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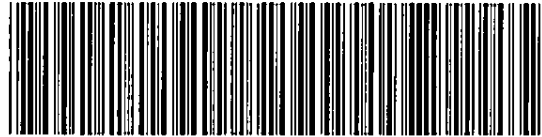
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**TALAVERA PROPERTY OWNERS ASSOCIATION, INC.**

FILED  
2024 MAR 26 PM 12:38  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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

**ARTICLE I  
NAME**

The name of the corporation shall be Talavera Property Owners Association, Inc. (hereinafter referred to as the "Association"). Its principal office and mailing address shall be at ~~4000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487~~ 790 Park of Commerce Blvd., Boca Raton, Florida 33487 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II  
DURATION**

The period of duration of the Association is perpetual.

**ARTICLE III  
PURPOSE**

The purpose for which the Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Association, and the protection of private property; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Mirasol at Addison Reserve (the "Declaration") to be recorded in the public records of Palm Beach County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their private property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

**ARTICLE IV  
POWERS**

The powers of the Association shall include and be governed by the following provisions:

**Section 1. Common Law and Statutory Powers.**

The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

## **Section 2. Necessary Powers.**

The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

The power to fix, levy and collect Assessments against Private Property, as provided for in the Declaration.

The power to expend monies collected for the purpose of paying the expenses of the Association.

The power to manage, control, operate, maintain, repair and improve the Common Areas.

The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Areas.

The power to insure and keep insured the Common Areas as provided in the Declaration.

The power to employ personnel required for the operation and management of the Association and the Common Areas.

The power to pay utility bills for utilities serving the Common Areas.

The power to pay all taxes and assessments which are liens against the Common Areas.

The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

The power to control and regulate the use of the Properties.

The power to make reasonable rules and regulations and to amend the same from time to time.

The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the rules and regulations promulgated by the Association from time to time.

The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

The power to appoint committees as the Board of Directors may deem appropriate.

The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the By-Laws or the rules and regulations.

The power to bring suit and to litigate on behalf of the Association and the Members.

The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

The power to provide any and all supplemental municipal services as may be necessary or proper.

The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

### **Section 3. Funds and Title to Properties.**

All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

### **Section 4. Limitations.**

The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration, and subject to the terms and provisions of the Master Declaration of Covenants, Conditions and Restrictions for Addison Reserve.

## **ARTICLE V QUALIFICATIONS OF MEMBERSHIP**

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Association.

## **ARTICLE VI VOTING RIGHTS**

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration and By-Laws.

## **ARTICLE VII LIABILITY FOR DEBTS**

Neither the Members nor the officers and directors of the Association shall be liable for the debts of the Association.

## **ARTICLE VIII BOARD OF DIRECTORS**

Section 1. The number of directors constituting the ~~initial~~ Board of Directors of the Association is ~~three (3) and the names and addresses of the persons who will serve as the initial~~

Board of Directors of the Association are: shall be determined in accordance with the provisions of the Bylaws as amended from time to time.

<u>Name</u>	<u>Address</u>
Dean Borg	4000 Clint Moore Road Suite 100 Boca Raton, FL 33487
Nancy Walsh	4000 Clint Moore Road Suite 100 Boca Raton, FL 33487
Judy Gray	4000 Clint Moore Road Suite 100 Boca Raton, FL 33487

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the By-Laws of the Association.

Section 3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

#### **ARTICLE IX BY-LAWS**

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

#### **ARTICLE X CONSTRUCTION**

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

## **ARTICLE XI SOLE INCORPORATOR**

The name of the original sole incorporator is as follows:

Kenneth M. Endelson

1000 Clint Moore Road  
Suite 100  
Boca Raton, FL 33487

## **ARTICLE XII INDEMNIFICATION**

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

## **ARTICLE XIII OFFICERS**

The affairs of the Association shall be managed by such officers as are provided in the Bylaws as amended from time to time, a President, a Vice President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. ~~The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.~~

## **ARTICLE XIV AMENDMENT**

~~Until the Turnover Date (as defined in the Declaration), the Declarant may amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover Date,~~ a ~~Amendments to these Articles of Incorporation shall require the affirmative vote of Members casting sixty-seven percent (67%) a majority~~ of the total votes in the Association in favor of such amendment.

**ARTICLE XV**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the ~~initial~~ registered agent shall be ~~Kenneth M. Endelson, and the street address of the registered office of the Association shall be 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487~~ Kevin M. Carroll, 790 Park of Commerce Blvd., Boca Raton, Florida 33487 or such other registered agent as shall be determined by the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of January, 1997.

\_\_\_\_\_  
Kevin M. Carroll  
Registered Agent  
~~Albert N. Proujansky,~~  
~~Incorporator~~

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION FOR  
TALAVERA PROPERTY OWNERS  
ASSOCIATION, INC.**

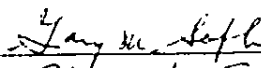
Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.


FIRST:       The Amendments adopted are attached as Exhibit "A".

SECOND:     On February 29, 2024, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED:      February 29<sup>th</sup>, 2024.

**TALAVERA PROPERTY  
OWNERS ASSOCIATION, INC.**

By:   
GARY M. SOFTER, President

By:   
KELLEN BURTON, Secretary