

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on October 17, 2012, for OAKS EAST HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N38184.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Eighteenth day of October, 2012



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State



CFN 20120296818  
 OR BK 25357 PG 0500  
 RECORDED 07/30/2012 15:00:50  
 Palm Beach County, Florida  
 Sharon R. Bock, CLERK & COMPTROLLER  
 Pgs 0500 - 509; (10pgs)

This instrument prepared by:  
 Cari A. Podesta, Esquire  
 St. John Rossin Podesta Burr & Lemme, PLLC  
 1601 Forum Place, Suite 700  
 West Palm Beach, Florida 33401

**CERTIFICATE OF AMENDMENT TO AND SECOND RESTATEMENT  
 OF RESTATED ARTICLES OF INCORPORATION FOR  
 OAKS EAST HOMEOWNERS ASSOCIATION, INC.**

I HEREBY CERTIFY that the Restated Articles of Incorporation Oaks East Homeowners Association, Inc. f/k/a Bedford at the Oaks Homeowners Association, Inc. ("Restated Articles") were amended and then restated for a second time as set forth in the Amended and Second Restated Articles of Incorporation for Oaks East Homeowners Association, Inc. ("Amended and Second Restated Articles") attached as Exhibit "1" to this Certificate. The amendments to the Restated Articles incorporated into the Amended and Second Restated Articles attached as Exhibit "1" were duly adopted as amendments to the Restated Articles. The Restated Articles are recorded in Official Records Book 23514, at Page 1080 of the Public Records of Palm Beach County, Florida.

DATED this 6<sup>th</sup> day of JULY, 2012.

Don O. Lahn  
 Witness:

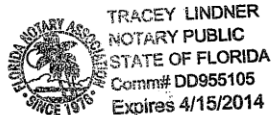
Michael T. Kelly  
 Witness:

**OAKS EAST HOMEOWNERS  
 ASSOCIATION, INC.**

By: Jim LeJeune  
 Jim LeJeune  
 Its: Vice President

STATE OF FLORIDA            )  
 COUNTY OF PALM BEACH    )

The foregoing document was acknowledged before me this 6<sup>th</sup> day of JULY, 2012, by Jim LeJeune, as Vice President of Oaks East Homeowners Association, Inc., a Florida corporation not-for-profit, who executed same on behalf of the corporation, and who produced \_\_\_\_\_ as identification or who is personally known to me and who did not take an oath.



Tracey Lindner  
 Notary Public

TRACEY LINDNER  
 Print Name

**EXHIBIT '1'**

**AMENDED AND SECOND RESTATED ARTICLES OF INCORPORATION  
FOR  
OAKS EAST HOMEOWNERS ASSOCIATION, INC.**

EDITORIAL SUMMARY: THE FOLLOWING PROVISIONS OF THE RESTATED ARTICLES  
OF INCORPORATION WERE AMENDED PRIOR TO THEIR SECOND RESTATEMENT:

ARTICLE VII- Paragraph 2

ARTICLE VIII- Paragraph 2, Paragraph 3, Paragraph 4, and Paragraph 5

ARTICLE X

ARTICLE XI-Paragraph 1, Paragraph 2, Paragraph 3, Paragraph 4, Paragraph 5

**RESTATED ARTICLES OF INCORPORATION**  
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This Table of Contents was created to assist with your view of the Restated Articles of Incorporation.

- Oaks East Homeowners Association, Inc. was originally called Bedford at the Oaks Homeowners Association, Inc.

- These Restated Articles of Incorporation have also been filed with the Florida Secretary of State.

**RESTATED ARTICLES OF INCORPORATION  
OF  
BEDFORD AT THE OAKS HOMEOWNERS ASSOCIATION, INC.  
N/K/A  
OAKS EAST HOMEOWNERS ASSOCIATION. INC.  
(A Florida Corporation Not-For-Profit)**

In order to form a corporation not-for-profit, under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned hereby associate ourselves into a corporation not-for-profit, for the purpose and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

ARTICLE I  
NAME

1. Name. The name of this corporation shall be OAKS EAST HOMEOWNERS ASSOCIATION, INC. ("Association"). The initial address of the Association shall be 10385 Ironwood Road, Palm Beach Gardens, Florida 33410.

2. Definitions. The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for the Association, ("Declaration").

ARTICLE II  
PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration which is to be recorded in the public records of Palm Beach County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE III  
POWERS

The Association shall have the following powers which shall be governed by the following provisions:

1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a not-for-

profit corporation, which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of the Association.

2. Necessary Powers. The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Properties pursuant to the Declaration, including but not limited to the following:

A. To make and collect assessments against Members to defray the costs and expenses of the Association property.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To own, maintain, repair, replace, operate and convey the property of the Association in accordance with the Declaration, and to maintain and operate the water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, if any.

D. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members, in the amounts required by the Declaration.

E. To dedicate or to transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one percent (51%) of the Members, and approved by not less than seventy-five percent (75%) of the institutional mortgagees holding mortgages encumbering Units.

F. To reconstruct the improvements to the Association's property after casualty, and to further improve the Association's properties, as provided in the Declaration.

G. To make and amend reasonable Rules and Regulations regarding the use of the property of the Association in accordance with the requirements set forth in the By-Laws.

H. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board or the Membership. Any such contract may not exceed one (1) year, and must provide for termination by either party without cause and without payment of a termination fee on ninety (90) days written notice.

I. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association property.

J. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and

Regulations for the use of the Association's property as same may be promulgated, modified, or amended from time to time by the Association.

K. To pay taxes and assessments, which are liens against any part of the Association's property.

L. To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the property of the Association.

M. To enter any Unit at a reasonable time and upon reasonable notice to make emergency repairs, to avoid waste, or to do such other work reasonably necessary for the proper protection, preservation, or maintenance of Association Property, but such right or authority shall not be exercised in an arbitrary or capricious manner.

N. To grant such permits, licenses, and easements over the Common Areas for utilities, roads, and other purposes reasonably necessary or useful for the proper maintenance or operation of the common areas.

O. To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.

3. Funds and Title to Properties. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

#### ARTICLE IV MEMBERS

1. Members. The members of the Association shall consist of all of the record owners of Units in Bedford at The Oaks (n/k/a Oaks East).

2. Change of Membership. Change of membership in the Association shall be established by recording in the public records of the County, a deed or other instrument establishing a record title to a Unit at Bedford at The Oaks (n/k/a Oaks East), and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated as of the date of execution of such instrument.

3. Transfer of Membership. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of title of his Unit.

4. Voting. The owner of each Unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by Members and the manner of exercising voting rights, shall

be determined by the By-Laws; subject, however, to the terms and conditions of the Declaration.

ARTICLE V

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

INCORPORATORS

The names and residences of the incorporators to those Articles are as follows:

Name	Address
Charles H. Hathaway	10385 Ironwood Road Palm Beach Gardens, Fl. 33410
Robert S. Kairalla	10385 Ironwood Road Palm Beach Gardens, Fl. 33410
William E. Shannon	10385 Ironwood Road Palm Beach Gardens, Fl. 33410

ARTICLE VII

OFFICERS

1. Officers. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

2. Election of Officers. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the "Annual Members' Meeting" (as described in the By-Laws); provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. 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 same person hold the office of President who holds the office of Secretary or Assistant Secretary.

ARTICLE VIII  
BOARD OF DIRECTORS

1. Directors. The affairs of the Association will be managed by a Board consisting of not less than five (5) nor more than seven (7) as provided in the By-Laws. Directors must be members of the Association, or the spouse of a member.

2. Election of Directors. Directors of the Association shall be elected at the annual Members' meeting in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

ARTICLE IX  
INDEMNIFICATION

Every Director, Committee member, and officer of the Association (and the Directors, Committee members, and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director, Committee member or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director, Committee member, or officer at the time such expenses and/or liabilities are incurred. In instances where a Director, Committee member, or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, Committee member, or officer may be entitled whether by statute or common law.

ARTICLE X  
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 or the Declaration.

ARTICLE XI  
AMENDMENTS

1. Amendments After Recording. After the recording of the Declaration amongst the public records of the County, these Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership) at which such proposed amendment is to be considered; and

B. A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by a vote of a majority of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

2. Amendment by Reference to Title. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead a notation must be inserted immediately preceding the proposed amendment in substantially the following language; "Substantial re-wording of Article. See Article \_\_\_\_\_ for present text." Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

3. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefore by such Mortgagee.

IN WITNESS WHEREOF, the Incorporators have hereunto affixed their signatures, this 10th, day of May, 1990.

Charles H. Hathaway /s/

Robert S. Kairalla /s/

William E. Shannon /s/

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHARLES H. HATHAWAY, ROBERT S. KAIRALLA and WILLIAM E. SHANNON, to me known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, the Incorporators have hereunto affixed their signatures, this 10<sup>th</sup> day of May, 1990.

Randee S. Seigel /s/  
Notary Public

My Commission Expires: October 28, 1992

OFFICIAL SEAL