

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SAN MARCO HOMEOWNERS ASSOCIATION, INC.:**  
(A Corporation Not For Profit)

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is SAN MARCO HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association":

ARTICLE II

The mailing address of the Corporation and the street address of the Registered Office of the Association is: 7251 Lugano Drive, Boynton Beach, Florida 33437 and the name of the Registered Agent is: San Marco Homeowners Association, Inc.

ARTICLE III

All definitions in the "Amended and Restated Declaration of Covenants For SAN MARCO HOMEOWNERS ASSOCIATION, INC." ("Amended and Restated Declaration") to which these Amended and Restated Articles are attached as Exhibit B and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members whereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Units and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the Amended and Restated Declaration, to promote the health, safety and welfare of the members of the Association and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Amended and Restated Declaration and as the same may be Amended and Restated from time to time as therein provided, said Amended and Restated Declaration being incorporated herein as if set forth at length and that which is granted under Florida Statutes Chapters 617 and 720 as may be amended from time to time;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Amended and Restated Declaration or Amended and Restated Bylaws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including 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 or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of the members present, or represented by proxy, at a duly called Special or Annual Meeting of the Association, 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 of any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members present, or represented by proxy, at a duly called Special or Annual Meeting;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the members present at a duly called Special or Annual Meeting of the Association, except as otherwise provided in Article II of the Amended and Restated Declaration;

(g) To promulgate or enforce rules, regulations. Bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association and to contract for services to be provided the Owners including but not limited to garbage pick-up and other utilities and telecommunication services and/or radio system and the servicing and monitoring of the medical/fire/burglary system in each residence.

**ARTICLE VI**  
**MEMBERSHIP**

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

**ARTICLE VII**  
**VOTING RIGHTS**

When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of not less than five (5) nor more than nine (9) persons all of whom need to be members in good standing of the Association. A person will be in good standing if s/he is current in his/her

payment of dues and assessments and is not delinquent in payment of any monetary obligation including her/his fines and/or liens. Only one person in a Unit may serve on the Board. The first Board shall consist of three (3) members. Thereafter, the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

At each annual meeting a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years so that one-third (1/3) of the directors are elected each year. If in any year there are more than one-third (1/3) of the directors up for re-election the stagger shall be re-established as necessary; the nominee(s) receiving the most votes shall serve a three (3) year term, and if required to complete the stagger the next highest shall serve a two (2) year term and / or the next highest a one (1) year term. At the expiration of any term of three (3) years, any Director may be re-elected.

#### ARTICLE IX DISSOLUTION

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.

#### ARTICLE X DURATION

The corporation shall exist perpetually.

#### ARTICLE XI AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote by written consent in lieu of a meeting or at a special or annual meeting of members; or amendments may be proposed by the members of the Association upon a vote of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting or by written consent in lieu of a meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, by email if the member consents in writing to receive notices via email or either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date

of the meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books or supplied by such member to the Association for the purpose of receiving notices.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same shall be approved at a duly called meeting, by an affirmative vote of a majority of the votes of the entire membership, present in person or by proxy, entitled to vote thereon provided a quorum has been established.

4. Written Statement. A vote may be conducted by written consent in lieu of a meeting pursuant to the requirements of Chapter 617 FL Statutes.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation;
- (b) The amendments so adopted; and
- (c) The date of the adoption of the amendments by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State of Florida for approval.

## ARTICLE XII OFFICERS

The Board of Directors shall elect the President, Vice President, Secretary and Treasurer.

## ARTICLE XIII BYLAWS

The Amended and Restated Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy or by absentee ballot.

## ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Any Director who has a direct financial interest in a matter before the Board shall recuse him/herself from any participation in the matter. The recused Director may not be counted as part of the quorum in meetings regarding the matter, nor may the Director vote on the matter.

IN WITNESS WHEREOF, for the purpose of amending this corporation under the laws of the State of Florida, I, the undersigned, the President of this Association, has executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_ 2015.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with Chapter 607.0501, Florida Statute as applicable under Chapter 617.002, Florida Statutes, the following is submitted, in compliance with said act:

First, that San Marco Homeowners Association, Inc. organized under the laws of the State of Florida, with its registered office as indicated in the Amended and Restated Articles of Incorporation, at City of Boynton Beach, County of Palm Beach, State of Florida, has named Konyk & Lemme PLLC; 777 S Flagler Dr.; Suite 800-West Tower; West Palm Beach, Florida 33401 as its agent to accept service of process within the state.

IN WITNESS WHEREOF, We, being the President and the Secretary of SAN MARCO HOMEOWNERS, ASSOCIATION, INC. have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 2015

BY: \_\_\_\_\_

PRINT NAME. President

BY: \_\_\_\_\_

PRINT NAME, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on his day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared \_\_\_\_\_, President known to me and who did / did not take an oath.

Witness my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

SEAL

\_\_\_\_\_  
Notary Signature

I HEREBY ACCEPT MY  
DESIGNATION AS  
REGISTERED AGENT

\_\_\_\_\_  
CHELLE KONYK, ESQ.

Sworn to and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

SEAL

\_\_\_\_\_  
Notary Signature