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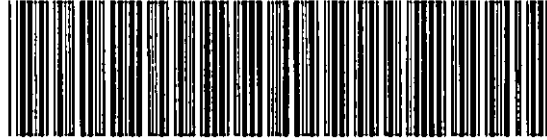
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2022 MAY 16 PM 3:47
SECRETARY OF STATE
HALLMARKS, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
OCEAN TRAIL CONDOMINIUM ASSOCIATION NO. 1, INC.
(Document Number 734431)**

WHEREAS, the Articles of Incorporation of Ocean Trail Condominium Association No. 1, Inc. were recorded at Official Records Book 2474, Page 1494, of the Public Records of Palm Beach County, Florida (referred to herein as the "Articles"); and

WHEREAS, the Articles provide for amendments, as set forth herein; and

NOW THEREFORE, the Articles are hereby amended as follows:

1. It is hereby certified that the attached Amended and Restated Articles of Incorporation of Ocean Trail Condominium Association No. 1, Inc. were approved by the Board of Directors and by at least two-thirds (2/3) of those members who were represented at a duly noticed membership meeting of Ocean Trail Condominium Association No. 1, Inc. on the 22ND day of APRIL, 2022, at which a quorum was obtained, and by at least a majority of the total voting interests in the Association, pursuant to Article X of the Articles of Incorporation.

2. The Amended and Restated Articles of Incorporation of Ocean Trail Condominium Association No. 1, Inc. are hereby filed and shall replace and supersede the prior version of the Articles. Said Amended and Restated Articles of Incorporation of Ocean Trail Condominium Association No. 1, Inc. shall run with the real property subject to the Declaration for Ocean Trail Condominium Association No. 1, Inc., and shall be binding on all parties having any right, title, or interest in the said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit and burden of each owner and occupant thereof, subject to any amendments recorded hereafter.

[The remainder of this page intentionally left blank
Signatures and notarizations appear on following pages]

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JUL 21 2022 3:47 PM
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

OCEAN TRAIL CONDOMINIUM ASSOCIATION
NO. 1, INC., a Florida not-for-profit corporation

By: Joel D Wagner
Joel D Wagner, President

Steve Gutierrez
Witness Signature

STEVE GUTIERREZ
Printed Name

Kurt Beebe
Witness Signature

Kurt Beebe
Printed Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10 day of May, 2022, by **JOEL WAGNER**, as President of Ocean Trail Condominium Association No. 1, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. **JOEL WAGNER** is ☒ personally known to me or ☐ has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

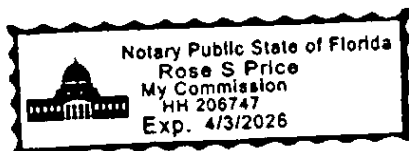
Physical Presence: x

OR

Online Notarization: _____

Notary Public Rose S. Price
Printed Name Rose S. Price
State of Florida

My Commission Expires:



OCEAN TRAIL CONDOMINIUM
ASSOCIATION NO. 1, INC., a Florida not-for-profit corporation

Kathleen Foley
Witness Signature

Kathleen Foley
Printed Name

Steve Gutierrez
Witness Signature

STEVE GUTIERREZ
Printed Name

Attest:

Mary Lou Parker

MARY LOU PARKER Secretary

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3 day of May, 2022, by **MARY LOU PARKER**, as Secretary of Ocean Trail Condominium Association No. 1, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. **MARY LOU PARKER** is ☒] personally known to me or [] has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

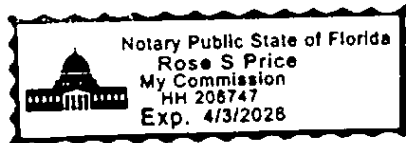
Physical Presence: x

OR

Online Notarization: _____

Notary Public Rose S. Price
Printed Name Rose S. Price
State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OCEAN TRAIL CONDOMINIUM ASSOCIATION NO. 1, INC.

We, the undersigned, hereby associated ourselves together for the purpose of forming a non-profit Corporation under the laws of the State of Florida, pursuant to Chapter 617 et seq. and Chapter 718, Florida Statutes, as same may be amended from time to time, and hereby certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be: OCEAN TRAIL CONDOMINIUM ASSOCIATION NO. 1, INC. The business address of the Corporation shall be ~~Indian Town Road~~ and the Ocean the address listed with the Florida Division of Corporations, Jupiter, Florida. For convenience, the Corporation shall be referred to in this instrument as the "The Association".

ARTICLE II

PURPOSE

The general purpose of the Association shall be as follows: To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. ~~744~~ 718 et seq., as same may be amended from time to time, hereinafter referred to as the Condominium Act) for the operation of OCEAN TRAIL CONDOMINIUM NO. 1. A a Condominium, located in the Town of Jupiter, Palm Beach County, Florida, to be created pursuant to the provisions of the Condominium Act, and as such Association to operate and administer the Condominium and carry out the functions and duties of the Condominium Association, as set forth in the Declaration of Condominium establishing the Condominium and Exhibits annexed thereto.

ARTICLE III

POWERS

The Association shall have all of the powers set forth in Florida Statutes 617.021, all of the powers set forth in the Condominium Act, as same may be amended from time to time, and

all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto as well as all powers granted to it by the By-Laws.

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ARTICLE IV MEMBERS

4.1 The members of the Association shall consist of all the record owners of units in the Condominium; and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by operation of law or recording in the public records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument shall thereby becoming a member of the Association and the membership of the prior owner shall be thereby terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as appurtenant to his unit.

ARTICLE V TERM

The term of existence of the Association shall be perpetual.

ARTICLE VI DIRECTORS

6.1 The affairs of the Association shall be managed and governed by a board of directors composed of not ~~less~~ fewer than three (3) nor more than seven (7) directors ~~the number specified by the By-Laws, and in the exact number of persons as specified in the By-Laws, and in the absence of such determination shall consist of three (3) directors.~~ Directors ~~need not~~ must be members of the Association or a spouse of a member or an unmarried significant other of a member who resides in the Unit for at least as long as the member resides there. The directors, subsequent to the first board of directors, shall be elected at the annual meeting of the membership as provided in the By-Laws. Provisions for such election, and provisions respecting

the removal, disqualification and resignation of directors, and for filling vacancies on the directorate, shall be established by the By-Laws.

6.2 The directors may appoint an Executive Committee of three (3) of their members to act for the board at such times and to such extent as the board may designate.

6.3 ~~The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.~~

6.4 ~~The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

<u>NAME</u>	<u>ADDRESS</u>
Walter J. Kassuba	350 Royal Palm Way Palm Beach, Florida 33480
Lawrence Colman	350 Royal Palm Way Palm Beach, Florida 33480
Nicholas S. Raich	350 Royal Palm Way Palm Beach, Florida 33480
Albert Demmerle	350 Royal Palm Way Palm Beach, Florida 33480
Larry J. Baker	350 Royal Palm Way Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

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~~There shall be five (5) members on the original Board of Directors of the Association. Except as may otherwise be provided by Florida law, so long as the Developer has the right to sell or lease or cause to be sold or leased any condominium units, or until three (3) years after the date upon which sales by the Developer had been closed upon seventy-five percent (75%) of the units contained within this Condominium, or until three (3) months after sales by the Developer have been closed upon ninety percent (90%) of the units contained within this Condominium, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever occurs first, Developer shall have the absolute right to designate, remove and replace at will three (3) of the five (5) members of the Board of Directors of the Association. None of such Directors need be a resident of the condominium building.~~

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TALLAHASSEE, FLORIDA

ARTICLE VII
OFFICERS

7.1 The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the board of directors 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 names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

<u>NAME</u>		<u>ADDRESS</u>
Walter J. Kassuba	President	350 Royal Palm Way Palm Beach, Florida 33480
Nicholas S. Raich	Vice President	350 Royal Palm Way Palm Beach, Florida 33480
Lawrence Colman	Secretary	350 Royal Palm Way
	Treasurer	Palm Beach, Florida 33480

ARTICLE VIII
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association 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 part, or in which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in cases where the director or officer is adjudged guilty of gross negligence or willful misconduct in the performance of his duty. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX
BY-LAWS

The ~~first~~ By-Laws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

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TALLAHASSEE, FLORIDA

ARTICLE X

AMENDMENTS

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

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

10.2 ~~Resolution.~~ A resolution for the adoption of a proposed amendment may be proposed by either the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be provided either by written consent or by a vote at a members' meeting by at least a majority of the 138 total voting interests in the Association (e.g., at least 70 approvals) ~~by not less than two-thirds (2/3) of the participating members present and voting in person or by proxy, at a meeting at which a quorum is established, or by written agreement provided a quorum participates, but in no event less than a majority of the total voting interests in the Association.~~

10.3 Provided, however, that no amendment shall make any changes in the qualifications for members nor the voting rights of members, without approval in writing of all members and a joinder of all record owners ~~and of mortgages upon the Condominiums units.~~ No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Palm Beach County, Florida.

ARTICLE XI

DIVIDENDS, COMPENSATION AND STOCK

11.1 There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its board of directors or officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future common expenses. The Corporation shall not pay compensation to its

members, directors or officers, for services rendered except that it may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

11.2 This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws. The voting rights of the owners of parcels in said Condominium property shall be as set forth in the Declaration of Condominium and/or By-Laws.

ARTICLE XII

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Walter J. Kassuba	350 Royal Palm Way Palm Beach, Florida 33480
Lawrence Coleman	350 Royal Palm Way Palm Beach, Florida 33480
Nicholas S. Raich	350 Royal Palm Way Palm Beach, Florida 33480

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ARTICLE XIII

MISCELLANEOUS

Whenever the context requires, any pronoun used herein may be deemed to mean the corresponding masculine, feminine or neuter form thereof, and the singular form of any nouns or pronouns herein may be deemed to mean the corresponding plural form thereof and vice versa.