768034

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

400326810884

04/22/13--01041--050 **35.00

FILED
2013 APR 22 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 1 2013
T. LEMIEUX

Kenneth S. Direktor, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: (954) 965-5050 Fax: (954) 985-4176
kdirektor@beckerlawyers.com

Becker & Poliakoff
1 East Broward Blvd.
Suite 1800
Ft. Lauderdale, Florida 33301

Becker

April 19, 2019

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32314

**RE: Champlain Towers South Condominium Association, Inc.**
**Document No. 758034**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Amended and Restated Articles of Incorporation for Champlain Towers South Condominium Association, Inc., as well as a check in the amount of **$35.00** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Sincerely,



**Kenneth S. Direktor**
For the Firm

KSD/og
Enclosures

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.**

FILED

2019 APR 22 P 2:50

The undersigned officers of **Champlain Towers South Condominium Association, Inc.** do hereby certify that the following Amended and Restated Articles of Incorporation of said corporation is a true and correct copy as amended, pursuant to Article XI thereof, by the membership at a duly called and noticed meeting of the members held **March 20, 2019, and recessed to and reconvened on April 11, 2019**. The Amended and Restated Articles were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

**SEE ATTACHED**

WITNESS my signature hereto this 12 day of April, 2019, at Surfside, Miami-Dade County, Florida.

**CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.**

Witness

BY: _____ (SEAL)
Anette Goldstein, President

Notary Public State of Florida
Yadira Santos
My Commission GG 191057
Expires 03/09/2022

Witness

ATTEST: _____ (SEAL)
Mara Chouela, Secretary

Notary Public State of Florida
Yadira Santos
My Commission GG 191057
Expires 03/09/2022

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 12 day of April 2019, by Anette Goldstein and Mara Chouela, as President and Secretary, respectively, of Champlain Towers South Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced N/A identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Notary Public State of Florida
Yadira Santos
My Commission GG 191057
Expires 03/09/2022

_____ (Signature)

Yadira Santos (Print Name)

Notary Public, State of Florida at Large

# AMENDED AND RESTATED
# ARTICLES OF INCORPORATION

## CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.

---

**NOTE: This document is a substantial rewording of the Articles of Incorporation attached as Exhibit 5 to the Declaration of Condominium executed by Developer on July 30, 1981, recorded on August 19, 1981, at Official Records Book 11191, Page 35, of the Public Records of Miami-Dade County, and filed with the Florida Secretary of State on August 4, 1981.**

The Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

## ARTICLE I

## NAME

The name of the Corporation shall be **CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.** For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

## ARTICLE II

## PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of that certain condominium to be known as Champlain Towers South Condominium.

## ARTICLE III

## DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

## ARTICLE IV

## POWERS

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

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

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and Special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium and Association Property.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and Association Property other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and Association Property and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium and Association Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium and Association Property.

H. To contract for the management of the Condominium and Association Property, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium and Association Property.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

K. To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, Special Assessments, income or rights.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

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

4.5 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

## ARTICLE V

## MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public

Records of Miami-Dade County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Residential Unit shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## ARTICLE VI

## TERM OF EXISTENCE

The Association shall have perpetual existence.

## ARTICLE VII

## INCORPORATOR

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

| | |
|---|---|
| Nathan Goldlist | 100 Bayview Drive<br>North Miami Beach, FL 33160 |
| R.A. Blankenstein | 100 Bayview Drive<br>North Miami Beach, FL 33160 |
| Nathan Reiber | 1800 N.E. 114 Street<br>North Miami, FL 33161 |

## ARTICLE VIII

## 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 of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## ARTICLE IX

## DIRECTORS

9.1 Number and Qualification. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws. Only the record title holder of a Unit may hold the office of Director of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. 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.

## ARTICLE X

## INDEMNIFICATION

10.1 Indemnity. To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(B) The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(C) The foregoing indemnity shall include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection

with the defense or settlement of such proceeding, including appeal thereof.

10.2 Limitations. The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

10.3 Inclusions. The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

10.4 Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, by on or behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law.

10.5. Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by law.

10.6. Application for Indemnity. Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

## ARTICLE XI

## AMENDMENTS

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

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by written petition executed by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than seventy-five percent (75%) of the participating members, but no less than a majority of the voting interests of the entire membership, present and voting, in person, by proxy or by any other lawful means, at a members meeting at which a quorum is present or by written agreement, provided a quorum

participates in the vote by written agreement.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

11.4 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Miami-Dade County, Florida.

## ARTICLE XII
## ADDRESS

The principal place of business of the Corporation shall be located at 8777 Collins Avenue, Surfside, FL 33154, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

## ARTICLE XIII

## INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be Becker & Poliakoff, P.A., 1 East Broward Boulevard, Suite 1800, Fort Lauderdale, Florida 33301.

## ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 19 DAY OF APRIL, 2019.

**BECKER & POLIAKOFF, P.A.**
(Registered Agent)

By:_____
KENNETH S. DIREKTOR, ESQ.
For the Firm

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **Champlain Towers South Condominium Association, Inc.** do hereby certify that the following Amended and Restated Articles of Incorporation of said corporation is a true and correct copy as amended, pursuant to Article XI thereof, by the membership at a duly called and noticed meeting of the members held **March 20, 2019, and recessed to and reconvened on April 11, 2019**. The Amended and Restated Articles were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

**SEE ATTACHED**

WITNESS my signature hereto this 12 day of April, 2019, at Surfside, Miami-Dade County, Florida.

**CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.**

Witness

Witness

BY: _____ (SEAL)
Anette Goldstein, President

Notary Public State of Florida
Yadira Santos
My Commission GG 191057
Expires 03/09/2022

ATTEST: _____ (SEAL)
Mara Chouela, Secretary

Notary Public State of Florida
Yadira Santos
My Commission GG 191057
Expires 03/09/2022

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 12 day of April 2019, by Anette Goldstein and Mara Chouela, as President and Secretary, respectively, of Champlain Towers South Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced N/A identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Notary Public State of Florida
Yadira Santos
My Commission GG 191057
Expires 03/09/2022

_____ (Signature)

Yadira Santos (Print Name)
Notary Public, State of Florida at Large

# AMENDED AND RESTATED
# ARTICLES OF INCORPORATION

## CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.

---

**NOTE: This document is a substantial rewording of the Articles of Incorporation attached as Exhibit 5 to the Declaration of Condominium executed by Developer on July 30, 1981, recorded on August 19, 1981, at Official Records Book 11191, Page 35, of the Public Records of Miami-Dade County, and filed with the Florida Secretary of State on August 4, 1981.**

The Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

## ARTICLE I

## NAME

The name of the Corporation shall be **CHAMPLAIN TOWERS SOUTH CONDOMINIUM ASSOCIATION, INC.** For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

## ARTICLE II

## PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of that certain condominium to be known as Champlain Towers South Condominium.

## ARTICLE III

## DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

## ARTICLE IV

## POWERS

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

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

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and Special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium and Association Property.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and Association Property other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and Association Property and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium and Association Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium and Association Property.

H. To contract for the management of the Condominium and Association Property, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium and Association Property.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

K. To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, Special Assessments, income or rights.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

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

4.5 Distribution of Income. The Association shall make no distribution of income to its Members, Directors or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

## ARTICLE V

## MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public

Records of Miami-Dade County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Residential Unit shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## ARTICLE VI

## TERM OF EXISTENCE

The Association shall have perpetual existence.

## ARTICLE VII

## INCORPORATOR

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

| | |
|---|---|
| Nathan Goldlist | 100 Bayview Drive<br>North Miami Beach, FL 33160 |
| R.A. Blankenstein | 100 Bayview Drive<br>North Miami Beach, FL 33160 |
| Nathan Reiber | 1800 N.E. 114 Street<br>North Miami, FL 33161 |

## ARTICLE VIII

## 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 of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## ARTICLE IX

## DIRECTORS

9.1 Number and Qualification. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws. Only the record title holder of a Unit may hold the office of Director of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. 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.

## ARTICLE X

## INDEMNIFICATION

10.1 Indemnity. To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(B) The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(C) The foregoing indemnity shall include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection

with the defense or settlement of such proceeding, including appeal thereof.

10.2 Limitations. The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

10.3 Inclusions. The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

10.4 Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, by on or behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law.

10.5. Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by law.

10.6. Application for Indemnity. Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

## ARTICLE XI

## AMENDMENTS

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

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by written petition executed by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than seventy-five percent (75%) of the participating members, but no less than a majority of the voting interests of the entire membership, present and voting, in person, by proxy or by any other lawful means, at a members meeting at which a quorum is present or by written agreement, provided a quorum

participates in the vote by written agreement.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

11.4 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Miami-Dade County, Florida.

## ARTICLE XII
## ADDRESS

The principal place of business of the Corporation shall be located at 8777 Collins Avenue, Surfside, FL 33154, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

## ARTICLE XIII

## INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be Becker & Poliakoff, P.A., 1 East Broward Boulevard, Suite 1800, Fort Lauderdale, Florida 33301.

## ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 19 DAY OF APRIL, 2019.

**BECKER & POLIAKOFF, P.A.**
(Registered Agent)



By:_____
KENNETH S. DIREKTOR, ESQ.
For the Firm