

733672

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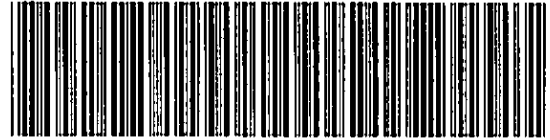
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CLERK OF SUPERIOR COURT
TALLAHASSEE, FL

3/2/2023

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PARADISE GARDENS SECTION FOUR MAINTENANCE CORPORATION, INC.

DOCUMENT NUMBER: 733672

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

Please return all correspondence concerning this matter to the following:

BRENNAN GROGAN

(Name of Contact Person)

BRENNAN GROGAN P.A. d/b/a FLORIDA ASSOCIATION ATTORNEYS

(Firm/ Company)

824 W INDIANTOWN ROAD, SUITE 103

(Address)

JUPITER, FL 33458

(City/ State and Zip Code)

Paradisegardens4@att.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BRENNAN GROGAN

561

627-3585

(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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

"Exhibit A"

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

2022 DEC -1 PM 2:01

OF

STATE
TALLAHASSEE, FL

PARADISE GARDENS SECTION FOUR MAINTENANCE CORPORATION, INC.
A NOT- FOR- PROFIT CORPORATION

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of Paradise Gardens Section Four Maintenance Corporation, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on August 18, 1975, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Paradise Gardens Section Four Maintenance Corporation, Inc. shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Paradise Gardens Section Four Maintenance Corporation, Inc., and its mailing address is 7700 Margate Boulevard, Margate, Florida 33063.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration, as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Amended and Restated Declaration are incorporated by reference into these Articles.

ARTICLE III

PURPOSE AND POWERS

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes, and the corporate statutes for the operation of Paradise Gardens Section Four located in Broward County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer, except as otherwise provided for by any law, as amended from time to time.

Section 3.2 Powers and Duties.

- A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit pursuant to the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or any other applicable statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Community, the Lots included, and Association property.
- B. Powers. The Association shall have all of the powers reasonably necessary to operate the Community pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:
1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Community and the Association, and to use the funds in the exercise of its powers and duties.
 2. To protect, maintain, repair, replace and operate the property in the Community pursuant to the Governing Documents.
 3. To purchase insurance upon the Parcel A Property only for the protection of the Association and its members, as required by law.
 4. To make improvements on Parcel A Property, subject to any limitations contained in the Declaration.
 5. To reconstruct improvements after casualty.
 6. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas inclusive of the lots and Dwelling Structures, the operation of the association and including frequency, time, location, notice and manner of the inspection and copying of official records.
 7. To contract for the management and maintenance of the Community, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
 8. To employ accountants, attorneys, architects and other professional personnel to perform the services required for proper operation of the Community as provided for in the Declaration
 9. To demand rent from tenants in connection with the Association's right to the assignment of rents pursuant to Section 720.3085(8), Florida Statutes, as amended from time to time.

10. To suspend the use of Common Area in accordance with Section 720.305(2), Florida Statutes, as amended from time to time.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
2. The Board is not authorized to borrow money without the approval of a majority of the total voting interests in the Association, except as provided in accordance with FS 720.316 (Association Emergency powers). The Board may apply for a credit line with major credit card companies and material suppliers for the purchasing of products utilized in the operation of the Association, providing that the aggregate of all credit lines does not exceed five percent (5%) of the annual budget.
3. The Association may not loan money to any entity (Individual or Business) under any circumstances.
4. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use for the Owners in accordance with the provisions of the Declaration, these Articles, and the By-Laws. All surplus monies held in reserve or general operating funds shall be held in FDIC insured accounts.
5. All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference. If any conflict exists among the governing documents, the Articles of Incorporation take precedence.

D. Duties.

1. The Association shall post notices of Board meetings and the membership meetings.
2. The Association shall maintain an adequate number of copies of the Governing Documents and Rules and Regulations, and all amendments to the foregoing, to ensure their availability to Owners. The Association shall also place the foregoing on the website of the Association if the Association has one. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.

3. The Association shall ensure that the Association follows the requirements for contracts set forth in F.S. 720.3055, as amended from time to time.
4. The Association shall obtain competitive bids for materials, equipment and services where required by F.S. 720.3055, as amended from time to time. This provision shall not require the Association to accept the lowest bid.
5. The Association shall obtain and maintain fidelity bonding as required by F.S. 720.3033(5), as amended from time to time.
6. The Association shall keep a roster of Owners and their addresses based on information supplied in writing by the Owners to the Association

7. To operate, maintain and manage the surface water or storm water management system(s) consistent with applicable permits, and shall assist in the enforcement of the Declaration which relates to the surface water or storm water management systems.
8. To levy and collect adequate assessments against the Owners for the cost of maintenance and operation of the surface water or storm water management system(s).
9. The Association shall retain official records for those retention periods (some of which are from inception of the Association) as provided for in Florida Statute, Chapter 720, as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1 Membership. The members of the Association shall be all recorded owners of Lots.

Section 4.2 Voting. The Owners of each Lot, collectively, shall be entitled to one vote as set forth in the By-Laws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner, and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

Section 5.2 Duties and Powers. All of the duties and powers of the Association existing under Chapters 720 and 617, Florida Statutes and the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the Law or Governing Documents; and/or
- B. action by the Executive Committee, if any.

Section 5.3 Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth 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.

ARTICLE VI

OFFICERS

Section 6.1 Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2 Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3 Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII

BY-LAWS

The By-Laws of the Association are as approved by the membership of the Association, and may be altered, amended or rescinded by the vote of both the Board of Directors and members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1 Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or by written petition signed by at least seventy-five (75) homeowners of individual lots. Only one co-owner of a Lot need to sign the petition for that Lot

Section 8.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at a membership meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once certified, the Board shall call a meeting of the members to vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the membership meeting. The full text of any amendment to the Articles shall be included in the notice of the members' meeting of which a proposed amendment is considered by the Owners.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by special provision of the Governing Documents, these Articles of Incorporation may be amended by concurrence of a majority of the entire Board of Directors then serving and not less than two-thirds (2/3) of the voting interests of those members of the Association present in person or by proxy at a members meeting, with a quorum present. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.2 above, then the concurrence of the Board of Directors shall not be required.

Section 8.4 Certificate of Recording; Effective Date. A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be in the form required by law and shall be executed by any officer of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the Public Records where the Articles are recorded. As to any amendment to Article X of these Articles, this Section 8 shall not apply.

Section 8.5. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

- A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- B. Article X of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.

ARTICLE IX TERM:

DISSOLUTION

Section 9.1. The term of the Association shall be perpetual.

Section 9.2. In the event of any dissolution of the Association, the Association shall follow all procedures set forth in the Corporation Not For Profit Statute, and all assets of the Association will be distributed equally to each Owner owning a lot at the time of approval of the Articles of Dissolution to be filed with the Department of state.

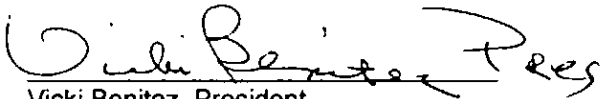
ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and Registered Office for the Association shall be as reported to the Division of Corporations in an annual report or otherwise from time to time

**CERTIFICATE OF ADOPTION OF THE AMENDED
AND RESTATED ARTICLES OF INCORPORATION**

THE UNDERSIGNED, being the duly elected and acting president of PARADISE GARDENS SECTION FOUR MAINTENANCE CORPORATION, INC., hereby certifies that the foregoing was approved by not less than a majority of the Board of Directors and voting at a Board meeting held on August 9, 2022 with a quorum present; and was approved by not less than a 2/3 (two-thirds) of the voting interests of those members present in person either at a General Meeting of the membership or via absentee/mail-in balloting with a quorum of sixty (60) lots being represented, held on October 27, 2022 called for this purpose. **The number of votes was sufficient for approval.** The foregoing both amend and restate the Articles of Incorporation in there entirety.



Vicki Benitez, President
Paradise Gardens Section Four
Maintenance Corporation, Inc.
Board of Directors

Date: NOVEMBER 18, 2022

Witness 1: Judith Hubert
(Sign)

JUDITH HUBERT
(Print)

Witness 2: Jeanne Roggenstein
(Sign)

Jeanne Roggenstein
(Print)

CORPORATE SEAL

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 18 day of November 2022, before me personally appeared VICKI BENITEZ, President of PARADISE GARDENS SECTION FOUR MAINTENANCE CORPORATION, INC., a Florida Corporation, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as his/her free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal in the County of Broward, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:
Sign: Shelley Laing
Date: 11-18-2022



SHELLEY LAING
Notary Public
State of Florida
Comm# HH279136
Expires 10/7/2026