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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2023 SEP -8 PM 1:12

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** 100 OCEAN CONDOMINIUM ASSOCIATION, INC.

**DOCUMENT NUMBER:** N22000004884

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

Please return all correspondence concerning this matter to the following:

JENNIFER M. SINCLAIR, ESQ.

(Name of Contact Person)

ARIAS BOSINGER, PLLC

(Firm/ Company)

280 W. CANTON AVE., STE. 330

(Address)

WINTER PARK, FL 32789

(City/ State and Zip Code)

JLEETE@ABLAWFL.COM

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

For further information concerning this matter, please call:

JENNIFER M. SINCLAIR, ESQ.

(Name of Contact Person)

at 407-636-2549

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

**AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
FOR  
100 OCEAN CONDOMINIUM ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

**FILED**  
**2023 SEP -8 PM 1:12**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of 100 Ocean Condominium Association, Inc., a Florida corporation not for profit ("Association"), in accordance with its Articles of Incorporation and Bylaws do hereby certify:

1. The Association was originally incorporated on April 29, 2022, under Document Number N22000004884, pursuant to Chapter 617 of the laws of the State of Florida.
2. The original Articles of Incorporation of the Association ("Original Articles") are hereby duly amended and restated in their entirety in accordance with the provisions of Section 617.1007(1), Florida Statutes, and by the affirmative vote of all of the Board of Directors, acting by unanimous written consent dated 8/28/23, 2023 and by the Developer of the 100 Ocean Condominium, LJS Townhomes, LLC. There are no members entitled to vote on amendments to the Articles of Incorporation.
3. These Amended and Restated Articles of Incorporation have been duly executed by the President and Secretary of the Association on the dates hereinafter set forth on the execution page.
4. As so adopted, these Amended and Restated Articles of Incorporation replace the Original Articles in their entirety and are substituted therefor.

**ARTICLE I**  
**NAME**

The name of the corporation shall be 100 OCEAN CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II**  
**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the Association is at 1402 Highway A1A, Suite A, Satellite Beach, FL 32937, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE III  
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it is amended from time to time (the "Act") for the operation of a condominium located in Brevard County, Florida known as 100 OCEAN, A CONDOMINIUM.

ARTICLE IV  
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Brevard County, Florida, unless herein provided to the contrary, or unless the context requires otherwise.

ARTICLE V  
POWERS

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

A. General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

B. Enumeration. The Association shall have all of the powers granted to the Association in the Act, Chapter 617, Florida Statutes as amended from time to time, the Declaration, the Bylaws and these Articles and all powers reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws and these Articles as they may be amended from time to time.

C. Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency, except in the event of a termination of the Condominium.

D. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

ARTICLE VI  
MEMBERS AND VOTING

A. Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time.

B. Assignment. 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 the Unit for which that share is held.

C. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised in the manner provided in the Declaration and Bylaws.

D. Meetings. The Bylaws shall provide for an annual meeting of the members and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE VII  
TERM OF EXISTENCE

Existence of the Association shall commence with the filing of the Original Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The term for which this Association is to exist shall be perpetual.

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator of the Original Articles is: Sonia A. Bosinger, Arias Bosinger, PLLC, 845 E. New Haven Ave., Melbourne, FL 32901.

ARTICLE IX  
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors as provided in the Bylaws are as follows:

President:	Scott Loveridge	1402 Highway A1A, suite A Satellite Beach, FL 32937
Vice President:	Larry James	1402 Highway A1A, suite A Satellite Beach, FL 32937
Secretary/Treasurer:	James Adam	1402 Highway A1A, suite A Satellite Beach, FL 32937

ARTICLE X  
BOARD OF DIRECTORS

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) directors.

B. Duties and Powers. All the duties and powers of the Association shall be exercised exclusively by the Board of Directors, subject only to approval by Unit Owners when such approval is specifically required under the Act, the Declaration or the Bylaws.

C. Election; Removal. Directors of the Association shall be elected in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods prescribed in the Bylaws.

E. First Directors. The names and addresses of the persons who are to serve as Directors on the First Board until their successors are elected and have qualified as provided in the Bylaws are as follows:

Scott Loveridge	1402 Highway A1A, suite A Satellite Beach, FL 32937
Larry Jarnes	1402 Highway A1A, suite A Satellite Beach, FL 32937
James Adam	1402 Highway A1A, suite A Satellite Beach, FL 32937

ARTICLE XI  
INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post judgment proceedings, reasonably incurred by or imposed upon him/her in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he/she becomes involved by reason of his/her being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a Director or officer admits that he/she is or is

adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, the indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

## ARTICLE XII BYLAWS

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws and the Declaration. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

## ARTICLE XIII AMENDMENTS

Except where otherwise provided by the Declaration, amendments to these Articles shall be proposed by the Board of Directors and adopted as follows: The subject matter of proposed amendments, except for any such amendments approved by the Developer alone, shall be included in the notice of any meeting of the members at which a proposed amendment is to be considered or in connection with documentation for action without a meeting. A resolution for the adoption of a proposed amendment may be adopted by a vote of a majority of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority of the entire Voting Interests. Notwithstanding the foregoing, prior to turnover of control to the Unit Owners other than the Developer, these Articles may be amended unilaterally by the Developer alone. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Brevard County.

## ARTICLE XIV MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes, as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Condominium Property, any such merger or consolidation shall require the Developer's prior approval.

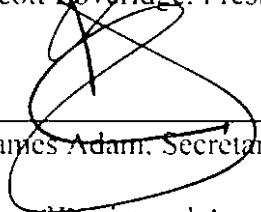
ARTICLE XV  
REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the Association is Irene Fonzi, Esq. 1402 Highway A1A, Suite A, Satellite Beach, FL 32937.

The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by the Developer and all of the Board of Directors, acting by written consent of even date herewith.

Dated: 8-28-2023

By:   
Scott Lovridge, President

Attest:   
James Adam, Secretary

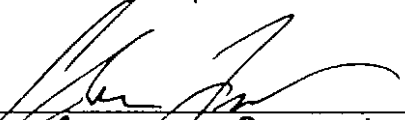
The undersigned hereby accepts the designation of Registered Agent as set forth in Article XV of these Amended and Restated Articles of Incorporation and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

By:   
Printed Name: Irene Fonzi

Dated: 8/28/23

The undersigned, being the Developer of the 100 Ocean Condominium, a Condominium does hereby consent to and affirm the foregoing Amended and Restated Articles of Incorporation.

LJS TOWNHOMES, LLC, a Florida  
limited liability corporation

By:   
Name: CHARLES SCOTT LOVRIDGE  
Title: PRESIDENT  
Dated: 8-28-2023

FILED  
2023 SEP -8 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA