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Beach County, Florida  
Joseph Abruzzo/Clark  
Pgs 1200 - 1204 (5pgs)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC.**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on February 26, 1993.

**ARTICLE I**

**NAME**

The name of this corporation shall be EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association."

**ARTICLE II**

**PURPOSES AND POWERS**

The Association shall have the following powers:

A. To operate EGRET LANDING at Jupiter (referred to herein as the "Community"), and to undertake the performance of, and to carry out the acts and duties incident to the administration of the Community in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's Bylaws and the Declaration of Covenants and Restrictions for the Community (the "Declaration).

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage or pledge.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

D. To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Declaration, the Bylaws and any Rules and Regulations of the Association.

E. To contract for the management of the Association.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Association.

G. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration and the Bylaws. The Association shall also have all of the powers reasonably necessary to implement the purposes of the Association.

### **ARTICLE III**

#### **MEMBERS**

The terms of membership are provided for in the Declaration and the Association Bylaws.

### **ARTICLE IV**

#### **EXISTENCE**

The Association shall have perpetual existence.

### **ARTICLE V**

#### **DIRECTORS**

A. The Association affairs shall be managed by a Board of Directors in accordance with the Association's Bylaws.

B. The number of directors to be elected, the manner of their election and their respective terms shall be as set forth in the Association's Bylaws. Should a vacancy occur on the Board, within forty-five (45) days, the remaining directors shall select a member to fill the vacancy until the expiration of the term.

### **ARTICLE VI**

#### **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws, who shall serve at the pleasure of said Board of Directors.

### **ARTICLE VII**

#### **BYLAWS**

The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended, altered, or rescinded as provided therein.

## **ARTICLE VIII**

### **AMENDMENTS TO ARTICLES**

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

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors, acting upon the vote of a majority of the Board of Directors. In order for any amendment or amendments to be effective, same must be approved by three-fourths (3/4) of the Board of Directors.

C. No amendment shall be made that is in conflict with the Declaration.

## **ARTICLE IX**

### **INDEMNIFICATION**

Every director, every officer and every committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the director, officer or committee member in connection with any proceeding or any settlement thereof to which the director, officer or committee member may be a party, or in which the director, officer or committee member may become involved by reason of the director, officer or committee member being or having been a director, officer or committee member of the Association, whether or not having been a director, officer or committee member of the Association at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's, officer's or committee member's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director, officer or committee member may be entitled.

## **ARTICLE X**

### **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

Any contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be governed by Section 720.3033 (2), (3), and (4)(2021) Florida Statutes, as such may be amended from time to time.

ARTICLE XI

REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be as designated by the Board of Directors from time to time within or without the State of Florida. The registered office and the registered agent therein shall be as designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation for Egret Landing Property Owners' Association, Inc. were approved by 3/4ths of the Board of Directors at a Board Meeting held on May 09, 2022, which vote was sufficient for approval. No Member vote is required.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 12 day of May, 2022.

WITNESSES AS TO PRESIDENT:

Tracey Freedland  
Printed Name: Tracey Freedland

[Signature]  
Printed Name: [Signature]

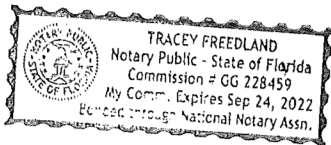
EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC.

By: [Signature]  
Laura Fowler, President

STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was subscribed, sworn and acknowledged before me by means of  physical presence or  online notarization, by Laura Fowler, as President of Egret Landing Property Owners' Association, Inc.,  who is personally known to me, or  who has produced \_\_\_\_\_ as identification on May 12, 2022.

Notarial Seal



Tracey Freedland  
Notary Public  
Print Name: Tracey Freedland  
My Commission Expires: 9/24/22

**WITNESSES AS TO SECRETARY:**

Tracy Freedland  
Printed Name: Tracy Freedland

[Signature]  
Printed Name: [Signature]

**EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC.**

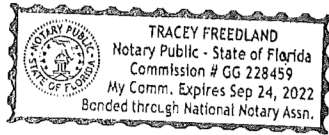
By: [Signature]  
Justin MacIsaac, Secretary



STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was subscribed, sworn and acknowledged before me by means of  physical presence or  online notarization, by Justin MacIsaac, as Secretary of Egret Landing Property Owners' Association, Inc.,  who is personally known to me, or  who has produced \_\_\_\_\_ as identification on May 12, 2022.

**Notarial Seal**



Tracy Freedland  
Notary Public  
Print Name: Tracy Freedland  
My Commission Expires: 9/24/22