

739995
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REPLY TO WEST PALM BEACH

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October 2, 2001

Department of State
Division of Corporations
Post Office Box 1500
Tallahassee, FL 32302-1500

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*****43.75 *****43.75

Re: **The Seamist Condominium Association, Inc. (Charter No.: 739995)**
/Amendments

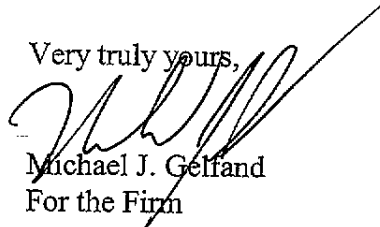
Dear Sir/Madame:

Enclosed is The Seamist Condominium Association, Inc.'s First Articles of Restatement of the Articles of Incorporation together with the Association's check number 1940 in the amount of \$43.75.

Please accept these items for filing. Please forward a certified copy of the First Restatement to my attention in the firm's West Palm Beach offices.

Thank you for your attention to this matter. If there are any concerns regarding this filing, then please do not hesitate to call me.

Very truly yours,



Michael J. Gelfand
For the Firm

FILED
01 OCT -9 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 OCT 09 AM 9:06
DIVISION OF CORPORATIONS
Enclosures
MJG/kgm

cc: The Seamist Condominium
Association, Inc.

Amended
+ Restated
ART.
- sayre 10/12/01

FILED
01 OCT -9 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST ARTICLES OF RESTATEMENT TO THE ARTICLES OF INCORPORATION
OF THE SEAMIST CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of the Florida Not-for-Profit Corporation Act, Chapter 617 Fla. Stat., THE SEAMIST CONDOMINIUM ASSOCIATION, INC. (Charter No.: 739995) adopts the following Articles of Restatement to the corporations' Articles of Incorporation and states as follows:

FIRST: The name of the corporation is: The Seamist Condominium Association, Inc.

SECOND: The corporation adopted as amendments to its Articles of Incorporation the text set forth in Exhibit "A" (the language added is underlined; the language deleted is ~~struck out~~).

THIRD: The restatement contains an amendment to the Articles requiring member approval, and the date of the adoption by the Association's members was Friday, April 27, 2001. The number of votes cast by the members was sufficient for approval.

FOURTH: The date of adoption by the Association's directors was April 27, 2001. The number of votes cast by the directors was sufficient for approval.

Witnessed by:

Signature here Marguerite R. Dolan
Print name here Marguerite R. Dolan
Signature here John Beckman
Print name here JOHN BECKMAN
Signature here Ann Danvers
Print name here Ann Danvers
Signature here Ann Danvers
Print name here Ann Danvers

By: John Aberson
The Seamist Condominium Association, Inc.
John Aberson, President

By: William G. Cole
Bill Cole, Secretary

STATE OF ILLINOIS)
COUNTY OF LAKE)

[CORPORATE SEAL]

The foregoing instrument was acknowledged before me this 27th day of August, 2001 by John Aberson President of The Seamist Condominium Association, Inc., who are personally known to me or who have produced as identification and who did not take an oath.



Signature here Harriet Goldfarb
Print name here HARRIET GOLDFARB
Notary Public, State of Illinois
Serial Number:
My commission expires: 02/08/04

STATE OF RHODE ISLAND)
COUNTY OF Washington)

[CORPORATE SEAL]

The foregoing instrument was acknowledged before me this 27th day of August, 2001 by Bill Cole, Secretary of The Seamist Condominium Association, Inc., who are personally known to me or who have produced as identification and who did not take an oath.

Signature here Ann Danvers
Print name here Ann Danvers
Notary Public, State of Rhode Island
Serial Number:
My commission expires: 6/14/03

EXHIBIT "B" TO
DECLARATION OF CONDOMINIUM
AMENDED ARTICLES OF INCORPORATION
OF
THE SEAMIST CONDOMINIUM ASSOCIATION, INC.
(a condominium association)

(New language underlined, deleted language ~~struck through~~)

~~The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes as amended, and certify as follows:~~

ARTICLE I

NAME

The name of the corporation shall be THE SEAMIST CONDOMINIUM ASSOCIATION, INC., (a condominium association), whose address shall be 275 Beach Road, Tequesta, Florida. For convenience, the corporation shall be referred to in this instrument as the Association. ~~Francis F. Melchan has been designated by the corporation as its agent to accept service of process within this state at 275 Beach Road, Tequesta, Palm Beach County, Florida.~~

ARTICLE II

PURPOSE

A. The Purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended from time to time, for the operation of THE SEAMIST CONDOMINIUM APARTMENTS, located upon the following lands in Palm Beach County, Florida:

(See Schedule "A" attached to the Declaration hereto and made a part hereof.)

B. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws.

B. The Association shall have all of the powers and duties set forth in Chapter 718 of the Florida Statutes (as amended from time to time), except as limited by these Articles, the By-Laws, and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium, the Articles, and the By-Laws, and as it they may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against dwelling unit owners to defray the costs, expenses and losses of the condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the property of the condominium.
4. To purchase insurance upon the property of the condominium and insurance for the protection of the Association and its members as dwelling unit owners.
5. To reconstruct the improvements after casualty and to further improve the property.
6. To make and amend reasonable regulations regarding the use of the property of the condominium, ~~provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Association before such shall become effective.~~
7. To approve or disapprove the transfer, mortgage and ownership of dwelling units as may be provided in the Declaration of Condominium and the By-Laws.
8. To enforce by legal means the provisions of Chapter 718 of the Florida Statutes, the Declaration of Condominium, these Articles, the By-Laws of the

Association, and the Regulations for the use of the ~~property of the~~ condominium property and units.

9. To contract for the management of the condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have the approval of the Board of Directors or the membership of the Association.

10. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions. All contracts shall be bid and procured in accordance with the applicable Condominium Act provisions and its regulations.

11. To employ personnel to perform the services required for proper operation of the condominium.

12. To grant permits, licenses and easements over the common areas and Condominium Property for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium Property.

C. The Association shall not have the power to purchase a dwelling unit of the condominium 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 the unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

D. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

MEMBERS

A. The members of the Association shall consist of all of the record title owners of dwelling 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. A dwelling unit may only be owned by family members or a family trust. Corporate or other forms of business ownership are prohibited. Family is defined in Article II of the Declaration.

B. After receiving the approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a dwelling unit in the condominium and the delivery to the Association of a recorded 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 is terminated.

C. 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 his dwelling unit.

D. The owner of each dwelling unit shall be entitled to ~~at least one~~ vote as a member of the Association. The exact number of votes to be cast by owners of a dwelling unit and the manner of exercising voting rights shall be determined by the Declaration and By-Laws of the Association. Provided, however, that there shall be only one (1) vote per unit in the condominium.

ARTICLE V

DIRECTORS

A. The affairs of the Association will be managed by a board consisting of the number of directors as determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of five (5) directors. Directors ~~need not~~ must be members of the Association.

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

~~C. Directors may also be elected when unit owners other than the Developer own fifteen percent (15%) or more of the units that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect not less than one third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of an Association three (3) years after sales by the Developer have been closed of fifty percent (50%) of the units that will be operated ultimately by the Association, or three (3) months after sales have been closed by the Developer of ninety percent (90%) 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 by the Developer for sale in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one~~

~~(1) member of the Board of Directors of an Association as long as the Developer holds for sale in the ordinary course of business any units in a condominium or cooperative operated by the Association:~~

~~D. Within sixty (60) days after unit owners other than the Developer are entitled to elect a member or members of the Board of Directors of an Association, the Association shall call and give not less than thirty (30) days nor more than forty (40) days notice of a meeting of the unit owners for this purpose:~~

~~E. As long as the Developer holds units for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the Developer: (1) Assessment of the Developer as a unit owner for capital improvements. (2) Any action by the Association that would be detrimental to the sales of units by the Developer. However, an increase in assessments for common expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of the units:~~

~~F. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

~~FRANCIS R. MELEHAN 210 Summit Avenue, Montvale,
New Jersey~~

~~JAMES S. McENTEGART~~

~~PATRICIA A. MELEHAN 210 Summit Avenue, Montvale,
New Jersey~~

ARTICLE VI OFFICERS

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:~~

~~FRANCIS R. MELEHAN President~~

~~JAMES S. McENTEGART Vice-President~~

~~PATRICIA A. MELEHAN~~

~~Secretary, Treasurer~~

ARTICLE VII

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 or 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 or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. 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 VIII

BY-LAWS

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

ARTICLE IX

AMENDMENTS

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

A. 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.

B. A resolution for the adoption of a proposed amendment may be proposed either by 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, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

1. Such approvals must be by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than two-thirds (2/3) of the total votes of the entire membership of the Association; or

2. By not less than seventy-five percent (75%) of the total votes of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section G of ARTICLE III without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment shall be recorded in the Public Records of Palm Beach County, Florida.

E. Amendments may also be approved by written agreement as described in the By-Laws.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

~~The names and addresses of the subscribers of these Articles of Incorporation are as follows:~~

~~FRANCIS R. MELEHAN 210 Summit Avenue, Montvale, New Jersey~~

~~PATRICK M. GORDON 228 Golfclub Circle, Tequesta, Florida 33458~~

~~WILLIAM E. SHANNON 128 Third Street Apt. 1, Jupiter, Florida 33458~~

IN WITNESS WHEREOF, THE SUBSCRIBERS HAVE AFFIXED THEIR SIGNATURES THE
THIS 8TH DAY OF July, 1977.