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JOSEPH ARENA, ESQ.
jarena@ssclawfirm.com

February 4, 2021

Florida Department of State
Division of Corporations - Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

**Re: W.F. Association, Inc. (the "Association")
Document No.: 742227**

To Whom It May Concern:

Enclosed with this letter please find an original Amended and Restated Articles of Incorporation of W.F. Association, Inc. (the "Amended and Restated Articles"), a copy of same, and a self-addressed return envelope containing postage. As indicated on Page 1 of the enclosed Amended and Restated Articles, they were approved by a vote of the Board of Directors at a meeting held on September 24, 2020, and by the Association's membership at a Special Members' Meeting held on November 19, 2020. They are effective immediately, and they amend and restate the Association's Articles of Incorporation in their entirety.

The enclosed Amended and Restated Articles are submitted for the Department's review and processing. Please also find enclosed a check made payable to "Florida Department of State" in the amount of \$43.75 reflecting filing fees plus fees associated with obtaining Department certification of the enclosed copy.

Please have the Department update its records to reflect the Amended and Restated Articles, certify the copy we have submitted, and return the certified copy to us. Do not hesitate to contact me with any questions or concerns about this submission. We are anxious to receive the Department's certification of the Amended and Restated Articles so that we may file them in the county public records.

To reach me without delay, please dial 561-237-6826 or send an email to jarena@ssclawfirm.com

Very truly yours,

SACHS SAX CAPLAN

Joseph Arena

JOSEPH ARENA
For the Firm

JA/cr
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
W.E. ASSOCIATION, INC.

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At a meeting of the Board of Directors of W.E. Association, Inc. (sometimes hereinafter referred to as the "Association") held on September 24, 2020, the Board of Directors approved these Amended and Restated Articles of Incorporation of W.E. Association, Inc. (hereinafter "Amended and Restated Articles") by a greater than two-thirds (2/3rds) vote. At a special meeting of the Members of the Association held on November 19, 2020, these Amended and Restated Articles were approved by more than seventy-five percent (75%) of the votes of all of the Association's Unit Owners.

These Amended and Restated Articles shall amend, supersede, and replace the Articles of Incorporation of W.E. Association, Inc. recorded in the Public Records of Palm Beach County, Florida at Official Records Book 2852, Page 1046, as they have been amended from time to time, in their entirety.

The Association was incorporated as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes. Capitalized terms in these Amended and Restated Articles shall have the same meanings as defined in the Association's Amended and Restated Declaration of Condominium, as it may be amended from time to time.

ARTICLE I. NAME

The name of the corporation shall be W.E. ASSOCIATION, INC.

ARTICLE II. PURPOSE

2.1 The purpose for which the Association is organized is to provide a corporate entity, pursuant to the Condominium Act, Chapter 718, Florida Statutes, for the operation of WATERWAY EAST, a Commercial Condominium, located upon the following lands in Palm Beach County, Florida:

A portion of Blocks 141 and 149, Town of Linton (now Delray Beach), as recorded in Plat Book 1, Page 25, of the Public Records of Palm Beach County, Florida, being bounded on the West by the Easterly right of way line of the Intracoastal Waterway as recorded in Plat Book 17, on Page 16-B, of the Public Records of Palm Beach County, Florida, and bounded on the South by a line 318.00 feet South of and parallel with the North line of the Northwest quarter (N.W. ¼) of the Southeast quarter (S.E. ¼) of Section 16, Township 46 South, Range 43 East, Palm Beach County, Florida, and bounded on the East by the West line of Block "6" of

John B. Reid's Village as recorded in Plat Book 21, Page 95, of the Public Records of Palm Beach County, Florida, and bounded on the North by the existing South right of way line of Atlantic Avenue; together with Block "B" of the aforesaid John B. Reid's Village. Subject to conditions, restrictions, reservations and easements of record.

2.2 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:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit that are not in conflict with the terms of the Condominium Documents.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, as amended from time to time, except as may be specifically limited by these Articles and the Amended and Restated Declaration of Condominium, and all of the powers and duties reasonably necessary and convenient to operate the Condominium pursuant to the Amended and Restated Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:

a. To make and collect Assessments against Unit Owners to defray the costs, expenses, and losses of the Association.

b. To use the proceeds of Assessments in the exercise of its powers and duties.

c. To maintain, repair, replace, and operate the Common Elements and such other portions of the Condominium Property as are specified by the Amended and Restated Declaration of Condominium.

d. The purchase of insurance as required by Chapter 718, Fla. Stat., as amended from time to time, and, if not so required, as the Board of Directors deems prudent.

e. The reconstruction of improvements after casualty and the further improvement of the Condominium Property.

f. To make and amend Rules and Regulations regarding the use of the Condominium Property.

g. To approve or disapprove the transfer, mortgage, and ownership of Units to the extent provided by the Condominium Documents.

h. To enforce by legal means the provisions of the Condominium Act, the Amended and Restated Declaration of Condominium, these Amended and Restated Articles, the Amended and Restated By-laws of the Association, and the Rules and Regulations.

i. To contract for the management of the Association and to delegate to such contractor any powers and duties of the Association except those that are specifically required by the Condominium Documents to have approval of the Unit Owners.

j. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation, and to lease such portions.

k. To employ personnel to perform the services required for proper operation of the Association.

l. To borrow money upon such terms and conditions as may be approved by a vote of no less than two-thirds (2/3rds) of all members of the Board of Directors.

m. To levy fines and suspensions pursuant to Fla. Stat. §718.303, as amended from time to time.

n. To make such agreements regarding the use and maintenance of the Condominium's parking areas as may be deemed prudent by the Board of Directors.

o. To authorize material alterations and substantial additions to the Common Elements as provided by the Amended and Restated Declaration of Condominium.

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

3.4 All funds and the titles of all Units and/or other real property acquired by the Association shall be held for the benefit of all Unit Owners but may be spent, sold, leased, encumbered, used as collateral for loans and lines of credit, and otherwise managed as may be determined by the Board of Directors.

3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Amended and Restated Declaration of Condominium and the Amended and Restated By-laws.

ARTICLE IV. MEMBERS

4.1 The members of the Association shall consist of all of the Unit Owners, and in the event of termination of the Condominium, the members shall consist of all Unit Owners at the time

of such termination and their successors and assigns. Partnership and corporate ownership of Units is specifically allowed.

4.2 After receiving the Association's approval as provided by the Amended and Restated Declaration of Condominium, a 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 Unit in the Condominium and the delivery to the Association of a copy of such instrument. The recipient of title designated by such instrument shall automatically become a member of the Association, and the membership of the prior Unit Owner shall simultaneously terminate. With regard to voting, notice, and all other matters involving the Association, corporations shall be represented by their presidents or, alternatively, by any duly authorized corporate officer who may be designated in writing as the corporation's authorized representative. However, nothing stated in this paragraph shall prevent the Association from maintaining an action to obtain available relief in connection with an unapproved conveyance or transfer of title of a Unit.

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 an appurtenance to his or her Unit.

4.4 The owner of each Unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by Unit Owners and the manner of exercising voting rights shall be as set forth in the Association's Amended and Restated By-Laws.

ARTICLE V. BOARD OF DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors consisting of the number of Directors determined by the Amended and Restated By-Laws.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner set forth in the Amended and Restated By-Laws.

ARTICLE VI. OFFICERS

The Association shall have officers elected by the Board of Directors at its first meeting following each annual meeting of the members. Officers shall serve at the pleasure of the Board of Directors.

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 or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misconduct, willful violation of the law, or gross negligence in the performance of his or her 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 interests 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 Amended and Restated By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by members in the manner provided in the Amended and Restated By-Laws.

ARTICLE IX. AMENDMENTS

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

9.1 Notice of the proposed amendments shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 In order to pass and be adopted, proposed amendments must be approved by not less than two-thirds (2/3rds) of Unit Owners voting in person or by proxy at a meeting of the Association's members at which a quorum is obtained.

9.3 Omitted.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE X. TERM

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, these Amended and Restated Articles have been duly adopted.

Dated: January 27th 2021

Witness #1 [Signature]
Tom Perry

Witness #2 [Signature]
ALANIC PERRY

W.E. ASSOCIATION, INC.
By: [Signature] President
Brenda Pumilia, as President

Attest: [Signature]
Lindsey Gasparini as Secretary

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me by means of physical presence this 11th day of January, 2021, by Brenda Pumilia, as President of W.E. Association, Inc., a condominium association, and by Lindsey Gasparini, as Secretary of W.E. Association, Inc. on behalf of the corporation. They are personally known to me OR produced identification.

[Signature]
Notary Public



Print Name: JENNIFER L. STRICKLAND

My commission expires: _____

Designation of Registered Agent.

W.E. Association, Inc. designates the following Registered Agent to accept service of process within this state:

Associated Corporate Services, LLC
6111 Broken Sound Parkway NW, Suite 200
Boca Raton, FL 33487

The Association reserves the right and shall have the right to change Registered Agents from time to time without the need to amend these Amended and Restated Articles.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Associated Corporate Services, LLC

By: 

Signature

Louis Kaplan
Printed Name