

N1980000004099

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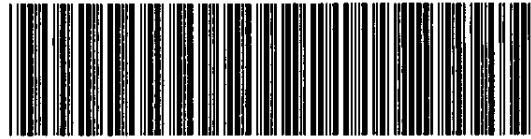
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB -8 AM 8:15

Amended/Restated
@ 2/9/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: West Jensen PUD Commercial Property Owners' Association, Inc.

DOCUMENT NUMBER: N98000004099

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ava Bennett

(Name of Contact Person)

Dacar Management, LLC

(Firm/ Company)

336 E. Dania Beach Blvd.

(Address)

Dania, FL 33004

(City/ State and Zip Code)

amb@dacarmanagement.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ava Bennett

(Name of Contact Person)

at (**954**) **927-4885**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WEST JENSEN PUD COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.**
(a corporation not-for-profit)

Pursuant to the provisions of Florida Statutes section 617.1002 and 617.1007, the members of the Board of Directors of WEST JENSEN PUD COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, do hereby certify:

PRELIMINARY STATEMENT

WHEREAS, West Jensen PUD Commercial Properties Owners Association, a Florida not-for profit corporation, filed Articles of Incorporation with the Secretary of State of Florida on July 13, 1998, to create an association for the purpose of operating property in Jensen Beach Martin County, Florida. West Jensen PUD Commercial Properties Owners' Association, Inc. does hereby amend, replace, supersede and restate the Articles of Incorporation in its entirety as set forth herein.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 1999 8:15 AM

ARTICLE I
CORPORATE NAME

The name of the corporation is WEST JENSEN PUD COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called the "Association." Unless defined herein, terms shall have the definitions ascribed to them in the Amended and Restated Declaration of Protective Covenants for West Jensen PUD Commercial Properties ("Declaration") and/or the Amended and Restated Bylaws of the Association ("Bylaws"), both of even date with these Amended and Restated Articles of Incorporation ("Articles").

ARTICLE II
PRINCIPAL ADDRESS AND REGISTERED AGENT

A. The principal address of the Association is 336 E. Dania Beach Boulevard, Dania Beach, Florida 33004.

B. The street address of the registered agent of the Association is 336 E. Dania Beach Boulevard, Dania Beach, Florida 33004, and the name of the registered agent is Carlos Garcia-Velez.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide maintenance, preservation and architectural control of the commercial lots and common property within that certain real property (the "Property") described in the Declaration, recorded in the Public Records for Martin County, Florida, and such additions to the Property as may be brought within the jurisdiction of

the Association. In furtherance of the foregoing purposes, the Association shall have the power to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and the Bylaws, as same may be amended from time to time, said Declaration and Bylaws being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration and/or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including, but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money and, in accordance with the terms of the Declaration and/or Bylaws, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Association;

F. Grant to Members of the Association non-exclusive easements of ingress and egress over the Common Areas for road purposes;

G. Enter into agreements with other non-profit corporations for the same purposes or annex additional property to provide for shared improvements, maintenance and repair of Common Areas and facilities; and

H. Have and to exercise any and all powers and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE IV **MEMBERSHIP**

Every Person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by covenants of record to assessment by the Association shall be a Member of the Association. The foregoing is not intended to include Persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of property which is subject to assessment by the Association.

ARTICLE V
VOTING RIGHTS

The Association shall have one (1) class of voting membership, and each Member shall be entitled to hold one (1) vote ("Voting Right") for each acre of Property owned by the Member. Notwithstanding the foregoing, up and until the Turnover Date, as such term is defined in the Bylaws, Jensen Beach Land Company, Ltd. ("Jensen"), a Florida limited partnership, shall be entitled to vote one hundred percent (100%) of the Voting Rights of the Association, unless Jensen voluntarily relinquishes such right at an earlier date as provided in the Declaration and in the Bylaws.

ARTICLE VI
BOARD OF DIRECTORS

A. The business affairs of the Association shall be managed by a Board of Directors who shall be elected by the Members. Said Board of Directors shall consist of at least three (3) and no more than seven (7) persons of legal age. Except as otherwise specifically provided herein, a Board member need not be a Member of the Association. Notwithstanding the foregoing, the first election of Directors by Members of the Association at an annual meeting of the Members shall not occur until after the Turnover Date. Prior to the Turnover Date, this Section may not be deleted, amended, or modified without Jensen's approval.

B. The names and address of the members of the Board of Directors as of the effective date hereof, who shall hold office until their successors are elected and qualified, or until they are removed, resign or otherwise cease to serve, are as follows:

Carlos Garcia-Velez	Ava M. Bennett	Zenaida Martin
336 E. Dania Beach Blvd.	336 E. Dania Beach Blvd.	336 E. Dania Beach Blvd.
Dania Beach, FL 33004	Dania Beach, FL 33004	Dania Beach, FL 33004

ARTICLE VII
DISSOLUTION

In the event of a dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
DURATION

The Association shall exist perpetually.

ARTICLE IX
AMENDMENTS

A. Prior to the Turnover Date, these Articles may be amended or modified only by a super-majority vote of the members of the Management Committee and with Jensen's approval.

B. After the Turnover Date, these Articles may be amended or modified by the affirmative vote of at least sixty-five percent (65%) of the Voting Rights of the Association.

ARTICLE X
OFFICERS

A. The affairs of the Association shall be managed by the President of the Association, assisted by a Vice President, Secretary and Treasurer. The Board of Directors shall elect the officers at the annual meeting of the Board of Directors.

B. The names and address of the officers who shall serve until their successors are designated by the Board of Directors, or until they are removed, resigned or otherwise cease to serve, are as follows:

President	Vice-President/Secretary	Treasurer
Carlos Garcia-Velez	Ava M. Bennett	Zenaida Martin
336 E. Dania Beach. Blvd.	336 E. Dania Beach Blvd.	336 E. Dania Beach Blvd.
Dania Beach, FL 33004	Dania Beach, FL 33004	Dania Beach, FL 33004

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or is a Director or officer of the Association or was or is serving at the request of the Association as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

A. Against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he or she acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and

B. Against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of an action or suit by or in the right of the Association, if he or she acted in good faith.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, by itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in the view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification made under this Article XI (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or (2) if such a quorum is unobtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of the Members of the Association representing a majority of the Voting Rights of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later determine that he or she is not entitled to be indemnified by the Association.

The indemnification provision provided herein shall not be deemed exclusive of any other rights to which the Association's Directors, officers, employees or agents may be entitled under the Governing Documents, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this Article XI shall not include indemnification for any action of a Director, officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided herein is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, officer or employee of the Association in any of his or her capacities as described in this Article, whether or not the Association would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not fully indemnify such person. In the event that any expenses, fines, judgments or amounts paid in settlement are paid pursuant to insurance maintained by the Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are Directors or officers of this Association, shall be invalid, void or voidable solely for this reason, or solely because the officer or Director is present at or participates in meetings of the board or committee thereof which authorized the contract or transaction, or solely because said officers or Directors' votes are counted for such purpose. No Director or officer of the association shall incur liability by reason of the fact that he or she may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII
CONSENT OR APPROVAL


When the consent or approval of the Association and/or its officers or directors is required under these Articles of Incorporation, such consent or approval shall not be unreasonably withheld, delayed or conditioned.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

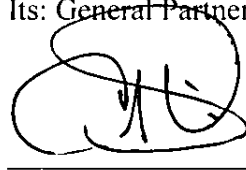
THE FOREGOING WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND JENSEN AS THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WEST JENSEN PUD COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION, AND SAID AMENDED AND RESTATED ARTICLES OF INCORPORATION SUPERSEDES AND REPLACES IN ITS ENTIRETY THE ARTICLES OF INCORPORATION DATED JULY 13, 1998 AND IS DATED January 30, ^{2011.}_{2012.}

**WEST JENSEN PUD COMMERCIAL
PROPERTY OWNERS' ASSOCIATION, INC.**

Attest: *Sevaida Cratten*
By:
Its: Secretary


By: Carlos Garcia-Velez
Its: President
Date: January 30, 2012

JENSEN BEACH LAND COMPANY, LTD,
a Florida limited partnership
By: Jensen Beach Corporation
Its: General Partner


By: Carlos Garcia-Velez
Its: Vice-President
Date: January 30, 2012

STATE OF FLORIDA)
COUNTY OF BROWARD)

~~2011~~ ²⁰¹² The foregoing instrument was acknowledged before me this 30 day of January,
by CARLOS GARCIA-VELEZ, as President of WEST JENSEN PUD COMMERCIAL
PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for profit corporation, who is
personally know to me or who produced _____ as identification.



Zenaida Martin
Notary Name:
My commission expires:

STATE OF FLORIDA)
COUNTY OF BROWARD)

~~2011~~ ²⁰¹² The foregoing instrument was acknowledged before me this 30 day of January,
by CARLOS GARCIA-VELEZ, as Vice-President of Jensen Beach Corporation, General
Partner of JENSEN BEACH LAND COMPANY, LTD., a Florida limited partnership, who is
personally know to me or who produced _____ as identification.



Zenaida Martin
Notary Name:
My commission expires:

Articles of Amendment
to
Articles of Incorporation
of

West Jensen PUD Commercial Property Owners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N98000004099

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

**Please see Amended and Restated Articles of Incorporation
attached hereto**

The date of each amendment(s) adoption: January 30, 2012

Effective date if applicable: January 30, 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 30, 2012

Signature Ava M Bennett
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ava Bennett
(Typed or printed name of person signing)
Vice President
(Title of person signing)