Firm

/mlv  
Enclosure

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2003 JUN 16 PM 4:13  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
LAUREL ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

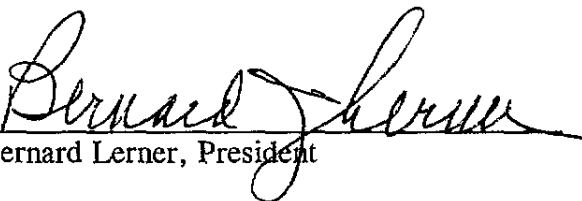
*Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.*

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**FIRST:** The Articles of Incorporation are amended as shown in the attached Exhibit "A".

**SECOND:** The date of adoption of the amendment was February 12, 2003

**THIRD:** There were members entitled to vote on the amendment. The amendment was duly adopted by the members and the votes received were sufficient for approval of the amendment under the Articles of Incorporation.

  
Bernard Lerner, President

April 1, 2003  
Date

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAUREL ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned desiring to amend the Articles of Incorporation of a not for profit corporation under Chapter 617, Florida Statutes, as amended, hereby adopt the following amended and restated Articles of Incorporation

**ARTICLE I  
NAME**

The name of the corporation shall be LAUREL ESTATES PROPERTY OWNERS' ASSOCIATION, INC., which is hereafter referred to as the "Association". The address of the principal office of the corporation shall be 500 Australian Avenue South, Suite 600 c/o St. John, Dicker Krivok and Core, P.A., West Palm Beach, Florida 33401 and the mailing address shall be the same.

**ARTICLE II  
PURPOSES AND POWERS**

The objects and purposes of the Association are to promote those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Laurel Estates recorded in the Public Records of Palm Beach County, Florida (as the same may be amended from time to time, the "Declaration").

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

The Association shall have the following general powers:

A. 1. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

2. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

3. To promulgate and enforce rules, regulation, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

4. To delegate power or powers where such is deemed in the interest of the Association.

5. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

6. To fix assessments to be levied against Lots within the Property of the Association and the cost of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditure, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessment.

7. To charge recipients for services rendered by the Association and the user for use of Association Property where such is deemed appropriate by the Board of Directors of the Association.

8. To pay taxes and other charges, if any, on or against the Common Area or accepted by the Association.

9. To maintain, repair, replace, operate and manage the Association properties, including but not limited to the common irrigation system, and the surface water management system as authorized by the South Florida Water Management District, including all retention areas, culverts and related appurtenances, if any, including the right to reconstruct improvements after casualty and further to improve and add to the Association properties.

10. To join any elective association or partnership; representative(s) shall be designated by note of the Board of Directors

B. The Association shall also 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.

### **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. Any such person or entity who holds the foregoing interest merely as a security for the performance of an obligation shall not be a member of the Association.

Notwithstanding the foregoing, if the interest of any fee owner(s) in any Lot is subject to a life estate or term of years or similar right of occupancy, other than pursuant to a leasehold interest (an "Interim Term" ) then the Board of Directors shall have the right to determine whether the fee owner(s) or the holder(s) of the Interim Term or both, shall be deemed a member of the Association. In no event shall the membership of the holder of an Interim Term extend beyond the period of their right of occupancy of any Lot pursuant to such term.

#### **Section 2. Voting Rights**

Members shall be entitled to one 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, but the vote for such Lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such Lot.

#### **Section 3. Meeting of Members**

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. Except where otherwise provided under the provisions of these Articles, or the By-Laws or the Declaration, a quorum for the transaction of business at any meeting of the members shall exist if a majority of the members in good standing and entitled to vote, shall be present or represented at the meeting.

### **ARTICLE IV 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 five (5) and not more than seven

(7) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meeting of directors, including an annual meeting.

The Directors elected by the members shall have staggered terms, commencing with the annual meeting and election of Directors for 2001. To accomplish the staggered terms, the following election procedure shall apply to the election of seven (7) Directors by members at the 2000 annual meeting of members and election of Directors. The four Directors receiving the highest number of votes shall be elected for a two-year term. The three remaining Directors elected, shall be elected for a one (1) year term. All Directors elected after the 2001 annual meeting and election of Directors shall be elected for two (2) year terms.

#### Section 2. Election of Members of Board of Directors

The Directors shall be elected by the members of the Association 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 or shall be directors, authorized representatives, officers, or employees of corporate members of the Association.

#### Section 3. Duration of Office

Members elected to the Board of Directors shall hold office until they resign or qualified successors are duly elected and have taken office.

#### Section 4. 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 unexpired 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 provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and 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 and vice President shall be directors; other officers may or may not be directors of the Association. If the office of 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 other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. Any two (2) or more offices may be held by the same person except the office of President and Secretary.

## **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 hereinafter set forth.

## **ARTICLE VIII**

These Articles and the By-Laws may be altered, amended or repealed by vote at a meeting, or by written consent in lieu of a meeting, by a majority of the entire voting membership.

## **ARTICLE IX REGISTERED AGENT**

The name and address of the registered agent of the Association is David A. Core, 500 Australian Avenue South, Suite 600, West Palm Beach, Florida, 33401.

## **ARTICLE X CORPORATE EXISTENCE**

The Association shall have perpetual existence.



**ARTICLE XI**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

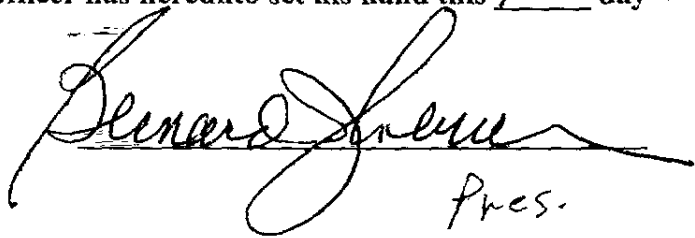
The Association shall and does hereby indemnify any Director or officer made a party or threatened to be made a part to any threatened pending or completed action, suit or proceeding as and as the same may be more particularly provided in the By-Laws.

**ARTICLE XII**  
**SUBSCRIBER**

The name and address of the undersigned officers subscribing these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Bernard Lerner	10565 Laurel Estates Lane Lake Worth, Florida, 33467

IN WITNESS WHEREOF, the said officer has hereunto set his hand this 1<sup>st</sup> day of April, 2003.

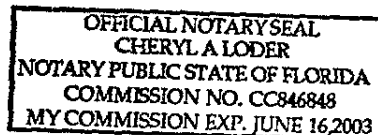
  
Pres.

STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2003, by Bernard Lerner who is personally known to me and who did (did not) take an oath.

*Ceryl A. Loder*  
Notary Public

My Commission expires: 6/16/03




***ACCEPTANCE OF APPOINTMENT***

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of LAUREL ESTATES PROPERTY OWNERS' ASSOCIATION, INC., and agrees to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act, relative to keeping open the registered office at 1601 Forum Place, Suite 701, West Palm Beach, Florida 33401. The undersigned is familiar with, and accepts the obligations of Section 617.0503, Florida Statutes.

DATED June 13, 2003

St. John, Core, Fiore & Lemme, P.A.

  
\_\_\_\_\_  
DAVID A. CORE, Secretary