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June 10, 1999

**CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS**  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

000002904500--2  
-06/15/99--01018--004  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

**RE: Sugar Sands Condominium Association, Inc.  
Amendments to Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Sugar Sands Condominium Association, Inc.**, as well as a check in the amount of **\$87.50** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

**KENNETH S. DIREKTOR**  
For the Firm

KSD/ebd  
Enclosures

cc: Sugar Sands Condominium Association, Inc.

*Amend.*

**S. PAYNE JUN 18 1999**

**FILED**  
**99 JUN 15 AM 10:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

99 JUN 15 AM 10: 37

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SUGAR SANDS CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned officers of Sugar Sands Condominium Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article 12 thereof, by the membership at a duly called and noticed meeting of the members held March 10, 1999. The amendment adopted by the members and the number of votes cast for the amendment was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 4 day of June, 1999, at Riviera Beach, Palm Beach County, Florida.

SUGAR SANDS CONDOMINIUM ASSOCIATION, INC.

[Signature] Witness

BY: [Signature] (SEAL) President

[Signature] Witness

ATTEST: [Signature] (SEAL) Secretary

STATE OF FLORIDA : COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 4 day of June 1999, by William W. [Signature] and Francois A. Fritschie as President and Secretary, respectively, of Sugar Sands Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

[Signature] (Signature)

CARY JEAN BRIGHT (Print Name) Notary Public, State of Florida at Large



This instrument was prepared by:  
Kenneth S. Direktor, Esquire  
BECKER & POLIAKOFF, P.A.  
500 Australian Avenue South  
Ninth Floor  
West Palm Beach, Florida 33470  
(W-C112)

**AMENDMENTS TO THE  
ARTICLES OF INCORPORATION  
FOR  
SUGAR SANDS CONDOMINIUM ASSOCIATION, INC.**

(Substantial re-wording;  
See original text)

ARTICLE 1

NAME AND ADDRESS

The name of the corporation shall be **SUGAR SANDS CONDOMINIUM ASSOCIATION, INC.** The principal address of the corporation is 1242 North Sugar Sands Boulevard, Riviera Beach, Florida 33404. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it may be amended from time to time for the operation of certain condominiums located or to be located in Palm Beach County, Florida, and known as Sugar Sands #I, A Condominium; Sugar Sands #II, A Condominium; Sugar Sands #III, A Condominium; Sugar Sands #IV, A Condominium; Sugar Sands #V, A Condominium; Sugar Sands No. 6, A Condominium; Sugar Sands No. 7, A Condominium; Sugar Sands No. 8, A Condominium; Sugar Sands No. 9, A Condominium; Sugar Sands No. 10, A Condominium; Sugar Sands No. 11, A Condominium; Sugar Sands No. 12, A Condominium; Sugar Sands No. 14, A Condominium; Sugar Sands No. 15, A Condominium; Sugar Sands No. 16, A Condominium; Sugar Sands No. 17, A Condominium; Sugar Sands No. 18, A Condominium; Sugar Sands No. 19, A Condominium; Sugar Sands No. 20, A Condominium; Sugar Sands No. 21, A Condominium; Sugar Sands No. 22, A Condominium; and Sugar Sands No. 23, A Condominium.

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Amended and Restated Declarations of the Condominium to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

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

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida, as same may be amended from time to time, that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Condominium Act.
- 4.2 Enumeration. The Association shall have the powers and duties set forth in the Condominium Act, as same may be amended from time to time, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Condominium Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
  - (a) To make and collect Regular and Special Assessments and other charges against members of Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
  - (c) To maintain, repair, replace, reconstruct, improve, alter, add to and operate the Condominium Property, and other property acquired or leased by the Association.
  - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
  - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium

Property and for the health, comfort, safety and welfare of the Unit Owners.

- (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Condominium Property.
- (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Condominium.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not for profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Condominium Act, provided that in the event of conflict, the provisions of the Condominium Act shall control over those of the Declaration and By-Laws.

- 4.6. The Association shall not have the power to purchase apartments of the condominiums except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominiums.

## ARTICLE 5

### MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in each Condominium from time to time, and after termination of any of the Condominiums, shall also consist of those who were members at the time of such termination, and their successors and assigns. New member shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.
- 5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which the share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

## ARTICLE 6

### TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATOR

The names and addresses of the Incorporators of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND W. ROYCE	450 Royal Palm Way Palm Beach, Florida
ROBERT C. SCOTT	450 Royal Palm Way Palm Beach, Florida
TIMOTHY W. GASKILL	450 Royal Palm Way Palm Beach, Florida

ARTICLE 8

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

ARTICLE 9

DIRECTORS

- 9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of nine (9) directors. Each Director must be a unit owner.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, as may be amended from time to time, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth herein and in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

- 9.4 Executive Committee. The Board of Directors shall have the authority to appoint and disband from time to time an Executive Committee to consist of not less than three (3) members of the Board of Directors, which Executive Committee shall have the full authority of the Board of Directors, subject only to such limitations as may be imposed by applicable law.

## ARTICLE 10

### INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action in or proceeding, that he had reasonable cause to believe that his conduct was unlawful.
- 10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of



the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 10.

- 10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.
- 10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE 11

##### BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

#### ARTICLE 12

##### AMENDMENTS

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

- 12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

- 12.2 Adoption. Amendments shall require the approval of a majority of the total membership of the Association in order to be effective.
- 12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, 4.5 or 4.6 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Condominium Act or the Declarations of Condominium.
- 12.4 Recording. A copy of each amendment shall be filed with the Secretary of state pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE 13

REGISTERED OFFICE,  
ADDRESS AND NAME OF REGISTERED AGENT

The registered office of this Corporation shall be at 1242 North Sugar Sands Boulevard, Riviera Beach, Florida 33404, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent of the Corporation shall be Kenneth S. Direktor, who shall also be a resident agent, whose address is 500 Australian Avenue South, 9th Floor, West Palm Beach, Florida 33401.

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