

03/11/2019
3/1/2019

08:48 AM PST

TO:18506176380 FROM:5615448999

Page: 1

Division of Corporations

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000070114 3)))



H190000701143ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : PADULA BENNARDO LEVINE, LLP
Account Number : 120160000061
Phone : (561)544-8900
Fax Number : (561)544-8999

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: cb@pbl-law.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN NAUTICAL AIRE INC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

SECRET
TALLA HALL, FL

2019 MAR -1 AM 11:12

FILED

RECEIVED
MAR 14 2019

RECEIVED

2019 MAR -1 PM 12:34

SECRET
TALLA HALL, FL

Electronic Filing Menu

Corporate Filing Menu

Help

03/11/2019

08:48 AM PST

TO:18506176380 FROM:5615448999
(((H19000070114 3)))

Page: 2

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
NAUTICAL AIRE, INC.

2019 MAR -1 AM 11:12

Pursuant to Section 607.1006, Florida Statutes, the undersigned officer, for the purpose of amending Nautical Aire, Inc., a Florida corporation, Document No. 229943 under the laws of the State of Florida, hereby adopts the following Amended and Restated Articles of incorporation:

ARTICLE 1
CHANGE OF NAME

The name of the corporation shall hereinafter be NAUTICA DELRAY, INC. For convenience, the cooperative shall be referred to in this instrument as the "Association," these Amended and Restated Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2
OFFICE

The principal office and mailing address of the Association shall be at 185 NE 4th Avenue, No. 104, Delray Beach, Florida 33483, 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 3
TERM OF EXISTENCE

The Association is to exist perpetually.

ARTICLE 4
REGISTERED AGENT

The registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles is:

Padula Bernardo Levine, LLP
3837 NW Boca Raton Boulevard
Suite 200
Boca Raton, FL 33431

ARTICLE 5
PURPOSE

This Association is organized for the purpose of providing an entity under the Chapter 719, Florida Statutes, the Florida Cooperative Act, as it exists on the date hereof and hereinafter amended (the "Act"), for the express purpose of acquiring, owning, constructing, leasing and operating that certain cooperative building located in Palm Beach County, Florida, and known as NAUTICA DELRAY (the "Property"). The Property upon which said building is erected shall be held by the cooperative with the shareholder being tenants thereof on a cooperative basis, and the expense and maintenance of such building shall be provided for by assessment of the shareholder-tenants without the realization of profit or gain to the cooperative or any of the shareholders thereof.

ARTICLE 6
POWERS

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

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

(((H19000070114 3)))

- 6.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, and except as limited by the Act, those powers and duties set forth in these Articles and the Bylaws and all of the powers and duties reasonably necessary to operate the Property pursuant to the Bylaws, as they may be amended from time to time
- 6.3 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Bylaws, and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Bylaws.

ARTICLE 7
CAPITAL STOCK

The maximum authorized capital stock of the cooperative shall consist of 128 shares of Common Stock of the par value of \$0.00. All shares of stock must be paid for in cash or its equivalent prior to the issuance of same by the Association. No stockholder shall be personally liable for any debt or obligation incurred by the cooperative.

ARTICLE 8
DIRECTORS

The business and affairs of the Association shall be managed by the Board of Directors. The number of any qualification for Directors shall be specified in the Bylaws. The number of directors shall not be less than three (3).

ARTICLE 9
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Robert Gregorski

Vice President: Robert Gregorski

Secretary: Robert Gregorski

Treasurer: Robert Gregorski

ARTICLE 10
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 11
CONVEYANCE OR MORTGAGING OF CORPORATE ASSETS

The Association can make a conveyance or mortgage of real property of the Association only upon a unanimous vote of the shareholders of record. The foregoing restriction shall apply also to leasing of the real property of the Association, other than the leasing of the individual Units. The foregoing restriction shall in no way limit the power of the Association in leasing any of its Units for any period or term, definite or indefinite.

ARTICLE 12
AMENDMENTS

Any amendment to this Articles of Incorporation shall be made only upon a unanimous vote of the shareholders of record.

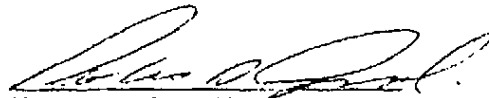
(((H19000070114 3)))

ARTICLE 13
BYLAWS

The Bylaws of the Association have been adopted by the shareholders and Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Act.

These Amended and Restated Articles of Incorporation were adopted by Written Consent of all of the Directors and Shareholders of the Cooperative on the day below executed.

IN WITNESS WHEREOF, the undersigned Officer has executed these Amended Articles of Incorporation on February, 2019.



Name: Robert Gregorski
His: President

((H19000070114 3)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the City of Delray Beach, County of Palm Beach, State of Florida, the corporation named in the said Articles has named Padula Bennardo Levine, LLP, located at 3837 NW Boca Raton Boulevard, Suite 200, Boca Raton, Florida 33431, as its statutory registered agent.

Having been named the statutory registered agent of said corporation, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Dated this 15th day of February, 2019.

PADULA BENNARDO LEVINE, LLP

By: 

Name: Cristofor A. Bennardo
Partner

((H19000070114 3)))