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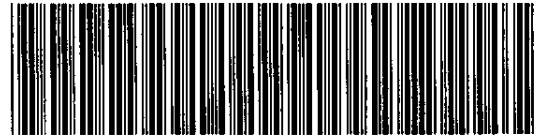
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Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 5, 2010

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subject: Ponce De Leon Maintenance Association, Inc. – N96000000373

Dear Sir or Madam,

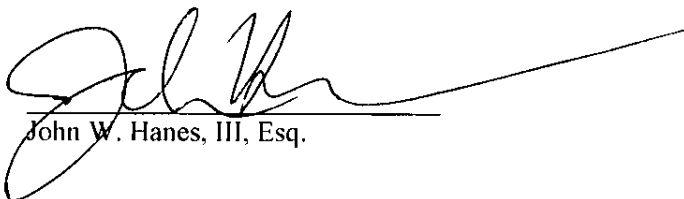
Enclosed for filing are the Articles of Restatement of the Articles of Incorporation of Ponce De Leon Maintenance Association, Inc. followed by the restated Articles of Incorporation.

Also enclosed is a check made payable to "Dept. of State" for \$43.75 which includes \$35 for the filing fee and \$8.75 for a certified copy of the restated Articles of Incorporation.

Finally, a self-addressed, stamped envelope is enclosed so that you can return the certified copy of the restated Articles of Incorporation.

For further information concerning this matter, please call me at 561-282-6875. ✓

Sincerely,



John W. Hanes, III, Esq.

This instrument prepared by,
and to be returned to:
JOHN W. HANES, III, Esq.
Rivera & Hanes, P.L.
11818 Osprey Pointe Circle
Wellington, FL 33449

FILED

2010 OCT -8 AM 10:33

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
PONCE DE LEON MAINTENANCE ASSOCIATION, INC.
(under section 617.1007 of the Florida Not For Profit Corporation Act)**

The President of Ponce De Leon Maintenance Association, Inc., for the purpose of amending and restating the Articles of Incorporation of Ponce De Leon Maintenance Association, Inc., hereby certifies as follows:

- 1) The name of this corporation is **PONCE DE LEON MAINTENANCE ASSOCIATION, INC.** (hereinafter the "Association"). The name is not being amended.
- 2) The Articles of Incorporation were filed with the Florida Department of State, Division of Corporations in Tallahassee on December 29, 1995 as Document Number N96000000373. The Association was formed under Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act.
- 3) The principal office address and mailing address was amended on March 27, 2008 to:
**11369 Okeechobee Blvd, #200
Royal Palm Beach, Florida 33411**

- 4) The registered agent and registered office was amended on March 27, 2008 to:

Name of Registered Agent: **Anthony Ramirez**

New Registered Office Address:

**11369 Okeechobee Blvd, #200
Royal Palm Beach, Florida 33411**

- 5) The Directors and Officers were amended by filing the annual report on April 16, 2009. The current Directors, as determined at the last Annual Meeting of the Members, and the current Officers, as determined at the last Board Meeting to elect Officers, are the same as those on the latest annual report and no further amendment is needed. They are as follows:

Hector Rivera	Director
Anthony Ramirez	Director & President
Eric Baumel	Director & Vice President
Bob Cavanaugh	Director & Treasurer
Aryeh Chazin	Director & Secretary

- 6) The following amendments to, as well as the restatement of, the Articles of Incorporation were required to be, and were, adopted by the members. The number of votes cast for the amendments were sufficient for approval (per Paragraph 3 of Article X of the former

Articles of Incorporation, approval requires an affirmative vote of 75% of the entire membership).

- i. **All nine of** the Owners (in person or by proxy) voted to approve the amendments to the Articles of Incorporation at a Special Meeting of the members duly called and held on **the 5th day of August, 2010**.
- ii. The amendments are effective upon filing.

AMENDMENTS AND CHANGES TO THE ARTICLES ARE AS FOLLOWS:

- [a]. **Article I** is changed by adding the title "NAME OF CORPORATION", but is otherwise unchanged.
- [b]. **Article II** is deleted in its entirety and replaced with:

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is at, and its mailing address is:

11369 Okeechobee Blvd, #200
Royal Palm Beach, Florida 33411

- [c]. A new **Article III** is added as follows:

ARTICLE III
REGISTERED OFFICE - REGISTERED AGENT

The name of the Registered Agent and the street address of the Registered office of the Association are as follows:

Name of Registered Agent: **Anthony Ramirez**

Registered Office Address:

11369 Okeechobee Blvd, #200
Royal Palm Beach, Florida 33411

- [d]. A new **Article IV**, which replaces **Article III**, is added as follows:

ARTICLE IV
DEFINITIONS IN DECLARATION AND ARTICLES

A declaration entitled DECLARATION OF RESTRICTIONS FOR PONCE DE LEON OFFICE PARK (the "Declaration") is recorded in the Public Records of Palm Beach County, Florida and governs all the operations of the community known as PONCE DE LEON OFFICE PARK (the "Park"), a business community created by plat (see Exhibit "A"). All capitalized terms not defined in these Articles of Incorporation of the Association ("Articles"), filed with the Florida Department of State, shall have the meanings set forth in the Declaration. In the event of

any conflict between the provisions of the Articles and the provisions of the Declaration, the provisions of the Declaration, as the same may be amended from time to time, shall control.

[e]. A new **Article V**, which replaces **Article XIII**, is added as follows:

ARTICLE V

BY-LAWS

The operations of the Association shall be governed by its By-Laws (the "By-Laws"). The original By-Laws shall be adopted by a majority vote of the Directors and after that may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of any conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

[f]. A new **Article VI**, which replaces **Article IV**, is added as follows:

ARTICLE VI

PURPOSE OF THE ASSOCIATION

The Association is formed to: (a) provide for ownership of the Common Area; (b) provide for the operation, maintenance, preservation and architectural control of the Lots and Common Area, and improvements thereon; (c) to administer the interests of the Association and its members; (d) to promote the health, safety and welfare of the members of the Association.

[g]. A new **Article VII** is added as follows:

ARTICLE VII

NOT FOR PROFIT

The Association is a Florida Not For Profit corporation and does not contemplate pecuniary gain to, or profit for, its members.

[h]. **Article V** is deleted in its entirety and replaced with **Article VIII**, as follows:

ARTICLE VIII

POWERS OF THE ASSOCIATION

The Association will, subject to the limitations, reservations and modifications set forth in these Articles, the By-Laws, and the Declaration, as amended, have all the powers, privileges and duties reasonably necessary to operate and maintain the Association, including, but not limited to the following:

(a) To have all the powers and privileges, and to perform all of the duties and obligations, of the Association set forth in these Articles, the By-Laws and the Declaration;

(b) To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of these Articles, the By-Laws or the Declaration;

(c) To adopt, publish, promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements governing the Association, Common Area, Lots, Properties, and the personal conduct of the members and their guests, to establish procedures for the imposition of penalties (in accordance with F.S. 617.2102), including fines, for the infraction of the same, and to effectuate all of the purposes for which the Association is organized;

(d) After notice and hearing (in accordance with F.S. 617.2102), to suspend the voting rights, for a period of time not to exceed the following for the offenses listed below:

i. The entire period during which such member is in default on the payment of any assessment levied by the Association;

ii. **Sixty (60) days** for each infraction of any published rules and regulations;

(e) To have and to exercise any and all powers, rights and privileges which a not for profit corporation organized under the Laws of the State of Florida may now, or in the future, have or exercise;

(f) To pay all expenses in connection with, and all office and other expenses incident to, the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(g) To select, employ, reasonably reimburse, retain, supervise and remove at the pleasure of the Board all officers, agents, employees, managers, independent contractors, or such other persons as the Board deems necessary, to prescribe their duties and delegate any part or all of the delegable powers, privileges and duties of the Association and/or its officers;

(h) To contract for services to be provided to, or for the benefit of, the Association and the Owners such as, but not limited to, landscaping, maintenance, telecommunications, garbage pick-up and other utilities;

(i) To acquire (by gift, purchase or otherwise) personal property, and to own, hold, improve, build upon, operate or maintain real or personal property in connection with the affairs of the Association;

(j) To sell, lease, transfer or otherwise dispose of personal property;

(k) To grant permits, licenses and easements over, upon, across, under and through the Common Area for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Properties;

(l) To procure and maintain such insurance as required by the By-Laws and the Declaration and such other insurance as deemed appropriate or necessary;

(m) With the assent of Owners entitled to vote two-thirds (2/3) of all the votes of the Association at a duly called meeting of the members of the Association or in an instrument executed by Owners who are entitled to vote two-thirds (2/3) of all of the votes of the Association:

i. To dedicate, convey, sell, lease, transfer or otherwise dispose of real property;

ii. To dedicate, convey, sell, lease, or transfer all or any part of the Common Area to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as may be agreed to by the members;

iii. To mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

iv. To Participate in mergers and consolidations with other not for profit corporations organized for similar purposes;

v. To acquire (by gift, purchase, annexation, or otherwise) additional real property, **subject to Article II of the Declaration;**

(n) With the assent of Owners entitled to vote a majority of all the votes of the Association at a duly called meeting of the members of the Association or in an

instrument executed by Owners who are entitled to vote a majority of all of the votes of the Association:

i. To remove a director
(o) With the assent of Owners entitled to vote one-half (1/2) of all the votes of the Association at a duly called meeting of the members of the Association or in an instrument executed by Owners who are entitled to vote ALL of the votes of the Association:

i. To amend, alter, or rescind these Articles or the By-Laws.
(p) With the assent of a majority vote of all the Directors:
i. To borrow money or obtain credit cards not secured by real property;
ii. To remove a director who has been absent from three (3) consecutive regular meetings of the Board of Directors.

[i]. Article VI and Article VII are deleted in their entirety (they have been transferred, with amendments, to the By-Laws and/or the Declaration).

[j]. Article VIII is deleted in its entirety (it has been transferred, with amendments, to the By-Laws) and replaced with:

ARTICLE IX DIRECTORS

The method of election of Directors is stated in the By-Laws.

[k]. Article IX is renumbered as Article X but is otherwise unchanged.

[l]. Article X is deleted in its entirety and replaced with:

ARTICLE XI AMENDMENTS

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

- (a) Proposal. Amendments to these Articles may be proposed by
- i. a vote of the Board adopting a resolution setting forth the proposed amendment; OR by
 - ii. a written request of the Owners who are entitled to **vote one-fourth (1/4) of all the votes** of the Association.
- (b) Call for Meeting. If a special meeting of the membership to vote on the amendment is not called, then the matter shall be placed on the agenda for the next biennial meeting.
- (c) Amendment Approval. In order for such amendment or amendments to become effective, the same must be approved:
- i. By Vote. Amendment approval by vote requires an affirmative vote by Owners entitled to cast, or by proxies entitled to cast, **one-half (1/2) of all the votes of the Association** at a duly called meeting of the members; OR
 - ii. By Unanimous Written Statement. Amendment approval by unanimous written statement requires **ALL Owners eligible to vote to sign a written statement** manifesting their intention that an amendment be adopted.

1. An amendment approved by unanimous written statement will be adopted without the need for a proposal or a meeting (i.e., it is deemed to satisfy all the preceding provisions of this section).

(d) Execution. The Articles of Amendment (or Articles of Restatement) must be executed by a Director or officer of the Association and acknowledged by a notary or other appropriate party authorized to make acknowledgements.

(e) Contents. Pursuant to Florida Statutes 617.1006 and 617.1007, the Articles of Amendment (or Articles of Restatement) will set forth:

- i. The name of the corporation.
- ii. The text of each amendment adopted.
- iii. A statement that members are not entitled to vote on proposed amendments and the date the amendment was adopted by the Directors.

(f) Filing. After approval by the Owners, the Articles of Amendment (or Articles of Restatement) will be filed, along with the appropriate filing fees, with the Florida Department of State.

(g) Effective Date. The amendments to these Articles will be effective when filed by the Florida Department of State, as evidenced by the date stamped on the returned copy of the Articles or listed on the Florida Department of State's website at www.sunbiz.org.

[m]. **Article XI** is deleted in its entirety and replaced with:

ARTICLE XII

SUBSCRIBERS

The name and address of the original Incorporators and the initial board of directors ("Directors") are:

NAME	ADDRESS
JESS R. SANTAMARIA	675 Royal Palm Beach Boulevard Royal Palm Beach, FL 33411
WALLACE D. SANGER	300-A Royal Commerce Road Royal Palm Beach, FL 33411
ROBERT D. JONES	590 Royal Palm Beach Boulevard Royal Palm Beach, FL 33411

[n]. **Article XII** (misabeled as Article X) is deleted in its entirety (it has been transferred, with amendments, to the By-Laws).

[o]. **Article XIII** is renumbered, with amendments, as **Article V**.

[p]. **Article XIV** and **Article XV** are deleted in their entirety (they have been transferred, with amendments, to the By-Laws).

- [q]. **Article XVI** is renumbered as **Article XIII**, a parenthetical is added to the title stating: "[same as Art II. Section 2 of Declaration]" and the word "instead" is replaced with "stead".
- [r]. **Article XVII** is deleted in its entirety (it has been transferred, with amendments, to the By-Laws).

The Articles of Incorporation, with the current amendments and all previous amendments, is restated below:

**ARTICLES OF INCORPORATION
OF
PONCE DE LEON MAINTENANCE ASSOCIATION, INC.
(under section 617.1007 of the Florida Not For Profit Corporation Act)**

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

**ARTICLE I
NAME OF CORPORATION**

The name of the Association is **PONCE DE LEON MAINTENANCE ASSOCIATION, INC.** hereinafter called the "Association".

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is at, and its mailing address is:

**11369 Okeechobee Blvd, #200
Royal Palm Beach, Florida 33411**

**ARTICLE III
REGISTERED OFFICE - REGISTERED AGENT**

The name of the Registered Agent and the street address of the Registered office of the Association are as follows:

Name of Registered Agent: **Anthony Ramirez**

Registered Office Address:

**11369 Okeechobee Blvd, #200
Royal Palm Beach, Florida 33411**

**ARTICLE IV
DEFINITIONS IN DECLARATION AND ARTICLES**

A declaration entitled DECLARATION OF RESTRICTIONS FOR PONCE DE LEON OFFICE PARK (the "Declaration") is recorded in the Public Records of Palm Beach County, Florida and governs all the operations of the community known as PONCE DE LEON OFFICE PARK (the "Park"), a business community created by plat (see Exhibit "A"). All capitalized terms not defined in these Articles of Incorporation of the Association ("Articles"), filed with the Florida Department of State, shall have the meanings set forth in the Declaration. In the event of any conflict between the provisions of the Articles and the provisions of the Declaration, the provisions of the Declaration, as the same may be amended from time to time, shall control.

**ARTICLE V
BY-LAWS**

The operations of the Association shall be governed by its By-Laws (the "By-Laws"). The original By-Laws shall be adopted by a majority vote of the Directors and after that may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of any conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE VI
PURPOSE OF THE ASSOCIATION

The Association is formed to: (a) provide for ownership of the Common Area; (b) provide for the operation, maintenance, preservation and architectural control of the Lots and Common Area, and improvements thereon; (c) to administer the interests of the Association and its members; (d) to promote the health, safety and welfare of the members of the Association.

ARTICLE VII
NOT FOR PROFIT

The Association is a Florida Not For Profit corporation and does not contemplate pecuniary gain to, or profit for, its members.

ARTICLE VIII
POWERS OF THE ASSOCIATION

The Association will, subject to the limitations, reservations and modifications set forth in these Articles, the By-Laws, and the Declaration, as amended, have all the powers, privileges and duties reasonably necessary to operate and maintain the Association, including, but not limited to the following:

(a) To have all the powers and privileges, and to perform all of the duties and obligations, of the Association set forth in these Articles, the By-Laws and the Declaration;

(b) To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of these Articles, the By-Laws or the Declaration;

(c) To adopt, publish, promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements governing the Association, Common Area, Lots, Properties, and the personal conduct of the members and their guests, to establish procedures for the imposition of penalties (in accordance with **F.S. 617.2102**), including fines, for the infraction of the same, and to effectuate all of the purposes for which the Association is organized;

(d) After notice and hearing (in accordance with **F.S. 617.2102**), for a period of time not to exceed the following for the offenses listed below:

i. The entire period during which such member is in default on the payment of any assessment levied by the Association;

ii. **Sixty (60) days** for each infraction of any published rules and regulations;

(e) To have and to exercise any and all powers, rights and privileges which a not for profit corporation organized under the Laws of the State of Florida may now, or in the future, have or exercise;

(f) To pay all expenses in connection with, and all office and other expenses incident to, the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(g) To select, employ, reasonably reimburse, retain, supervise and remove at the pleasure of the Board all officers, agents, employees, managers, independent contractors, or such other persons as the Board deems necessary, to prescribe their duties and delegate any part or all of the delegable powers, privileges and duties of the Association and/or its officers;

(h) To contract for services to be provided to, or for the benefit of, the Association and the Owners such as, but not limited to, landscaping, maintenance, telecommunications, garbage pick-up and other utilities;

(i) To acquire (by gift, purchase or otherwise) personal property, and to own, hold, improve, build upon, operate or maintain real or personal property in connection with the affairs of the Association;

(j) To sell, lease, transfer or otherwise dispose of personal property;

(k) To grant permits, licenses and easements over, upon, across, under and through the Common Area for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Properties;

(l) To procure and maintain such insurance as required by the By-Laws and the Declaration and such other insurance as deemed appropriate or necessary;

(m) With the assent of Owners entitled to vote two-thirds (2/3) of all the votes of the Association at a duly called meeting of the members of the Association or in an instrument executed by Owners who are entitled to vote two-thirds (2/3) of all of the votes of the Association:

i. To dedicate, convey, sell, lease, transfer or otherwise dispose of real property;

ii. To dedicate, convey, sell, lease, or transfer all or any part of the Common Area to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as may be agreed to by the members;

iii. To mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

iv. To Participate in mergers and consolidations with other not for profit corporations organized for similar purposes;

v. To acquire (by gift, purchase, annexation, or otherwise) additional real property, **subject to Article II of the Declaration;**

(n) With the assent of Owners entitled to vote a majority of all the votes of the Association at a duly called meeting of the members of the Association or in an instrument executed by Owners who are entitled to vote a majority of all of the votes of the Association:

i. To remove a director

(o) With the assent of Owners entitled to vote one-half (1/2) of all the votes of the Association at a duly called meeting of the members of the Association or in an instrument executed by Owners who are entitled to vote ALL of the votes of the Association:

i. To amend, alter, or rescind these Articles or the By-Laws.

(p) With the assent of a majority vote of all the Directors:

i. To borrow money or obtain credit cards not secured by real property;

ii. To remove a director who has been absent from three (3) consecutive regular meetings of the Board of Directors.

ARTICLE IX **DIRECTORS**

The method of election of Directors is stated in the By-Laws.

ARTICLE X **EXISTENCE**

The Association shall exist perpetually.

ARTICLE XI **AMENDMENTS**

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

- (a) Proposal. Amendments to these Articles may be proposed by
 - i. a vote of the Board adopting a resolution setting forth the proposed amendment; OR by
 - ii. a written request of the Owners who are entitled to **vote one-fourth (1/4) of all the votes** of the Association.
- (b) Call for Meeting. If a special meeting of the membership to vote on the amendment is not called, then the matter shall be placed on the agenda for the next biennial meeting.
- (c) Amendment Approval. In order for such amendment or amendments to become effective, the same must be approved:
 - i. By Vote. Amendment approval by vote requires an affirmative vote by Owners entitled to cast, or by proxies entitled to cast, **one-half (1/2) of all the votes of the Association** at a duly called meeting of the members; OR
 - ii. By Unanimous Written Statement. Amendment approval by unanimous written statement requires **ALL Owners eligible to vote to sign a written statement** manifesting their intention that an amendment be adopted.
 - 1. An amendment approved by unanimous written statement will be adopted without the need for a proposal or a meeting (i.e., it is deemed to satisfy all the preceding provisions of this section).
- (d) Execution. The Articles of Amendment (or Articles of Restatement) must be executed by a Director or officer of the Association and acknowledged by a notary or other appropriate party authorized to make acknowledgements.
- (e) Contents. Pursuant to Florida Statutes 617.1006 and 617.1007, the Articles of Amendment (or Articles of Restatement) will set forth:
 - i. The name of the corporation.
 - ii. The text of each amendment adopted.
 - iii. A statement that members are not entitled to vote on proposed amendments and the date the amendment was adopted by the Directors.
- (f) Filing. After approval by the Owners, the Articles of Amendment (or Articles of Restatement) will be filed, along with the appropriate filing fees, with the Florida Department of State.
- (g) Effective Date. The amendments to these Articles will be effective when filed by the Florida Department of State, as evidenced by the date stamped on the returned copy of the Articles or listed on the Florida Department of State's website at www.sunbiz.org.

ARTICLE XII **SUBSCRIBERS**

The name and address of the original Incorporators and the initial board of directors ("Directors") are:

NAME
JESS R. SANTAMARIA

ADDRESS
675 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

WALLACE D. SANGER

300-A Royal Commerce Road
Royal Palm Beach, FL 33411

ROBERT D. JONES

590 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

ARTICLE XIII

DISSOLUTION [same as Art II. Section 2 of Declaration]

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

EXHIBIT "A"
LEGAL DESCRIPTION

PONCE DE LEON OFFICE PARK ACCORDING TO THE PLAT THEREOF RECORDED
IN **PLAT BOOK 76, PAGES 87 & 88**, PUBLIC RECORDS OF PALM BEACH COUNTY,
FLORIDA.