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2022 OCT 15 PM 3:55

Amended & Restated

OCT 27 2022

D CUSHING

This instrument prepared by:
Chelle Konyk, Esquire
Konyk & Lemme PLLC
140 INTRACOASTAL POINTE DR.
STE 310
JUPITER FL 33477
(561) 935.6244

2022 JUL 15 PM 3:55

**CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CAPRI A ASSOCIATION, INC.
A Florida Corporation Not-For-Profit**

I HEREBY CERTIFY that the Amended and Restated Articles of Incorporation attached as Exhibit "4" to this Certificate were duly adopted as the Amended and Restated Articles of Incorporation of Capri A Association, Inc., ("Articles"). The Amended and Restated Articles were approved by the members by written consent in lieu of a meeting pursuant to Florida Statutes, Section 617.0701. The original Articles of Incorporation for Capri A Association, Inc. are recorded in Official Record Book 3125, at Page 1888, et seq., of the Public Records of Palm Beach County, Florida.

DATED this 12th day of July 2022

Signed in the presence of Witnesses as to Both:

Association:

By: *Amanda Brown*
Signature of First Witness

Capri A Association, Inc.
A Florida Corporation Not-For-Profit

Amanda Brown
Print Name of First Witness

By: *Gaelyn Todaro*
Gaelyn Todaro, President

By: *Leslie Ginocchio*
Signature of Second Witness

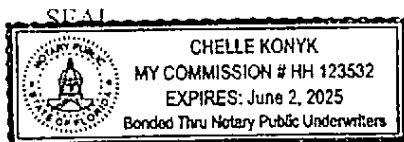
LESLIE GINOCCHIO
Print Name of Second Witness

By: *Debbie Sawyer*
Debbie Sawyer, Secretary

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by [X] means of physical presence or [] online notarization this 12th day of July 2022 by Gaelyn Todaro as President and Debbie Sawyer, as Secretary of Capri A Association, Inc. personal known to me who executed the foregoing instrument. Both acknowledged to and before me that they executed such instrument with due and regular corporate authority and that said instrument is the free act and deed of the Association.



Chelle Konyk
Notary Public, State of Florida at Large



CHELLE KONYK, ESQ.
THERESA M. LEMME, ESQ.
MICHAEL S. STEINER, ESQ.

July 12, 2022

Amendment Section
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Articles of Amendment

CAPRI A ASSOCIATION, INC.

DOCUMENT NUMBER: 746641

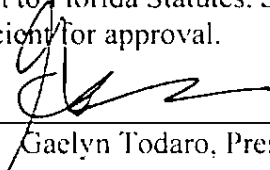
The attached Articles of Amendment are adopted as of June 27, 2022, and the filing fee of \$35.00 is submitted for filing.

Please return all correspondence to:

CHELLE KONYK, ESQ.
KONYK & LEMME PLLC
140 INTRACOASTAL POINTE DR.
STE 310
JUPITER FL 33477

For further information contact: Chelle Konyk at 561.935.6244

A vote of the members was required to adopt the amendments. The amendments were adopted by written consent in lieu of a meeting pursuant to Florida Statutes, Section 617.0701 and the number of votes cast for the amendments was sufficient for approval.

By: 
Gaelyn Todaro, President

By: 
Debbie Sawyer, Secretary

Name of Registered Agent:
CHELLE KONYK, ESQ.
KONYK & LEMME PLLC
140 INTRACOASTAL POINTE DR.; STE 310; JUPITER FL 33477

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


CHELLE KONYK, ESQ.,
REGISTERED AGENT

EXHIBIT "4"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CAPRI A ASSOCIATION, INC.

The undersigned Subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1 NAME

The name of the corporation shall be CAPRI A 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 By-Laws of the Association as the "By-Laws".

ARTICLE 2 PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Palm Beach County, Florida, and known as CAPRI A Condominium (the "Condominium").

ARTICLE 3 DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4 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 corporation not for profit 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 limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as it may be amended from time to time, including but not limited to the following:
 - (a) To make and collect 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.
 - (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for use by Unit Owners.
 - (d) To purchase insurance upon the Condominium property and the Recreation Area, and insurance for the protection of the Association, its officers, directors, and members as Unit Owners.

- (e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Condominium property and for the health, comfort, safety, and welfare of the Unit Owners.
 - (f) To approve or disapprove the leasing, 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, the Agreement for Deed, and the rules and regulations for the use of the Condominium property.
 - (h) To contract for the management of the Condominium, the Recreation Area, and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered, into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.
 - (i) To employ personnel to perform the services required for proper operation of the Condominium.
 - (j) To borrow funds needed to maintain or improve the common and limited common elements.
- 4.3 Condominium property. 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 Distribution of income. The Association shall make no distribution of income to its members, directors, or officers.
- 4.5 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.

ARTICLE 5 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 shall consist of those who are members at the time of the termination and their successors and assigns.
- 5.2 Evidence. After approval of the transfer, or of the ownership, of a unit in the manner required by the Declaration, change of membership in the Association shall be established by (a) recording in the public records of Palm Beach County, Florida, a certificate of the Association stating the approval required by the Declaration, (b) recording in the public records of Palm Beach County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a certified copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated.
- 5.3 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.
- 5.4 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 or cast in the manner provided by the

Declaration and By-Laws. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned.

5.5 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 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7 SUBSCRIBERS

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

NAME	ADDRESS
1. CHARLES JACOBSON	7000 Atlantic Avenue, Delray Beach, Florida
2. PHYLLIS PENDELL	7000 Atlantic Avenue, Delray Beach, Florida
3. DIANE TAYLOR	7000 Atlantic Avenue, Delray Beach, Florida

ARTICLE 8 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. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are:

NAME	ADDRESS
Gaelyn Todaro, President	6300 Park of Commerce Blvd., Boca Raton FL 33487
Debbie Sawyer, Secretary	6300 Park of Commerce Blvd., Boca Raton FL 33487
Robert Fields, Treasurer	6300 Park of Commerce Blvd., Boca Raton FL 33487

ARTICLE 9 DIRECTORS

9.1 Number and qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors, and which in the absence of determination shall consist of three (3) directors.

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. Director's may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE 10 INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding 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 willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The determination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which 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 reasonable cause to believe that his conduct was unlawful.
- 10.2 Expenses. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.
- 10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.
- 10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-

law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- 10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 11 BY-LAWS

The first By-Laws of the Association were adopted by the Board of Directors and may be altered, amended, or rescinded by the directors and members in the manner provided by the By-Laws.

ARTICLE 12 AMENDMENTS

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

- 12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- 12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of 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 the approval is delivered to the secretary at or prior to the meeting. The Approvals must be either
- (a) by not less than a majority of the Board of Directors; or
 - (b) by not less than 75% of the votes of the entire membership of the Association.
- 12.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, and 4.5 of Article 4, entitled "Powers", without approval in writing by all members. No amendment shall be made that is in conflict with the Act or the Declaration
- 12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the public records of Palm Beach County, Florida.

IN WITNESS WHEREOF, We, being the President and the Secretary of Capra A ASSOCIATION, INC. have hereunto set our hands this 12 day of July 2022.

BY: [Signature]
Gaelyn Todaro, President

BY: [Signature]
Debbie Sawyer, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by [X] means of physical presence or [] online notarization by Gaelyn Todaro, President and Debbie Sawyer, Secretary who after being sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal in Palm Beach County, Florida this 12 day of July 2022.

SEAL

[Signature]
Notary Signature



WITH CHELLE KONYK, ESQ. KONYK & LEMME PLLC AS REGISTERED AGENT.

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT

[Signature]
CHELLE KONYK, ESQ.