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Division of Corporations

No. 2909

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THE PHIPPS ESTATES HOMEOWNER'S ASSOCIATION, INC.

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE PHIPPS ESTATES HOMEOWNER'S ASSOCIATION, INC.**

These are the Second Amended and Restated Articles of Incorporation of The Phipps Estates Homeowner's Association, Inc., a Florida corporation not for profit, which were originally filed under the name Phipps Estates Homeowner's Association, Inc., Charter Number N95000001148, on March 10, 1995. Pursuant to a name change amendment filed with the Florida Division of Corporations, the name of the Association was changed to The Phipps Estates Homeowner's Association, Inc. The Restated and Amended Articles of Incorporation were adopted on April 2, 1997, and filed April 30, 1997. This Second Amended and Restated Articles of Incorporation was duly adopted April 17, 2018, by the members and the number of votes cast for the amendment was sufficient for approval.

For historical reference, the street address of the initial principal office and the initial mailing address was 215 Fifth Street, Suite 100, West Palm Beach, Florida 33401. The street address of the initial registered office was 215 Fifth Street, Suite 100, West Palm Beach, Florida 3340, and the name of the initial registered agent was Dan E. Swanson. The current registered agent is Martin A. List, c/o List Companies and the street address of the current registered office is 340 Royal Poinciana Way #317, PMB 378, Palm Beach, Florida 33480. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

All terms defined in the Amended and Restated Covenants for The Phipps Estates Homeowner's Association, Inc. (the "Declaration") to which these Amended and Restated Articles of Incorporation are attached as an exhibit, shall be used with the same meanings as defined therein.

The Amended and Restated Articles of Incorporation of The Phipps Estates Homeowner's Association, Inc. Community Association, Inc. shall henceforth be as follows:

**ARTICLE I
NAME**

The name of the corporation is The Phipps Estates Homeowner's Association, Inc. (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation shall be located at 340 Royal Poinciana Way #317, PMB 378, Palm Beach, Florida 33480, and subsequently at such other location in Palm Beach County, Florida, as shall be determined by the Board of Directors.

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ARTICLE III PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity for the operation of The Phipps Estates Homeowner's Association, Inc., a residential development, located in Palm Beach County, Florida.

The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles, the Declaration, the Bylaws of this Association, or Section 720, Florida Statutes (2013), all as amended from time to time and subject to the provisions of Section 1.1 of the Declaration; and it shall have all other powers and duties reasonably necessary to operate The Phipps Estates Homeowner's Association, Inc., and effectuate the purposes for which the Association is organized pursuant to the Declaration of Covenants as it may hereafter be amended, including without limitation the following:

(A) To levy and collect Assessments and Charges against the Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of Assessments in the exercise of its powers and duties.

(B) To own, lease, maintain, repair, replace or operate the Common Areas.

(C) To purchase insurance for the protection of the Association and its Members.

(D) To reconstruct improvements after casualty and to make further improvements of the Community.

(E) To make, establish, amend and enforce reasonable Rules and Regulations governing the use of all property within the Community Common Areas, the conduct thereon, and the operation of the Association.

(F) To contract, and to sue and be sued; and to enforce the covenants and restrictions in the Governing Documents.

(G) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Community.

(H) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, subject to any limitations in the Declaration. However, any borrowing in excess of Five Hundred Thousand (\$500,000) Dollars in any fiscal year must be approved in advance by

the affirmative vote of sixty percent (60%) of the Voting Interests present, in person or by proxy, and voting at a duly noticed meeting of the Members at which a quorum is attained. However, in those cases where an emergency exists and urgent action is required to address an immediate and imminent threat to person, property, or the welfare of the Community, the approval of two-thirds (2/3) of the Board shall be sufficient to permit the Association to borrow funds in excess of Five Hundred Thousand (\$500,000) Dollars as are required to address such need. This emergency borrowing authority shall include, but shall not be limited to, instances when a state of emergency is declared by the Governor of Florida, or by any governmental entity having authority to declare an emergency.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV MEMBERSHIP AND VOTING RIGHTS

Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a Member of the Association. Each such Owner shall notify the Association of the recordation of such an interest within thirty (30) days thereof and shall deliver a true copy of such instrument to the Association.

Each Lot shall have one (1) vote which may be exercised as provided in the Bylaws. In the event that Lots are consolidated, the Owner of the consolidated Lots shall have one (1) vote for each constituent Lot.

ARTICLE V TERM

The term of the Association shall be perpetual.

ARTICLE VI BYLAWS

The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board members or by written petition of at least ten percent (10%) of the Voting Interests. An amendment so proposed shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

(B) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Voting Interests present, in person or by proxy, and voting at any annual or special meeting at which a quorum has been attained, provided that notice of any proposed amendment has been given to the Members, and that the notice contains the full text of the proposed amendment or a summary of the changes.

(C) **Effective Date.** An adopted amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County, with the same formalities as required in the Bylaws for recording an amendment to the Bylaws.

ARTICLE VIII DIRECTORS AND OFFICERS

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association are elected by the Members of the Association in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws. Each Director shall have one (1) vote in the affairs of the Board.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at the Board's first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association hereby indemnifies and holds harmless every Director and every Officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he is or may become a party by reason of being or having been a Director or Officer of the Association. The foregoing indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor, or

(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful, or

(C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

[The remainder of this page intentionally left blank
Signatures appear on following page]

THE PHIPPS ESTATES HOMEOWNERS'
ASSOCIATION, INC.,
a Florida not-for-profit corporation

Mark Goldman
Witness Signature

By: Mark Goldman, President

Diane Calderon
Printed Name

Christa Renfrow
Witness Signature

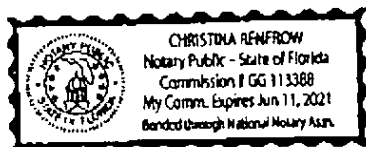
Christina Renfrow
Printed Name

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of September 2018, by Mark Goldman, as President of The Phipps Estates Homeowners' Association, Inc. a Florida Not For Profit Corporation, on behalf of the corporation. ✓ is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Notary Public Christa Renfrow
Printed Name Christina Renfrow
State of Florida

My Commission Expires:



Wendy F. Victor
Witness Signature

Wendy F Victor
Printed Name

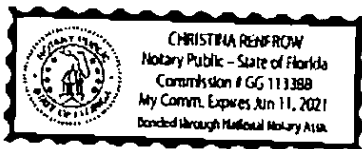
[Signature]
Witness Signature

Christina Renfrow
Printed Name

Attest: Rogues Victor
Rogues Victor III, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of September 2018, by Rogues Victor, as Secretary of The Phipps Estates Homeowners' Association, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. ✓ is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.



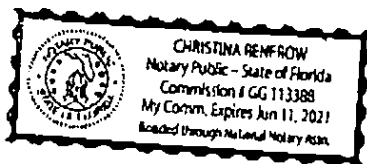
My Commission Expires:

Notary Public [Signature]
Printed Name Christina Renfrow
State of Florida 6/11/21

Wendy F. Victor RESIDENT AGENT:
Witness Signature
WENDY F. VICTOR
Printed Name
Martin A. List
Witness Signature
Christina Renfrow
Printed Name

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of September 2018, by Martin A. List, as Resident Agent of The Phipps Estates Homeowners' Association, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. ✓ is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.



My Commission Expires:

Notary Public Christina Renfrow
Printed Name Christina Renfrow
State of Florida 6/11/21