

EXHIBIT B

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JL PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)

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, Division of Corporations on November 12, 1978 and amended on November 20, 1989, May 4, 1998 and February 26, 2001.

ARTICLE I

The name of this Corporation shall be JL PROPERTY OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

Purposes

The Association does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Association will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain Declaration of Covenants and Restrictions of Jonathan's Landing (the "Declaration"), recorded in Official Records Book 2976, Page 304, Public Records of Palm Beach County Florida as amended from time to time, has been imposed upon certain lands located in Palm Beach County, Florida, as described in Exhibit "A" to such Declaration. Said Declaration, among other things, establishes and designates that said lands shall be known as "Jonathan's Landing". Further, a Master Land Use Plan of said lands has been filed with the Planning and Zoning Department of Palm Beach County, Florida. This Association is organized for the general purpose of functioning as the master property owners' association of Jonathan's Landing and serving as the instrumentality of the property owners in Jonathan's Landing for the purpose of controlling and regulating the activities within, and the development and maintenance of Jonathan's Landing. The specific purposes for which this Association is formed include, but are not limited to, the following:

A. to provide for the regulation, maintenance, preservation and architectural control of the general Parcel, Lot and Unit development of Jonathan's Landing.

B. to provide for the promotion, regulation, maintenance, and control of all property which is subject to the Declaration, including but not limited to the Parcels, Lots, Units, recreation areas, Association Property, and recreational amenities.

C. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a master property owners' association.

D. to exercise all powers and discharge all responsibilities granted to it as a corporation and homeowner's association under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the aforementioned Declaration.

E. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

### **ARTICLE III** **Principal Place of Business**

The principal place of business of the Association shall be in Jupiter, Florida, or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

### **ARTICLE IV** **Powers**

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation and By-Laws and, in addition, all powers set forth in the Declaration not in conflict with law. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

(1) To fix, levy, collect, and enforce assessments (whether they be general, special, or individual), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.

(2) To acquire liens against all Parcels, Lots, and Units within Jonathan's Landing to secure payment of assessments.

(3) To subordinate, in its sole discretion, any liens acquired by the Association.

(4) To use the proceeds of assessments in the exercise of its powers and duties.

(5) To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.

(6) To construct improvements on its property and to reconstruct improvements after casualty.

(7) To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(8) To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members.

(9) To make and amend reasonable regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.

(10) To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, the Declaration of Covenants and Restrictions, the Design and Development Guidelines or otherwise on the land within Jonathan's Landing.

(11) To enforce by legal means the provisions of these Articles, the By-Laws of the Association and all rules and regulations for the construction, maintenance and use of the properties of the members.

(12) To manage and operate any of its corporate properties, to contract for the management and operation of any corporate properties and to thereby delegate powers and duties of the Association.

(13) To employ personnel to perform the services required to carry out the purposes of this Association.

(14) To participate in mergers or consolidations with other non-profit corporations organized for similar purposes or to annex additional properties to the properties subject to the jurisdiction of this Association.

(15) To provide through a Design Control Board a systematic, uniform review of all proposed improvements and constructions of any type or nature whatsoever within Jonathan's Landing.

B. All funds, except such portions thereof as are expended for the expense of the Association, and title to all properties belonging to the Association shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

## **ARTICLE V**

### **Members**

A. Members of the Association shall consist of and be limited to those persons, trustees, corporations or other legal entities holding record fee title to any Parcel, Lot or Unit located within Jonathan's Landing:

(1) record fee title to any Parcel, Lot or Unit as described in the Declaration. However, no condominium or homeowners association shall become a member by virtue of ownership of common properties.

(2) record fee title to any Parcel upon which a residential rental apartment structure is constructed. Lessees of any such rental apartment Units are not members.

(3) a leasehold interest of record of a duration greater than 98 years in any of the interest listed in subsections 1. or 2. above. Any person holding such leasehold interest shall be deemed to hold record fee title for purposes of membership.

B. For the purpose of electing and removing Directors, there shall be two classifications of members - residential and non-residential. Residential members are those members holding the above described interests in property located within Parcels, Lots or Units designated residential on the Master Land Use Plan of Jonathan's Landing. Non-residential members are those members holding the above-described interests in property located in any other Parcel within Jonathan's Landing, except for commercial and civic Parcels.

C. Grantees under contracts for deed or conditional conveyances are not members, but shall become members if and when they become record owners of the interest described above.

D. Change of membership shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record fee title or leasehold interest as described above to such Parcel, Lot, or Unit and by the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Association, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Association's powers or privileges.

E. The interest of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property.

F. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interest upon which membership is based.

G. If ownership is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of the Articles of Incorporation.

H. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Association.

I. On all matters on which the membership is entitled to vote, there shall be one (1) vote for each Parcel, Lot or Unit upon which membership is based which shall be exercised or cast by the owner or owners in a manner provided in the By-Laws of the Association. Should any member hold such interest in more than one (1) Parcel, Lot or Unit, such member shall be entitled to exercise or cast one (1) vote for each Parcel, Lot or Unit.

J. Voting rights are incident to membership, and any transfer of interest which transfers membership in this Association shall automatically transfer the voting rights.

## **ARTICLE VI**

### **Directors**

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Association, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association.

C. The powers and the duties of the Directors shall be designated in the By-Laws of the Association.

D. The qualifications for service as a Director shall be as set forth in the By-Laws.

## **ARTICLE VII**

### **Officers**

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer. The duties and authority of said Officers shall be designated in the By-Laws of the Association. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

## **ARTICLE VIII**

### **Removal of Directors, Officers and Members of the Design Control Board**

Any Director, Officer, or member of the Design Control Board may be removed prior to the expiration date of his term in the following manners:

A. Any Director may be removed with or without cause and for any reason, by a majority of the association's voting interests, in accordance with Section 720.303(10), Florida Statutes, as amended from time to time. However, in the case of a Director elected by the non-residential members, said petition must be approved by a majority vote of the non-residential members.

B. Any Officer or member of the Design Control Board may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose.

## **ARTICLE IX**

### **Indemnification**

Every Director, Officer, or member of the Design Control Board of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding including

appellate review of any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director, Officer, or member of the Design Control Board of the Association, whether or not he is a Director, Officer, or member of the Design Control Board at the time such expenses are incurred, except when the Director, Officer, or member of the Design Control Board is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

**ARTICLE X**  
**By-Laws**

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE XI**  
**Amendments**

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty-one percent (51%) of the Board of Directors or by ten percent (10%) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Association at or prior to the meeting.

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

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

(1) By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

(2) By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting.

D. However, no amendment shall make any changes in the qualifications for membership or the voting rights of members without approval of two-thirds (2/3) of all the members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Palm Beach County, Florida.

**ARTICLE XII**  
**Prohibition Against Issuance of Stock**  
**and Distribution of Income**

This Association shall never have of issue any share of stock, nor shall this Association distribute any part of the income of this Association, if any, to its members, Directors, Officers of members of the Design Control Board. Nothing herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to the members, Directors, Officers or members of the Design Control Board for services rendered, nor shall anything herein be construed to prohibit the Association from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes.

**ARTICLE XIII**  
**Contractual Powers**

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director, Officer or member of the Design Control Board of this Association is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniary or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

**ARTICLE XIV**

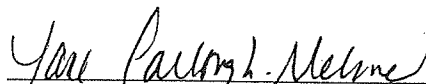
The term of the Association shall be perpetual.

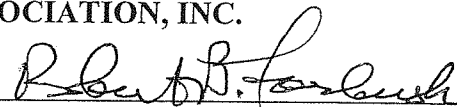
These Amended and Restated Articles of Incorporation for J.L. Property Owners Association, Inc. were approved by the Members, with a vote sufficient for approval on March 20, 2006.

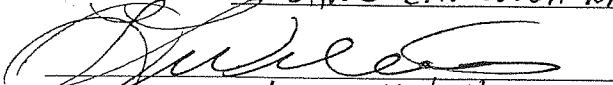
IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 17<sup>th</sup> day of APRIL 2006.

WITNESSES:

**J.L. PROPERTY OWNERS  
ASSOCIATION, INC.**

  
Printed Name: JANE CARLOVICH-MELONE

By:   
ROBERT B. Forbush, President

  
Printed Name: Linda Williams

Jane Carrough-Melnie  
Printed Name: JANE CARROUGH-MELINE

[Signature]  
Printed Name: LINDA W. HIGGS

By: [Signature]  
JAMES W. SCHWARTZ, Secretary

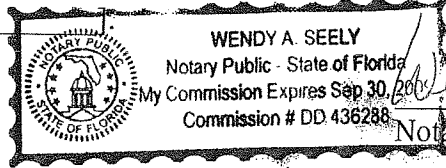
**CORPORATE  
SEAL**

STATE OF FLORIDA  
COUNTY OF

- Palm Beach

The foregoing instrument was acknowledged before me on April 17, 2006, by \_\_\_\_\_, as President of J.L. Property Owners Association, Inc. [] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_]

Notarial Seal



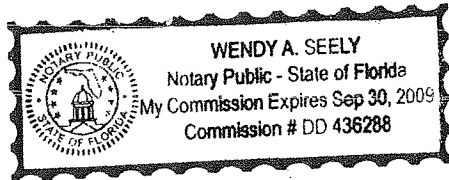
[Signature]  
Notary Public

STATE OF FLORIDA  
COUNTY OF

- Palm Beach

The foregoing instrument was acknowledged before me on April 17, 2006 by \_\_\_\_\_, as Secretary of J.L. Property Owners Association, Inc. [] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



[Signature]  
Notary Public