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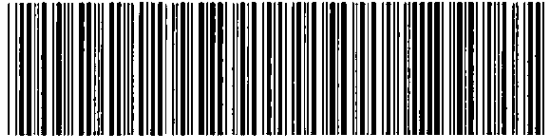
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CHELLE KONYK, ESQ.
THERESA M. LEMME, ESQ.
MICHAEL S. STEINER, ESQ.

July 17, 2023

Amendment Section
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Articles of Amendment

GROVE MANOR NEIGHBORHOOD ASSOCIATION, INC.

DOCUMENT NUMBER: N95000004381

The attached Articles of Amendment are adopted as of May 22, 2023, and the filing fee of \$35.00 is submitted for filing.

Please return all correspondence to:

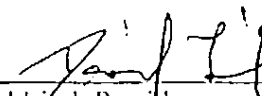
MICHAEL S. STEINER, ESQ.
KONYK & LEMME PLLC
140 INTRACOASTAL POINTE DR.
STE 310
JUPITER FL 33477

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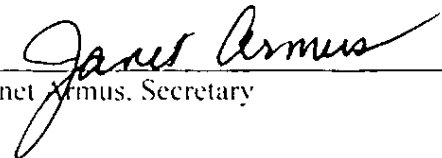
For further information contact: Michael Steiner at 561.935.6244

The amendments were adopted at a duly noticed meeting on May 22, 2023, pursuant to the Articles of Incorporation.

A vote of the membership was required and the number of votes cast for the amendments was sufficient for approval.



David Lind, President



Janet Armus, Secretary

Name of Registered Agent:
MICHAEL S. STEINER, ESQ.
KONYK & LEMME PLLC
140 INTRACOASTAL POINTE DR.
STE 310
JUPITER FL 33477

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



MICHAEL S. STEINER, ESQ.,
REGISTERED AGENT

This instrument prepared by:
Michael S. Steiner, Esquire
Konyk & Lemme PLLC
140 Intracoastal Pointe Drive
Suite 310
Jupiter, Florida 33477
(561) 935.6244

**CERTIFICATE OF RECORDING AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GROVE MANOR NEIGHBORHOOD ASSOCIATION, INC.
A Florida Corporation Not-For-Profit**

I HEREBY CERTIFY that the Amended and Restated Articles of Incorporation attached as Exhibit "B" to this Certificate were duly adopted as the Amended and Restated Articles of Incorporation of Grove Manor Neighborhood Association, Inc. The Amended and Restated Articles were approved by the members at a duly noticed meeting pursuant its Articles and the By-Laws of Grove Manor Neighborhood Association, Inc. The original Articles of Incorporation of Grove Manor Neighborhood Association, Inc, is recorded in Official Record Book 9041, at Page 1757 et seq., of the Official Records of Palm Beach County, Florida.

DATED this 26th day of July 2023.

Signed in the presence of Witnesses as to Both:

Association:

By: Michelle Infusino
Signature of First Witness

GROVE MANOR NEIGHBORHOOD
ASSOCIATION, INC.

Michelle Infusino
Print Name of First Witness

By: David Lind
David Lind, President

By: Ruth L. Altman
Signature of Second Witness

RUTH L. ALTMAN
Print Name of Second Witness

By: Janet Armus
Janet Armus, Secretary

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NOTARY PUBLIC
PALM BEACH COUNTY, FL

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by X means of physical presence or [] online notarization this 26th day of July 2023, by David Lind, President and Janet Armus, Secretary of Grove Manor Neighborhood Association, Inc. personally known to me, who executed the foregoing instrument. Both acknowledged to and before me that each executed such instrument with due and regular corporate authority and that said instrument is the free act and deed of the Association.

SEAL

Anita Mangum Tarrats
Notary Public, State of Florida at Large



EXHIBIT "B" TO DECLARATION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GROVE MANOR NEIGHBORHOOD ASSOCIATION, INC.**
(A Corporation Not for Profit)

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617 and 720, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
DEFINITIONS AND NAME

Section 1. Definitions. All terms which are defined in the Declaration of Restrictions and Protective Covenants for Grove Manor (the "Declaration") shall be used herein with the same meanings as defined in the Declaration.

Section 2. Name. The name of the corporation shall be GROVE MANOR NEIGHBORHOOD ASSOCIATION, INC., which is hereafter referred to as the "Association".

ARTICLE II
PURPOSE AND POWERS

The object and purposes of the Association are those objects and purposes as are authorized by 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 power:

- A. 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.
- B. The Association shall 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 Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.
- C. To make, establish, amend and enforce reasonable rules and regulations governing Association and the use of the Association property and Units.
- D. To make, levy and collect assessments and special assessments for the purposes of obtaining funds from its Members to pay Association Expenses and costs of collection, including the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.
- E. To administer, manage and operate the Association and to maintain, repair, replace and operate the Association Property in accordance with the Association's Governing Documents.
- F. To employ- personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation, administration and

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management of the Association Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Association Property and to delegate to such professional management certain powers and duties of the Association.

G. Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the Board of Directors may determine.

ARTICLE III MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject by the Declaration to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. Owners as defined in Section 1 above shall be entitled to one (1) vote for each Unit in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Unit, all such persons shall be members, but the vote for such Unit shall be exercised only by that one person designated in writing by all such members, as specified in Article XII, Section 4 of the Bylaws. In no event shall more than one (1) vote be cast with respect to any such Unit.

Section 3. Meetings of Members. The Bylaws 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. A quorum for the transaction of business at any meeting of the members shall be 30% of the voting interests of the entire membership of the Association present in person or by proxy.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V DIRECTORS AND NOTICE OF MEETINGS

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 three (3) and not more than seven (7) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws 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.

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

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RECORDS
SECTION

Section 4. Term Limits. A Board member may not serve more than 8 consecutive years unless approved by an affirmative vote of Owners representing two-thirds of all votes cast in the election or unless there are not enough eligible candidates to fill the vacancies on the board at the time of the vacancy. This Section 4 is not intended to be applied retroactively.

Section 5. 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.

Section 6. Notice by electronic transmission. In lieu of Members receiving notice by mail or by personal delivery pursuant to Article VI Section 3 of the Bylaws, the Association may provide notice by electronic transmission in a manner authorized by law for meetings of the Board of Directors, Committee meetings requiring notice, and Annual and Special meetings of the Members to any Member who has provided an e-mail address to the Association to be used for such purposes; however, a Member must consent in writing to receiving notice by electronic transmission.

ARTICLE VI
OFFICERS

Section 1. Officers. 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 Bylaws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The Bylaws 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. The same person may hold two (2) offices, the duties of which are not incompatible: provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE VII
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection. At such meeting a vote of the members shall be taken on the proposed

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amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of all members entitled to vote thereon. No amendment may be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

ARTICLE IX
REGISTERED AGENT

The street address of the registered agent and registered office of the Association shall be as designated by the Board of Directors.

ARTICLE X
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration, or settlement to which he may be a party or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement. Notwithstanding anything contained herein to the contrary in instances where the director or officer admits or is adjudged guilty of willful malfeasance or willful misfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled by common law or statute.

ARTICLE XI
ASSOCIATION ASSETS

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 such member's Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws of this Association.

IN WITNESS WHEREOF, We, being the President and the Secretary of GROVE MANOR NEIGHBORHOOD ASSOCIATION, INC. have hereunto set our hands this 26th day of July, 2023.

BY: [Signature]
David Lind, President

BY: [Signature]
Janet Armus, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by [X] means of physical presence or [] online notarization by David Lind, President and Janet Armus, Secretary, both personally known to me, who after being sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purpose therein expressed the day of July, 2023.

Witness my hand and official seal in Palm Beach County, Florida this 26th day of July, 2023.

SEAL



[Signature]
Notary Signature

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NOTARY PUBLIC
PALM BEACH COUNTY
FLORIDA

WITH MICHAEL S. STEINER, ESQ. KONYK & LEMME PLLC AS REGISTERED AGENT, 140 INTRACOASTAL POINTE DR; SUITE 310; JUPITER FLORIDA 33477
I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT

[Signature]
MICHAEL S. STEINER, ESQ.