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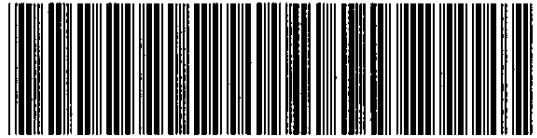
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April 17, 2009

Reply To:
West Palm Beach
Kenneth S. Direktor, Esq.
Direct dial: (561) 820-2880
kdirektor@becker-poliakoff.com

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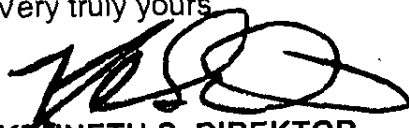
RE: Sandpointe Bay Condominium Association, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Sandpointe Bay Condominium Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours


KENNETH S. DIREKTOR
For the Firm

KSD/tr
Enclosures

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**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
SANDPOINTE BAY CONDOMINIUM ASSOCIATION, INC.**

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The undersigned officers of **Sandpointe Bay Condominium Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article IX thereof, by the membership at a duly called and noticed meeting of the members held February 26, 2009. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION FOR
SANDPOINTE BAY CONDOMINIUM ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "strikeout",
unaffected text indicated by "...")

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 SANDPOINTE BAY CONDOMINIUM ASSOCIATION, INC., (a condominium association). For convenience, the corporation shall be referred to in this instrument as the Association. The registered office of the corporation shall be ~~275 Beach Road~~ 19800 Sandpointe Bay Drive, Tequesta, Florida 33469 33458. The registered agent for the corporation shall be Francis R. Melehan, 275 Beach Road, Tequesta, Florida 33458.

ARTICLE II

PURPOSE

A. The Purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes for the operation of a condominium known as SANDPOINTE BAY CONDOMINIUM, located in Tequesta, Palm Beach County, Florida.

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.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium

pursuant to the Declaration of Condominium and as it 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 the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association, and the Regulations for the use of the property of the condominium.
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.
11. To employ personnel to perform the services required for property operation of the condominium.

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 expense, 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 the 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 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.

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 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 manner of exercising voting rights shall be determined by the By-Laws of the Association.

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 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. When unit owners other than the Developer own 15% or more of the units in SANDPOINTE BAY CONDOMINIUM, the unit owners other than the Developer shall be entitled to elect no less than 1/3 of the members of the Board of Directors of the Association. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of the Association; (1) 3 years after 50% of the units to be operated by the Association have been conveyed to purchasers; (2) 3 months after 90% of the units to be operated by the Association have been conveyed to purchasers; (3) when all of the units to be operated by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or (4) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever occurs first. The Developer is entitled to elect at least 1 member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least 5% of the total units in SANDPOINTE BAY CONDOMINIUM.~~

~~D. 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 275 Beach Road, Tequesta, FL 33458

ROBERT J. MELEHAN 275 Beach Road, Tequesta, FL 33458

JOYCE SMITH 3313 North Meridian Way, Palm Beach
Gardens, FL 33410

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:~~

President	FRANCIS R. MELEHAN	275 Beach Road, Tequesta, Florida 33458
Vice-President	ROBERT J. MELEHAN	275 Beach Road, Tequesta, Florida 33458
Secretary/Treasurer	JOYCE SMITH	3313 North Meridian Way Palm Beach Gardens, Florida 33410

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 malfeasance 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 shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors or the members of the Association 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 the 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, such approvals shall be by at least forty-eight (48) affirmative votes, either at a meeting or by written agreement.

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 C. 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.

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 275 Beach Road, Tequesta, Florida 33458

ROBERT J. MELEHAN 275 Beach Road, Tequesta, Florida 33458

JOYCE SMITH 3313 North Meridian Way, Palm Beach Gardens,
Florida 33410

* * * * *

WITNESS my signature hereto this 26th day of March, 2009,
at Tequesta, Palm Beach County, Florida.

SANDPOINTE BAY CONDOMINIUM ASSOCIATION, INC.

Ted Grassi
Witness TED GRASSI

BY: [Signature] (SEAL)
President

Debra Cruz
Witness Debra Cruz

ATTEST: [Signature] (SEAL)
Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 26th day of March, 2009, by Bryan Inderrieden and Russ Carnevale, as President and Secretary, respectively, of Sandpointe Bay Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have

produced _____ as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Susan Michel (Signature)

SUSAN Michel (Print Name)

Notary Public, State of Florida at Large



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