

N24440

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

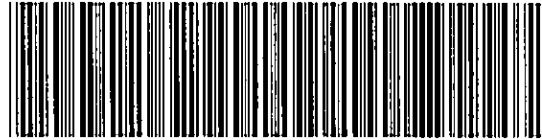
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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JAN 31 2022

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SECRETARY OF STATE  
FALL AND SPRING FLORIDA

2022 JAN -5 PM 2:55

FILED

*Amended  
&  
Restated*





**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

Change                      PT        John Doe

Remove                        V         Mike Jones

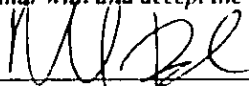
Add                              SV        Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Kaye Bender Rembaum, P.L.  
Address: 1200 Park Central Blvd. S.  
Pompano Beach, FL 33064

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*



Required Signature/Registered Agent

12/22/21

Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

**Adoption of Amendment(s) (CHECK ONE)**

These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was 12-09-2021, and the votes cast were sufficient for approval

These restated articles of incorporation were adopted by the board of directors.

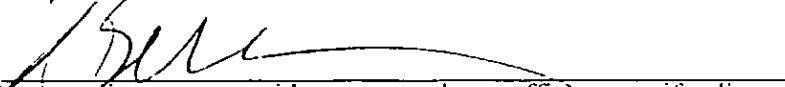
**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: 12/22/AT

Signature:   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

BURT ROSE J  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MONTEGO BAY AT BOCA POINTE CONDOMINIUM ASSOCIATION, INC.**  
(A corporation not for profit)

[Substantial Rewording of Original Article of Incorporation.  
See Original Articles of Incorporation for Present Text]

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, as amended, and do hereby certify as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be MONTEGO BAY AT BOCA POINTE CONDOMINIUM ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Association shall be located at 11784 West Sample Road, Coral Springs, Florida 33065.

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

KAYE BENDER REMBAUM, P.L. is hereby appointed the initial registered agent of this Association, and its address which is 1200 Park Central Boulevard South, Pompano Beach, Florida 33064 is designated as the initial registered office of the Association.

**ARTICLE IV  
PURPOSE**

The purpose for which this Corporation is organized is to provide an entity pursuant to the Condominium Act, Florida Statutes, Chapter 718, as it may be amended from time to time, for the operation of five (5) condominiums to be known as MONTEGO BAY AT BOCA POINTE CONDOMINIUM NO. 1, MONTEGO BAY AT BOCA POINTE CONDOMINIUM NO. 2, MONTEGO BAY AT BOCA POINTE CONDOMINIUM NO. 3, MONTEGO BAY AT BOCA POINTE CONDOMINIUM NO. 4, and MONTEGO BAY AT BOCA POINTE CONDOMINIUM NO. 5, (herein referred to as "Condominium" or the "CONDOMINIUMS"). This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, Directors, or

Officers, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Condominium and to promote the health, safety, and welfare of the residents within the Condominium.

## **ARTICLE V POWERS**

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

5.1 The Association shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the terms of these Articles, the Declaration, the Amended and Restated By-Laws (herein the "By-Laws") or the Florida Condominium Act as any of them may be amended from time to time.

5.2 The Association shall have all of the powers and duties set forth in the Florida Condominium Act, as it may be amended from time to time, as more particularly described in these Articles, the Declarations of Condominium and any Exhibits, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declarations as they may be amended from time to time, including but not limited to the following:

A. To fix, levy, collect and enforce payment by any lawful means all charges or assessments against members to defray the costs, expenses and losses of the Condominium pursuant to the terms of the Declaration;

B. To use the proceeds of assessments in the exercise of its powers and duties;

C. To acquire (by gift, purchase or otherwise), own hold, build upon, maintain, repair, replace, operate, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. To purchase insurance upon the Condominium property and Insurance for the protection of the Association and its members;

E. To reconstruct improvements after casualty and make further improvements to the property;

F. To make and amend reasonable Rules and Regulations effecting the Condominiums, including the common elements and condominium units;

G. To enforce by legal means the provisions of the Condominium Act,



the Declarations of Condominium, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the property in the Condominium, as any of them may be amended from time to time;

H. To contract for the management of the Condominium;

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

J. To employ personnel to perform the services required for proper operation of the Condominium;

K. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

L. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas provided that such merger, consolidation, or annexations shall have the assent of a majority of the votes of the entire membership. Notwithstanding the foregoing, the Association shall undertake the management of future condominiums within MONTEGO BAY Project without the assent of the membership.

5.3 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, the Articles of Incorporation, and the By-Laws.

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

## **ARTICLE VI MEMBERS**

6.1 The members of the Association shall consist of only those persons who are 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, their successors, assigns, and/or Trustees.

6.2 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 of like style and form and the delivery to the Association of a copy of such instrument. The owners designated by such instrument thus become members of the Association, and the membership of the prior owner is terminated.

6.3 Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

**ARTICLE VII  
VOTING RIGHTS**

The owner of a Unit shall be entitled to one (1) vote per Unit owned. When more than one (1) person holds an interest in any Unit, the vote for such Unit shall be exercised as provided in the By-Laws, but in no event shall more than one (1) vote be cast with respect to any Unit.

**ARTICLE VIII  
DIRECTORS**

8.1 The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors, who must be members of the Association. The number of Directors may be changed as provided in the By-Laws of the Association.

8.2 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.

8.3 The Board of Directors shall be elected in the manner determined by the By-Laws.

**ARTICLE IX  
OFFICERS**

The affairs of the Association shall be administered by the officers as 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.

**ARTICLE X  
INDEMNIFICATION**

Every Director, Officer and employee of the Association will be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, 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, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or mal-feasance in the performance of his duty to the Association. Provided that, in the event of a settlement this right of indemnification will only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

### **ARTICLE XI DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the votes of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes as similar as practically possible to those to which they were required to be devoted by the Association.

### **ARTICLE XII DURATION**

The Association shall exist perpetually.

### **ARTICLE XIII BY-LAWS**

The 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.

### **ARTICLE XIV AMENDMENTS**

Amendments to the Articles may be proposed by any member of the Association or the Board of Directors, at a meeting convened in accordance with the By-Laws and must be approved by a majority of the entire membership of the Board of Directors and not less than a majority of the total votes of the voting members of the Association present at the meeting in person or by proxy.

### **ARTICLE XV**

**SUBSCRIBERS**

The name and address of the subscriber to these Amended and Restated Articles of Incorporation is:

MICHAEL S. BENDER, ESQ.

1200 Park Central Boulevard South  
Pompano Beach, Florida 33064

IN WITNESS WHEREOF, the undersigned have subscribed their names respectively to the Amended and Restated Articles of Incorporation of MONTEGO BAY AT BOCA POINTE CONDOMINIUM ASSOCIATION INC., a corporation not for profit.

WITNESSES:

*Christine R. Giordano*  
*Christine R. Giordano*

Print

*Michael S. Bender*  
Michael S. Bender

Dated: 12/22/2021

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Michael S. Bender, to me well known to be the individual described in and who executed the foregoing Amended and Restated Article of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand official seal this 22 day of December, 2021.

*Christine R. Giordano*  
NOTARY PUBLIC

My Commission Expires:

