

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
HILLSBORO SHORES IMPROVEMENT ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT

The following provisions are the Amended and Restated Articles of Incorporation of the **Hillsboro Shores Improvement Association, Inc.**, a Florida not-for-profit corporation pursuant to Florida Statutes Chapter 617.

ARTICLE I
DEFINITIONS

1. As used herein, the following terms shall have the following meaning:
 - A. "Amendment" shall mean any duly enacted amendment to the Initial Articles or these Amended and Restated Articles of Incorporation.
 - B. "Articles" shall mean these Amended and Restated Articles of Incorporation of the "Association", as hereinafter defined.
 - C. "Association" shall mean the **HILLSBORO SHORES IMPROVEMENT ASSOCIATION, INC.**, a Florida not-for-profit corporation, its successors and assigns.
 - D. "Association Property" shall mean real estate previously acquired or to be acquired and maintained by the Association, including but not limited to Property acquired in fee simple interest, or by lease or easement.
 - E. "Beach Properties" shall include the real properties with the following Broward County property identification numbers: 4843-29-07-0070, 4843-29-07-0020, and 4843-29-04-1190 and the property known as the Alluvium parcel, as well as any other property acquired for the purpose of providing access to the beach or located on the beach adjacent to the Atlantic Ocean.
 - F. "Board" shall mean the Board of Directors of the Association, duly elected in accordance with these Articles and the "By-Laws" of the Association, as hereinafter defined.
 - G. "By-Laws" shall mean the By-Laws of the Association.

H. “Deeds” shall mean the deeds by which the Association had previously acquired title to the Beach Properties.

I. “Director” shall mean a member of the Board of Directors of the Association and shall be a natural person who is a member in good standing of the Association, whose permanent residence is located within HILLSBORO SHORES and who has been elected at the annual meeting or a special meeting of the Association.

J. “Documents” shall mean these Amended and Restated Articles of Incorporation, the By-Laws, and the Rules and Regulations, if any, adopted by the Association and/or its Board and all other instruments and documents referred to herein or therein.

K. “HILLSBORO SHORES” shall mean that Property within the geographic boundaries of the Hillsboro Shores Sections A, B, and C and further limited to property that is bounded between the following geographic designations: the Intracoastal Waterway on the west, the Hillsboro Inlet on the north, the Atlantic Ocean on the east, and on the South by the centerline of Marine Drive west of A1A and at the southern end of Bay Drive east of A1A and situated in the City of Pompano Beach, Florida.

L. “Initial Articles” shall mean those Articles of Incorporation of the “Association”, filed in the Broward County Court system and for which the Court entered a Decree of Incorporation on or about May 25, 1948.

M. “Member” shall mean any person or entity holding membership in the Association in good standing as provided herein and shall include four classes of members as follows:

- a. “Class A Member” shall mean any owner/occupant of a single family residential Property located within HILLSBORO SHORES.
- b. “Class B Member” shall mean any owner of a dwelling unit in multi-family residential Property, including a duplex and triplex, located within HILLSBORO SHORES.
- c. “Class C Member” shall mean any property owner whose Property is located within HILLSBORO SHORES who does not qualify as a Class A, Class B or Class D member.
- d. “Class D Member” shall mean any owner/lessor of a residential Property located in HILLSBORO SHORES.

N. “Member in Good Standing” shall mean any person or entity who

owns Property in HILLSBORO SHORES and has maintained continuous membership in the Association for all properties owned by that person or entity since 2005 and/or who has paid the initiation fee and annual membership fee of the Association for all properties owned by that person or entity and has agreed to abide by the Rules and Regulations of the Association.

O. "Officers" shall mean the Officers elected by the Board at the first meeting of the Board following the annual meeting.

P. "Owner" shall mean and refer to the person(s) or other legal entity (ies), holding fee simple interest of record to any real Property in HILLSBORO SHORES, including persons who have executed executory contracts of sale. Excluded are person(s) or entity (ies) having an interest in a Property merely as security for the performance of an obligation.

Q. "Property" shall include any dwelling unit in residential real property located within HILLSBORO SHORES and may also include real property which is zoned commercial, but only upon special application and approval by the Board .

R. "Rules" shall mean any rules and/or regulations adopted by the Board of the Association.

2. All terms not defined herein shall have their usual and customary meaning.

ARTICLE II **NAME**

The name of this Association shall be the HILLSBORO SHORES IMPROVEMENT ASSOCIATION, INC., whose present address is 2600 North Riverside Drive, Pompano Beach, Florida 33062.

ARTICLE III **EXISTENCE AND PURPOSE**

The Association shall have perpetual existence. The purpose for which the Association was formed is for any lawful purpose, including, but not limited to administering, maintaining, operating and managing the Association, acquiring and maintaining any real property and personal property and any other assets of the Association, to fulfill certain functions and to carry out the terms and provisions of the Articles, By-Laws and Rules. The Initial Articles provide that the Association was created to engage in activities that benefit the general welfare of its

membership, the improvement and beautification of properties lying within the territorial limits of the Association, providing social activities, to acquire, hold and maintain any and all real and personal property located within HILLSBORO SHORES, and to recommend united action by the owners of Property whenever the Association shall deem it to be in the best interest of the Members. These Articles readopt those provisions.

ARTICLE IV **MEMBERSHIP**

1. Qualifications. Membership shall be granted only as expressly provided herein. Members are limited to those persons or entities which own Property within HILLSBORO SHORES, who have maintained a continuous membership in good standing in the Association since 2005 and/or who paid both an initiation fee and their annual membership fee to the Association and have agreed to abide by the Rules of the Association, as amended from time to time. Membership in the Association shall be established by the acquisition of fee simple title to a Property within HILLSBORO SHORES as evidenced by the recording in the Public Records of Broward County, Florida, a deed or other instrument of conveyance and the delivery to the Association of a true copy of such instrument. Upon transfer of fee title to any Property, whether by conveyance, devise, judicial decree, or otherwise, and upon recordation in the Public Records of Broward County, Florida, of the deed or other instrument of conveyance evidencing a transfer of ownership, the new Owner designated in such deed or other instrument of conveyance may become a member of the Association, and the Membership in the Association of the prior owner of such Property shall immediately terminate. The Association shall not be responsible for any such change in membership until notified of same.

2. Classes of Members. There shall be four classes of members as follows:

a. Class "A" members shall be owner/occupants of single-family residential Property located within HILLSBORO SHORES. Each Class A member in good standing shall be a voting member of the Association and shall be limited to one vote per single family household at annual, special and emergency meetings of the Members.

b. Class "B" members shall be owners of individual multi-family residential dwelling units in Property located within HILLSBORO SHORES. Class "B" members in good standing shall be entitled to one (1) vote at annual, special or emergency meetings of the Members per complex, owners' association

or multi-family building, whichever has the greater number of units, provided that all such units in that complex, owners' association or multi-family building are class B or class D members in good standing.

c. Class "C" members shall be owners of Property within HILLSBORO SHORES who do not qualify for Class "A", Class "B" or Class "D" membership. Class C members shall not be entitled to a vote at annual, special or emergency meetings of the Members.

d. Class "D" members shall be owners of Property within HILLSBORO SHORES who lease their Property one or more times per year. Each Class D member in good standing who owns a single family residential Property shall be a voting member of the Association and shall be limited to one vote per single family household at annual, special and emergency meetings of the Members.

3. There shall be one membership available for purchase for each Property within HILLSBORO SHORES according to Article IV, Sub-section 2(a-d) herein. To be a member in good standing, an owner of more than one Property located in HILLSBORO SHORES shall purchase memberships for every Property owned by that owner.

4. At the first Board of Directors meeting following the annual meeting, the Board shall approve all the fees for all classes of membership in the Association.

5. Membership is not transferable. In order to obtain membership in good standing in the Association, upon the sale, conveyance or transfer of any Property which has obtained either Class "A", "B", "C" or Class "D" membership, a new initiation fee and membership fee shall be due from the transferee or new owner(s).

6. Beach Gate Access Devices to the Beach Properties. Class A, Class B and Class D members in good standing shall be entitled to two beach gate access devices per dwelling unit and are required to return said beach gate access devices to the Association within fourteen (14) days after the property owner no longer qualifies for Class A, Class B or Class D membership. Class "C" members are not entitled to any beach gate access devices. At the first Board meeting following the annual meeting, the Board shall set the amount to be charged for replacement of lost beach gate access devices or for failure to return any beach gate access devices after membership in the Association has ceased.

7. Rental of Property. Any member of Class B or Class D who leases their Property shall so notify the Association within seven days of entering into any lease for their Property of the name and contact information for the Lessee and state whether or not the Lessee has been given the Beach Gate Access Devices of the Member. The requirements for a leased Property to maintain its membership in the Association shall be as provided for in the By-Laws.

ARTICLE V DIRECTORS

1. The governance of the Association shall be vested in the Board of Directors of the Association, which shall manage the affairs of the Association, control the operation of the Association and possess all the powers of the Association as provided herein or in Florida Statutes Chapter 617 as amended from time to time. The Board shall hold a regular meeting at least quarterly or whenever a special meeting is called by the President or by a majority of the Directors.

2. The names and addresses of the current Directors are as follows:

Clince, Mary, 2509 N Riverside Drive, Pompano Beach, Fl 33062
Dix, Kimberly, 3421 Beacon Street, Pompano Beach, Fl. 33062
Engle, Donna, 2004 North Riverside Drive, Pompano Beach, FL 33062
Herren, Marnie, 2600 North Riverside Drive, Pompano Beach, Fl 33062
Herren, Matt, 2600 N Riverside Drive, Pompano Beach, Fl 33062
Kjos, Dimitri, 2103 Bay Drive, Pompano Beach, FL 22062
Larocca, Patricia, 3205 Beacon Street, Pompano Beach, FL 33062
Mire, J. Scott, 3400 Robbins Road, Pompano Beach, FL 33062
Park, Jan, 3400 Dover Road, Pompano Beach, FL 33062
Radtke, John, 2208 Bay Drive, Pompano Beach, FL 33062
San Jose, Tirso, 3416 Beacon Street, Pompano Beach, FL 33062
Schlegel, Paul, 2203 Bay Drive, Pompano Beach, Fl 33062
Tedesco, Sam, 3203 Norfolk Street, Pompano Beach, Fl 33062
Von Staden, Sandy, 3201 Beacon Street, Pompano Beach, FL 33062

3. The number of Directors shall be no less than eleven (11) and no more than thirteen (13). At least one month prior to the annual meeting, the Directors shall determine the number of Directors to be elected at the annual meeting. The Members may vote to decrease the number of Directors to less than eleven or increase the number of Directors to more than thirteen at an annual meeting,

provided however that the number of Directors shall always be an odd number.

4. Directors shall be elected at the annual meeting of the Association to be held on April 2, 2017 to serve for 2 year staggered terms. At the first meeting following their election this annual meeting, the Directors shall be divided into two groups; those receiving one year terms and those receiving two year terms. Unless the Directors agree to assign these terms in another way, then the Directors shall draw for terms as Directors. Those Directors who receive a 1 year term shall stand for election at the next annual election at which time the Directors so elected shall receive a two year term. Thereafter Directors elected to the Board shall serve 2 year terms. There shall be no term limits for Directors and Directors may be elected to serve an unlimited number of consecutive terms.

5. Directors must be natural persons and must be Class "A" members or Class "D" members who own single-family residential Property and are members of the Association in good standing for at least one year and must maintain as their primary residence and reside in the single family Property they own for the majority of a calendar year and in which they maintain their membership in the Association.

6. Directors may be removed, and vacancies on the Board filled, in the manner provided by the By-Laws.

7. A majority of the Board shall constitute a quorum for the transaction of business. A majority vote of the Directors present once a quorum has been established shall be required to approve any matter requiring Board approval.

8. The Board shall adopt, amend or rescind the By-Laws, emergency By-Laws and Rules of the Association and any amendments thereto at any regular meeting of the Board or special meeting of the Board called for such purpose.

9. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, without prior notice, and without a vote if the action is evidenced by a writing signed by all the Directors entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting of the Board at which all Directors were present.

10. Directors may participate in any Board meeting either in person or by telephone and in accordance with the requirements as provided in Florida Statutes §617.0721, as amended from time to time.

11. A vacancy in the office of Director shall automatically occur if the Director no longer qualifies for Class "A" or Class "D" membership in the Association, the Director resigns, or the Director is removed by the members as provided in Florida Statute §617.0808, as amended from time to time. In the event of a vacancy due to a resignation or because the membership of the Director in the Association has terminated, the Board shall elect a new Director. If a Director is removed by the Members, the Members shall elect a new Director at the same meeting. Any Director so appointed or so elected shall serve the remainder of the term of the Director they replaced or until their successor is elected.

12. Voting by proxy shall not be permitted at any meeting of the Board.

13. The Association may convey any real property which it owns to another corporate entity for purposes of proper management of said Property upon a majority vote of the Board.

14. Directors shall receive no compensation for their service but may be reimbursed for reasonable expenses incurred in the performance of their duties and responsibilities, subject to a majority vote of the Board.

ARTICLE VI **OFFICERS**

1. There shall be five (5) officers of the Association as follows: President, First Vice-President, Second Vice-President, Secretary and Treasurer, who shall be elected each year by the Directors within thirty (30) calendar days after the election of the Directors at the annual meeting. There shall be no term limits for Officers and Officers may be elected to serve an unlimited number of consecutive terms.

2. The names and addresses of the present Officers are as follows:

President: Herren, Matt, 2600 N Riverside Drive, Pompano Beach, Fl 33062
1st Vice President: Schlegel, Paul, P.O. Box 5092, Pompano Beach, Fl 33074
2nd Vice-President: Tedesco, Sam, P.O. Box 5092, Pompano Beach, Fl 33074
Secretary: Clince, Mary, 2509 N Riverside Drive, Pompano Beach, Fl 33062
Treasurer: Herren, Marnie, P.O. Box 5092, Pompano Beach, Fl 33074

3. Officers shall be elected from the members of the Board of Directors and must have been Directors for at least two (2) years. The Board by a majority vote may appoint as an Officer a Director who has not been a Director for two (2)

years in the event of special circumstances.

4. The Officer elected as Treasurer of the Association shall have a background in financial accounting and shall consent to an annual credit check. All Officers shall consent to an annual FDLE background check.

5. A vacancy in an office shall automatically occur if the Officer no longer qualifies for Class "A" or Class "D" membership in the Association, the Officer resigns, or the Officer is removed by the Board as provided herein. In the event of any vacancy, the Board shall elect a new Officer. Any officer so elected shall serve until the next meeting of the Board following the annual meeting of the Members or until their successor is elected.

6. Officers may be removed for cause, and vacancies in an office shall be filled in the manner provided by the By-Laws. A super majority vote of the Board shall be required for the removal of an Officer; said super majority being seventy-five percent (75%) of the Directors.

7. The duties and responsibilities of the Officers shall be as provided in the By-Laws.

8. Officers shall receive no compensation for their service but may be reimbursed for reasonable expenses incurred in the performance of their duties and responsibilities, subject to a majority vote of the Board.

ARTICLE VII **MEMBER MEETINGS**

1. The Members shall meet at least annually at a date, place and time set by the Board as provided in these Articles to elect Directors, conduct the business of the Association and approve any matter requiring a vote by the Members. The Members shall be given at least fourteen (14) days notice of the date, time and place of the annual meeting.

2. Prior to the annual election, the election of Directors may also be conducted by a mail-in ballot or via e-mail, if so approved by the Board. The votes shall be tabulated and the results announced and approved at the annual meeting. The Board shall also adopt the rules and procedure for any such election and shall so advise the Members.

3. Each Class "A" member and Class "D" member owning single-family residential Property shall be limited to one vote per Class "A" or Class "D"

membership in good standing at any annual, special or emergency meeting of the Association.

4. Special and/or emergency meetings of the Members may be called as needed and as provided in the By-Laws.

5. A Member who owns Property in joint ownership or in an entity such as a corporation, limited liability company, trust or other such entity, must file a voting certificate with the Secretary of the Association designating the name of the person who may cast that Member's vote which is signed by all the owners of that entity's unit. In the absence of such designation, that Member shall not be permitted to vote at any meeting.

6. The date, place and time of all annual meetings, special meetings or emergency meetings of the Members shall be determined by the Board. Notice of the annual meeting of the Members shall be provided to the Members by mail, facsimile, personal delivery or e-mail, if the Member has consented in writing to e-mail notice, at least fourteen (14) days prior to the annual meeting, at least seven (7) days prior to a special meeting, and under such notice as is practicable for an emergency meeting.

7. In matters that require a vote, the By-Laws shall provide for the number of Members that constitute a quorum and the minimum number of votes necessary to constitute an action of the Members, subject to provisions of these Articles or the By-Laws.

ARTICLE VIII **BY-LAWS**

The By-Laws of the Association shall be adopted by the Board by an affirmative vote of a majority of the Board members present at a regular meeting or a special meeting of the Board called for that purpose, and may thereafter be altered, amended, or rescinded by the affirmative vote of a majority of the Board. In the event of a conflict between the provisions in the Initial Articles, these Articles, the provisions in the By-Laws, and the Rules the provisions in these Articles shall control.

ARTICLE IX **AMENDMENTS OF THE ARTICLES**

1. The Board shall adopt a resolution setting forth the proposed amendment, recommending adoption by the Members and directing that it be

submitted to a vote at a meeting of the Members, which may be either the annual or special meeting of the Members. Any number of Amendments may be submitted to the Members and voted upon by them at one meeting. The proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment will be considered.

2. At such meeting, a vote of the Members shall be taken on the proposed Amendment(s). The proposed Amendment(s) must be adopted by an affirmative vote of the majority of the Members entitled to vote present at a meeting at which a quorum has been obtained. Members may approve, disapprove or modify any amendment in person or by proxy at the meeting considering the Amendment.

3. Alternatively, an Amendment may be adopted by written consents signed by all the Directors setting forth their intention that the proposed Amendment to the Articles be adopted, and by written consents signed by a majority of the Members entitled to vote at a meeting of the membership, in accordance with Fla. Stat. §617.0701 (4) as amended from time to time.

4. No proposal to amend these Articles shall be presented for a vote of the Members unless such proposed Amendment is first approved and recommended by the Board.

5. A copy of each Amendment shall be filed with the Secretary of State Division or Corporations and shall be recorded in the public records of Broward County, Florida.

ARTICLE X **INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expense and liabilities, including reasonable attorneys' fees and costs through the appellate level incurred by or imposed upon said Officer or Director in connection with any proceeding, litigation, or settlement to which that Officer or Director may become involved as a party because that Officer or Director is or has been an Officer or Director of that Association, whether or not that Officer or Director is currently an Officer or Director at the time the proceeding, litigation or settlement is initiated or at the time such expenses and/or liabilities are incurred, except in such cases wherein that Officer or Director is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement as being in the best

interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which said Officer or Director may be entitled to by statutory or common law.

ARTICLE XI **REGISTERED AGENT**

The President of the Association shall be the initial registered agent for the Association. The Association hereby designates Matt Herren, 2600 North Riverside Drive, Pompano Beach, FL 33060 as its current registered agent. The President may designate another Officer, Director or entity to be the registered agent.

ARTICLE XII **DISSOLUTION**

1. In the event of dissolution or final liquidation of the Association, both real and personal property of the Association may be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization, or dedicated to an appropriate public agency or utility, to be devoted as nearly as practicable to the same purpose as the Association after provision has been made for payment of creditors and payment of all costs and expenses of such dissolution or liquidation. The Association may also distribute the remaining funds of the Association, after provision for payment of creditors and payment of all costs and expenses of such dissolution or liquidation, among the Members as tenants in common with each Member's share to be determined in accordance with that member's voting rights.

2. The Association may be dissolved upon a resolution to that effect being recommended by two thirds (2/3) of the Board, and if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in the Florida Statutes and approved by two thirds of the Members of the Association.

ACKNOWLEDGEMENT

Having been named registered agent and to accept service of process for the **HILLSBORO SHORES IMPROVEMENT ASSOCIATION, INC.** at the place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. In compliance with

Section §48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.



**MATT HERREN,
REGISTERED AGENT**

In witness whereof, the President, First Vice-President, Second Vice-President, Secretary and Treasurer have hereunto affixed their signatures as affirmation that these Amended and Restated Articles of Incorporation were duly enacted by the Members of the Association at their annual meeting held on April 2, 2017.

Signed on April 2, 2017.

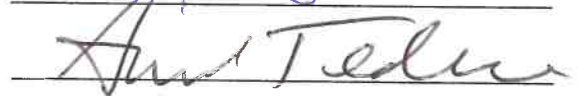
Matt Herren, President



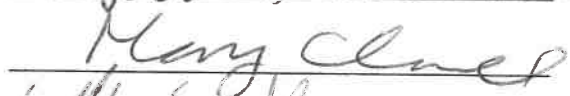
Paul Schlegel, First Vice-President



Sam Tedesco, Second Vice-President



Mary Cline, Secretary



Marnie Herren, Treasurer



STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of April, 2017 by **MATT HERREN, PAUL SCHLEGEL, SAM TEDESCO, MARY CLINCE, and MARNIE HERREN**, who constitute all of the Officers of the **HILLSBORO SHORES IMPROVEMENT ASSOCIATION, INC.** and who are [] personally known to me or [] who produced as identification their _____.

Ilene Lieberman

Notary Public

My Commission Expires:

