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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: _____

DOCUMENT NUMBER: 727377

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Allison Chaiet
(Name of Contact Person)

Valancy & Reed, P.A.
Allison Chaiet, Paralegal
allison@myflalaw.com

Mail to:
Fort Lauderdale Office
310 SE 13th Street
Fort Lauderdale, FL 33316
(City/ State and Zip Code)

Allison@myflalaw.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL

For further information concerning this matter, please call:

_____ at _____
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GATEWAY ARMS HOME OWNERS ASSOCIATION, INC.**

A Corporation Not for Profit

***SUBSTANTIAL REWORDING OF ARTICLES OF ASSOCIATION
SEE CURRENT ARTICLES OF ASSOCIATION FOR CURRENT TEXT***

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TALLAHASSEE, FL

The ARTICLES OF ASSOCIATION OF GATEWAY ARMS HOME OWNERS ASSOCIATION were originally recorded as Exhibit B to the Declaration of Condominium at OR Book 3290 Page 460 of the Public Records of Broward County, Florida on September 8, 1966; and

These AMENDED AND RESTATED ARTICLES OF INCORPORATION, the ASSOCIATION MEMBERS have been duly adopted by the Members of the Corporation on the 1st Day of May 2022 and hereby adopt certain amendments to the ARTICLES and hereby restate the ARTICLES OF INCORPORATION in their entirety. By adoption of these AMENDED AND RESTATED ARTICLES OF INCORPORATION, the MEMBERS of the ASSOCIATION ratify governance of the ASSOCIATION under the CONDOMINIUM form of ownership and the provisions of the Condominium Act, Florida Statutes Chapter 718, as same may be amended and/or renumbered from time to time. Any and all Exhibits to the Original DECLARATION OF CONDOMINIUM, and any and all amendments to such Exhibits are incorporated herein by reference as if attached as an exhibit hereto.

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes, and to certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be GATEWAY ARMS HOME OWNERS ASSOCIATION, INC. For convenience, the corporation shall be herein referred to as the "Association."

**ARTICLE II
PURPOSE**

The general purpose of this not-for-profit corporation shall be to be the Association (as defined in the Condominium Act of the State of Florida, Florida Statutes 718, et. seq., as the same is amended from time to time) for the operation and management of Gateway Arms Condominium, and as such Association to operate and administer said condominium and carry out the functions and duties of said Condominium Association, as set forth in the Declaration of Condominium establishing said Condominium and Exhibits annexed thereto.

ARTICLE III
POWERS

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The powers of the corporation shall include, but not be limited to the following:

- A. The Association shall have all the common law and statutory powers of a corporation for profit under the provisions of Chapter 617, Florida Statutes as well as the powers of a Condominium Association as provided for under Chapter 718, Florida Statutes, together with all of the powers and privileges which may be granted unto said corporation under any other applicable laws of the State of Florida.
- B. The corporation shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:
 - (1) To make and establish reasonable rules and regulations governing the use of properties constituting the Condominium.
 - (2) To levy and collect assessments against the Members or Unit Owners, to defray the expense of maintaining the Association, real or personal, of the corporation, and maintaining and operating the same in the interests of its Members and to provide such services and benefits as may be necessary and convenient for the welfare of the Members and for usefulness of its property, including the right to levy and collect assessments for the purpose of acquiring, leasing, maintaining, repairing, replacing, managing, and operating all property, whether real or personal, to accomplish the purposes of the corporation, all as may be provided in the Declaration of Condominium and By-Laws of this corporation.
 - (3) To maintain, repair, replace and operate the condominium property, specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, the By-Laws, and Chapter 718, Florida Statutes, the Condominium Act.
 - (4) To make and enter into any and all contracts necessary or desirable to accomplish the purposes of the corporation, and to maintain, repair, replace, operate and manage the property of the corporation, to reconstruct improvements after casualty and make further improvement of the property, and to borrow moneys which may be necessary or convenient to accomplish said purposes, and to mortgage, pledge or hypothecate any property of the corporation as an incident to any borrowing.
 - (5) To enforce the provisions of these Articles of Incorporation, the By-Laws of the corporation, and the provisions of the Declaration of Condominium recorded in the Public Records of Broward County, Florida, covering the property, and to have and exercise any and all rights and powers vested in this corporation under said

Declaration of Condominium, and to enforce the rules and regulations governing the use of property of the corporation as the same may be hereafter established.

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STATE OF FLORIDA
BROWARD COUNTY

ARTICLE IV
MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

- A. The owners or owner of each unit in the Condominium Property shall be members of the corporation, and no other persons or entities shall be entitled to membership.
- B. Membership shall be established by the acquisition of title to a unit in the Condominium Property or by acquisition of an ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to, or his entire fee ownership interest in any unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own an interest in two or more units so long as such party shall retain title to or a free ownership interest in any unit.
- C. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The funds and assets of the corporation shall belong solely to the corporation subject to the limitation that the same be expanded, held or used for the benefit of the Membership and for the purposes authorized herein, in the By-Laws, and in the Declaration of Condominium recorded in the Public Records of Broward County, Florida, covering the Property.
- D. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each unit in the Property, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereinafter adopted by the corporation. Should any member own more than one unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided by said By-Laws.

ARTICLE V
VOTING

- A. MULTIPLE OWNERSHIP OF A UNIT. The vote of the owners of a UNIT owned by more than one person, other than by a married couple, or by an approved Trust, shall be cast by the person named in a certificate designating the "Voting Member". Such certificate will be signed by all of the owners of such UNIT, or the proper Trustee of a Trust, and shall be valid until revoked by subsequent certificate. If such a certificate is not so filed the vote of such owners shall not be considered in determining a quorum or for any other purpose. If a UNIT is owned jointly by a married couple, they may, but shall not be required to designate a voting member.

If they do not designate a voting member, and only one of them cast a vote, that vote shall be valid as if the UNIT was owned individually by the person casting the vote. However, if both are present at a meeting and are unable to concur in their decision, then the vote of the UNIT shall not be counted.

- B. Each UNIT shall be entitled to one vote and the vote of such UNIT shall not be divisible.

ARTICLE VI
TERM

The Corporation shall have perpetual existence.

ARTICLE VII
PRINCIPAL OFFICE

The principal office of the corporate shall be located at 1900 N.E. 8th Court, #310, Fort Lauderdale, Florida 33304 but the corporation may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Boards of Directors.

ARTICLE VIII
ADMINISTRATION

- A. ADMINISTRATION OF ASSOCIATION. The affairs of the ASSOCIATION shall be managed by a Board of Directors (hereinafter referred to as BOARD)

ARTICLE IX
DIRECTORS

- A. The ASSOCIATION shall have not less than three (3) nor more than seven (7) directors. The persons named herein as members of the Board of Directors of the corporation shall act and serve as Directors until the next Annual Meeting of the membership held after January 1st, 2023.

ARTICLE X
SUBSCRIBERS

The names and Addresses of the Subscribers to these Amended and Restated Articles of Incorporation are:

Tom Hardaway: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Cheryl Walker: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304

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Sharyn Peach: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Scott Simmer: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Mile Lowenthal: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304

ARTICLE XI DIRECTORS

The names and Addresses of the Current Directors of the Corporation are:

Tom Hardaway: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Cheryl Walker: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Sharyn Peach: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Scott Simmer: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304
Mile Lowenthal: 1900 N.E. 8th Court, Unit #310, Ft. Lauderdale, FL 33304

ARTICLE XII OFFICERS

GENERALLY. The officers of the ASSOCIATION shall be a President, one or more Vice Presidents, a Treasurer, a Secretary and, if desired, one or more Assistant Secretaries, all of whom shall be elected by the Board of Directors at the annual meeting. They may be peremptorily removed by a majority vote of the Directors at any meeting. Any person may hold two or more offices, except that the President shall not also be the Secretary or Assistant Secretary. The BOARD may, from time to time, elect such other officers and designate their powers and duties as the BOARD shall find to be required to manage the affairs of the ASSOCIATION.

ARTICLE XIII OFFICER POSITIONS

The Current Officers of the Association are as follows:

Tom Hardaway: President
Cheryl Walker: Vice President
Mile Lowenthal: Secretary
Sharyn Peach: Treasurer

ARTICLE XIV INDEMNIFICATION

Every director and every officer of the CORPORATION shall be indemnified by the CORPORATION against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with 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 or officer of the CORPORATION, whether or not he is a director or officer as the time such expenses are incurred,

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except in such cases wherein the director or officer is adjudged guilty or willful misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the CORPORATION. The foregoing right of indemnification shall be in addition to and not exclusive for all other rights to which such director or officer may be entitled.

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STATE OF FLORIDA

ARTICLE XV
BY-LAWS

The original By-Laws of Gateway Arms Home Owners Association shall remain in effect and shall apply to the CORPORATION, and thereafter such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide

ARTICLE XVI
AMENDMENT

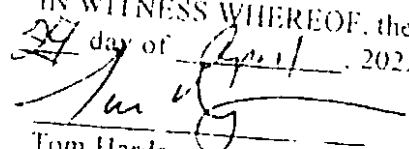
Amendments to these ARTICLES, shall be proposed and adopted in the following manner:

- A. PROPOSAL. Amendments to these ARTICLES may be proposed by the BOARD acting upon vote of the majority of the Directors or by members of the ASSOCIATION having a majority of the voting interests in the ASSOCIATION, whether meeting as members or by an instrument in writing signed by them.
- B. VOTE NECESSARY; RECORDING. In order for such proposed amendment or amendments to become effective, the same must be approved by an affirmative vote of a majority of the entire membership of the BOARD and by an affirmative vote of at least two-thirds (2/3) of the voting interests of the ASSOCIATION appearing in person or by proxy at a duly noticed meeting of the membership, which approval shall include votes cast electronically in accordance with the provisions of Florida Statutes as amended from time to time. Thereupon, such amendment or amendments to these ARTICLES shall be transcribed, certified by an Officer of the ASSOCIATION with the formalities of a deed, and a copy thereof shall be recorded in the Public Records of Broward County, Florida such amendment shall be deemed effective upon the date of recording in the public records.
- C. A copy of Each Amendment to these ARTICLES shall also be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public Records of Broward County, Florida.

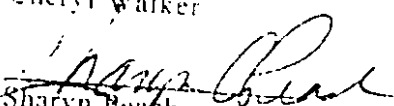
ARTICLE XVII

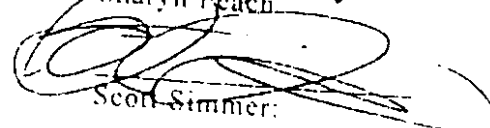
Pursuant to Chapter 48.091, Florida Statutes, this corporation hereby appoints C Mark Reed, Esq. of Valancy & Reed, P.A. located at 310 S.E. 13 Street, Fort Lauderdale, FL 33316 as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 30 day of April, 2022

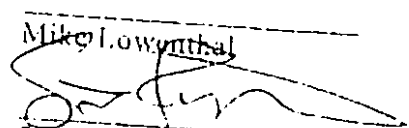

Tom Hardaway

Cheryl Walker


Sharyn Peach



Scott Simmer

Mike Lowenthal


Scott Roberts

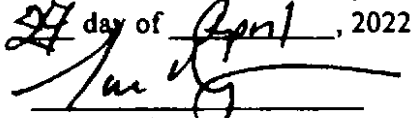
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TALLAHASSEE, FL

I hereby accept the duties and responsibilities as Registered Agent for this Corporation.

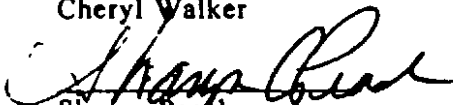
 5/9/22
C. Mark Reed, Esq.
Valancy & Reed, P.A.
310 S.E. 13 Street
Ft. Lauderdale FL 33316

Pursuant to Chapter 48.091, Florida Statutes, this corporation hereby appoints C. Mark Reed, Esq. of Valancy & Reed, P.A. located at 310 S.E. 13 Street, Fort Lauderdale, FL 33316 as its agent to accept service of process within this State.

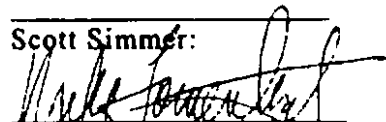
IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this

27 day of April, 2022

Tom Hardaway

Cheryl Walker


Sharyn Peach

Scott Simmer:

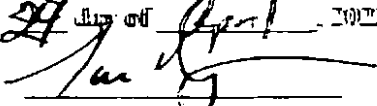

Mike Lowenthal

Scott Roberts

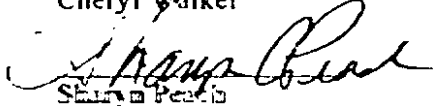
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IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this

27 day of April, 2022

Tom Hardaway


Cheryl Walker


Sherrya Peck

Scott Simmer

Mike Loventhal

Scott Roberts

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