

1 AMENDED AND RESTATED
2 ARTICLES OF INCORPORATION
3 OF

4 WESTCHESTER COUNTRY CLUB HOMEOWNERS' ASSOCIATION, INC.

5 The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida
6 Statutes.

7 ARTICLE I

8 NAME

9 The name of this corporation shall be WESTCHESTER COUNTRY CLUB HOMEOWNERS' ASSOCIATION,
10 INC., (hereinafter referred to as the "Association").

11 ARTICLE II

12 PURPOSES

13 The purposes of the Association are to acquire title to, own, operate, maintain and preserve the
14 Common Properties in the development located in Palm Beach County, Florida, known as WESTCHESTER
15 COUNTRY CLUB HOMES.

16 ARTICLE III

17 POWERS

18 The Association shall have all of the powers now or hereafter given to corporations not for profit by the
19 Florida Statutes and all of the powers expressly conferred upon it by the Declaration of Covenants,
20 Restrictions and Easements of WESTCHESTER COUNTRY CLUB HOMES, which will be recorded among
21 the Public Records of Palm Beach County, Florida (hereinafter referred to as the "Declaration") ,
22 together with all powers necessary to fulfill both such stated powers and the duties expressly given to it
23 in such Declaration. These powers include, but are not limited to, the power to:

24 A. Maintain, repair, improve and insure the landscaping, private roadways, parking spaces,
25 recreational facilities, exterior lighting, if such items are not subject to a special taxing district, lakes, if
26 any, which abut any of the Parcels or Units in Westchester Country Club Homes, or which may be a part
27 of the Common Properties of Westchester Country Club Homes, and other Common Properties which
28 the Association owns or which it has assumed the obligation to maintain.

29 B. Make and collect assessments from its members.

30 C. Pay all Association expenses.

31 D. Acquire title to and exercise all rights of ownership in and to any real or personal property.

32 E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns
33 or maintains.

34 F. Enforce the terms of the Declaration, these Articles and the By-Laws of the Association.

1 ARTICLE IV

2 MEMBERS

3 1. Every record owner of a fee interest in any residential parcel (hereinafter referred to as a "Unit")
4 which is subject to assessment by the Declaration, including contract sellers, shall be a member of the
5 Association. The foregoing is not intended to include persons or entities who hold an interest merely as
6 security for the performance of an obligation. Membership shall be appurtenant to, and may not be
7 separated from, ownership of a Parcel.

8 2 Change of membership in the Association shall be established by the recording in the Public
9 Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a Unit
10 and shall be evidenced by delivery to the Association, or to the Association Manager, of a copy of such
11 instrument. The membership of the prior owner shall be terminated as of the date of delivery of such
12 deed or other instrument.

13 3 The share of a member in the funds and assets of the Association cannot be assigned,
14 hypothecated or transferred in any manner except upon transfer of his Unit.

15 4 There shall be ~~two (2) classes~~ one (1) class of membership as follows:

16 (a) ~~Class A. As long as there is a Class B membership,~~ Class A members shall be all Unit
17 Owners ~~other than the Developer~~. Each Unit whose owners are Class A members shall be entitled to one
18 vote at members' meeting.

19 ~~(b) — Class B. The Developer shall be the only Class B member and shall have one vote for~~
20 ~~every Unit it owns plus, two votes for each class A vote, provided that the Class B membership shall~~
21 ~~cease and be converted to Class A membership upon the first to occur of the following events:~~

22 ~~(i) Four (4) months after seventy five percent (75%) of the Units in Westchester Country Club~~
23 ~~Homes are constructed and conveyed to Unit Owners; or~~

24 ~~(ii) Three (3) years following conveyance of the first Unit to a Unit Owner; or~~

25 ~~(iii) Thirty (30) days after Declarant elects to terminate the Class B membership.~~

26 ARTICLE V

27 BOARD OF DIRECTORS

28 1. The affairs of the Association shall ~~initially~~ be managed by a Board of no less than three (3) nor
29 more than five (5) Directors, ~~whose names and addresses are:~~

30 ~~Daniel C. Perez - suite 400~~

31 ~~1401 Ponce de Leon Boulevard~~

32 ~~Coral Gables, Florida 33134~~

33 ~~Adelena Quevedo — suite 400~~

34 ~~1401 Ponce de Leon Boulevard~~

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1 Coral Gables, Florida 33134
2 W. I. Consuegra Suite 400
3 1401 Ponce de Leon Boulevard
4 Coral Gables, Florida 33134

5 2. New Directors shall be appointed or elected and the number of Directors shall be increased or
6 diminished in accordance with the By-Laws of the Association.

7 ARTICLE VI

8 OFFICERS

9 The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such
10 additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual
11 meeting or at any special meeting called for that purpose.

12 ~~The first officers who shall serve until the first election are:~~

13 Daniel C. Perez — President

14 W. I. Consuegra — Vice President/ Treasurer

15 Adelena Quevedo — Vice President

17 Fatiza Fernandez — Secretary

18 V.I. Consuegra — Assistant Secretary

19 ARTICLE VII

20 BY-LAWS

21 The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as
22 follows:

23 1. An amendment may be proposed by any member or any Director prior to a meeting at
24 which it will be considered.

25 2. Notice of the subject matter of the proposed amendment shall be included in the notice
26 of the meeting at which the amendment is to be considered.

27 3. Except as otherwise provided in the By-Laws, the amendment must be approved, either
28 in person or by proxy by (i) at least two-thirds (2/3rds) of the entire membership of the Board of
29 Directors and ~~sixty percent (60%)~~ fifty percent plus 1 (50%+1) of each class of the entire membership of
30 the Association; ~~or (ii) at least eighty percent (80%) of each class of the entire membership of the~~
31 ~~Association; or (iii) by the Class B member alone.~~

32 4. No amendment may change the qualifications for membership in the Association.

1 ~~5. No amendment which will affect the Developer or the Declaration of Covenants,~~
2 ~~Restrictions and Easements of Westchester Country Club Homes shall be adopted unless the Developer~~
3 ~~has consented thereto in writing.~~

4 ~~6.5.~~ A copy of the amendment shall be recorded in the Public Records of Palm Beach
5 County, Florida.

6 ARTICLE VIII
7 AMENDMENT OF ARTICLES

8 These Articles of Incorporation may be amended as follows:

9 1. The Board of Directors shall adopt a resolution setting forth the proposed amendment,
10 and directing that it be submitted to a vote at any annual or special meeting of members.

11 2. Within the time and in the manner provided in the By-Laws for the giving of notice of
12 meetings of members, written notice setting forth the proposed amendment or a summary of the
13 changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the
14 meeting is an annual meeting, the proposed amendment or such summary may be included in the
15 notice of such annual meeting.

16 3. At such meeting, a vote of the members entitled to vote thereat shall be taken on the
17 proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote
18 of a majority of the votes of members entitled to vote thereon. ~~unless any class of members is entitled~~
19 ~~to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving~~
20 ~~both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as~~
21 ~~a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.~~

22 4. In lieu of the above, if all of the Directors and Members eligible to vote sign a written
23 statement manifesting their intention that an amendment to these Articles be adopted, then the
24 amendment shall thereby be adopted, or, instead, the members alone may adopt an amendment at any
25 meeting for which notice of the change being made has been given.

26 ~~5. Notwithstanding the provisions of the Article, for so long as the Developer holds Units~~
27 ~~for sale in the ordinary course of business, no amendment to these Articles of Incorporation shall be~~
28 ~~made without the prior written approval of the Developer, which would:~~

29 ~~(i) Assess the Developer as a Unit Owner for capital improvements; or~~
30 ~~(ii) Be detrimental to the sale of Units by the Developer; however an increase for common~~
31 ~~expenses without discrimination against the Developer shall not be deemed detrimental to the sale of~~
32 ~~such Units; or~~

33 ~~(iii) Abridge, amend or alter the rights of the Developer to designate~~
34 ~~and select members of the Board of Directors of the Association as provided herein, or affect~~
35 ~~the Declaration of Covenants, Restrictions and Easements of Westchester Country Club Homes.~~

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1 ARTICLE IX

2 DISSOLUTION OF THE ASSOCIATION

3 The terms of the Association shall be perpetual unless dissolved by the written consent of at
4 least three-fourths (3/4ths) of each class of the members and two-thirds (2/3rds) of any Institutional
5 Mortgagees (as that term is defined in the Declaration of Covenants, Restrictions and Easements of
6 Westchester Country Club Homes).

7 Upon dissolution of the Association for any reason, any member of the Association may petition
8 the Circuit Court of the 15th Judicial Circuit of the State of Florida for the appointment of a Receiver to
9 manage the affairs of the dissolved Association and its properties in the place and in the stead of the
10 Association and to make such provisions as may be necessary for continued management of the affairs
11 of the dissolved Association and its properties.

12 Upon dissolution, the Association's assets (including any real property and improvements
13 thereon) remaining after payment to creditors and payment of all costs and expenses relating to such
14 dissolution shall be distributed in the following priority:

15 A. As to property consisting of the surface water management system:

16 (i) by dedication to an appropriate public agency or entity to be devoted to surface
17 water management purposes, and if such dedication is not accepted, then:

18 (ii) By grant, conveyance or assignment to any nonprofit corporation, association,
19 trust or other organization to be devoted to surface water management purposes.

20 B. As to the rest of the Association's Property:

21 (i) To the members in such proportions as they agree upon or failing such
22 agreement, in such proportions as are determined by a Court having jurisdiction thereof, or, if
23 the members prefer,

24 (ii) To any municipal or governmental authority which is willing to accept such
25 assets.

26 ARTICLE X

27 SUB-ASSOCIATION

28 Westchester Country Club Homeowners' Association, Inc., and the Declaration of Covenants,
29 Restrictions and Easements of Westchester Country Club Homes are a Sub-Association and Sub-
30 Declaration respectively as defined in the Declaration of Covenants, Conditions and Restrictions of
31 Westchester recorded in Official Record Book 3996, at Page 3003 of the Public Records of Palm Beach
32 County, Florida, and as such the provisions of these Articles shall be subject to the (a) Declaration of
33 Covenants, Conditions and Restrictions of Westchester, and (b) Articles of Incorporation of Westchester
34 Community Master Association, Inc. ("Master Association") a non-profit Florida corporation as they
35 may exist from time to time, and (c) By-Laws of the Master Association, as they may exist from time to
36 time. The provisions of said Declaration, Articles and By-Laws shall prevail in case of any inconsistency or
37 conflict between these Articles and the provisions of any of said instruments.

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ARTICLE XI

INITIAL SUBSCRIBER

The name and address of the initial subscriber is as follows:

Morris S. Salomon 1100 Caribank Tower
848 Brickell Avenue
Miami, Florida 33131

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 1100 Caribank Tower, 848 Brickell Avenue, Miami, Florida 33131, and the initial registered agent of this corporation at such office shall be Morris S. Salomon who shall be authorized to accept service of process for this corporation. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

IN WITNESS WHEREOF, we the undersigned incorporators, have executed these Articles of Incorporation for the purpose of forming the Association this ____ day of ____, ____.

Morris S. Salomon

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this ____ day of ____, ____, before the undersigned authority personally appeared Morris S. Salomon, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal as said County and State the day and year first above written.

Notary Public, State of Florida
at Large

My Commission Expires: