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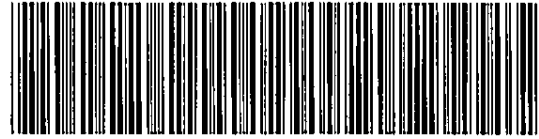
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*Amended or  
Restated*

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CLERK OF COURT

**BECKER &  
POLIAKOFF**

Mark D. Friedman, Esq.  
Shareholder  
Phone: (561) 820-2868 Fax: (561) 832-8987  
mfriedman@bplegal.com

625 N. Flagler Drive, 7th Floor  
West Palm Beach, Florida 33401

November 7, 2017

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

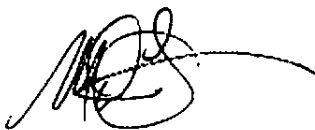
**RE: The Imperial House, Inc.**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Amended and Restated Articles of Incorporation for The Imperial House, 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,



**Mark D. Friedman**  
For the Firm

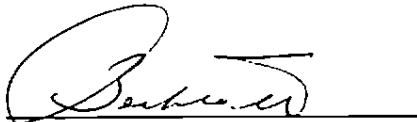
MDF/ebd  
Enclosures

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE IMPERIAL HOUSE, INC.

The undersigned officers of The Imperial House, Inc. do hereby certify that the following Amended and Restated Articles of Incorporation of said corporation are a true and correct copy of the Amended and Restated Articles of Incorporation, as amended pursuant to the requirements of the Florida Statutes, by the membership at a duly called and noticed meeting of the members held June 19, 2017. The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval.

SEE ATTACHED  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE IMPERIAL HOUSE, INC.

WITNESS my signature hereto this 18 day of September 2017, at South Palm Beach, Palm Beach County, Florida.

  
Witness

THE IMPERIAL HOUSE, INC.

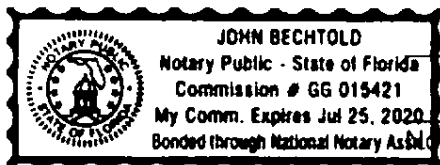
BY Bernice Vukelich (SEAL)  
President

Bernice Fischen  
Witness

ATTEST: Paul Baker (SEAL)  
Secretary

STATE OF FLORIDA :  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 18 day of September, 2017, by Bernice Vukelich and Paul Baker as PRESIDENT and SECRETARY, respectively, of The Imperial House, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced PAID identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.



ACTIVE: 9882223\_1

 (Signature)

John Bechtold (Print Name)  
Notary Public, State of Florida at Large

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**THE IMPERIAL HOUSE, INC.**

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**NOTE: This document is a substantial rewording of the Articles of Incorporation filed with the Florida Secretary of State on November 20, 1959.**

**ARTICLE I**

**NAME**

The name of the Corporation shall be THE IMPERIAL HOUSE, 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 Florida Statute 607 and Florida Cooperative Act, Chapter 719, Florida Statutes (the "Act") as both may be amended from to time, for the operation of that certain cooperative to be known as Imperial House.

**ARTICLE III**

**ISSUANCE OF STOCK**

The maximum authorized capital stock of the Association shall be seventy (70) shares of common stock of value.

**ARTICLE IV**

**DEFINITIONS**

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

## ARTICLE V

### POWERS

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

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

5.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the By-Laws which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Association and Cooperative Property pursuant to its By-Laws, 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 Association.

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

D. To purchase insurance upon the portions of the Cooperative Property not required to be insured by the shareholders, 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 Cooperative Property, Common Areas, Limited Common Areas, Units, 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 By-Laws.

G. To enforce by legal means the provisions of the Act, these Articles, the By-Laws, and the rules and regulations for the use of the Cooperative Property, Common Areas, Limited Common Areas, and Units.

H. To contract for the management of the Cooperative and Cooperative 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 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 the proper operation of the Cooperative and Cooperative 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 Cooperative.

K. The Association shall have the power to purchase Units at sales in foreclosure of liens for Assessments for Common Expenses.

L. To borrow money on behalf of the Association when required in connection with the operation of the Association, care, upkeep, alteration, and maintenance of the Common Areas; such borrowing to be done in the manner provided in the Bylaws.

M. To require that shareholders install hurricane protection on the apertures of their units.

5.3 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 these Articles, and the By-Laws. Sale or transfer of Association assets must be handled in the manner required in the Association's Bylaws.

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

## **ARTICLE VI**

### **MEMBERS**

The Members of the Association shall consist of all the record Owners of Units in the Cooperative; and, after termination of the Cooperative, 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.

## **ARTICLE VII**

### **DIRECTORS**

7.1 Number and Qualification. The property, business and affairs of the Association shall be operated and managed by a board consisting of the number of directors required in the By-Laws.

7.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, 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.

7.3 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 pursuant to the requirements of the Act, and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## **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**

### **BY-LAWS**

The Corporation shall adopt By-Laws for the regulation of its activities, and to further delineate the powers and duties of the Board of Directors and the officers of the Corporation. Said By-Laws may touch on and regulate each and every right, obligation, power, duty or activity of the Corporation, its Directors as such, officers as such, or shareholders as such, as shall not be prohibited by law, provided, however, that said By-Laws may not be inconsistent with these Articles.

## ARTICLE X

### CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in, or is a director, shareholder or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein as long as the approval of such contract was handled in the manner required by the Act and Chapter 607, Florida Statutes, as either is amended from time to time. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, shareholder or officer of such other firm, association, corporation or partnership.

## ARTICLE XI

### INDEMNIFICATION

11.1 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.

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



11.3 Exclusions. 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.

11.4 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.

11.5 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.

11.6 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.

11.7 Directors and Officers Liability Insurance. The Association shall obtain and maintain at all times Directors and Officers Liability Insurance as a common expense.

## ARTICLE XII

### 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 a 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 or by Members holding not less than twenty percent (20%) of the issued and outstanding shares of stock of the Association. A proposed amendment must be approved by not less than two-third (2/3) of the total Voting Interests of the membership of the Association, either at a meeting at which a quorum is established or by written agreement where at least a quorum of the membership participates. The Board of Directors shall be able to amend these Articles to correct any scrivener's errors without the requirement of further approval of the membership, by

filing the revised text in the Public Records of Palm Beach County, Florida and with the State of Florida Division of Corporations.

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

12.4 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 Palm Beach County, Florida.

### ARTICLE XIII

#### DIVIDENDS

Unless otherwise required by law, no dividend shall be paid at any time upon any of the stock issued by this Corporation.

### ARTICLE XIV

#### TERM

The Corporation shall have perpetual existence.

### ARTICLE XV

#### SUBSCRIBERS

The names and post office address of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Anton Aksila	4000 S. County Road S. Palm Beach, Florida
Lara O. Engedal	4001-A S. County Road S. Palm Beach, Florida
Maurice Raeburn	1320 N. 14th Avenue Lake Worth, Florida

## **ARTICLE XVI**

### **ADDRESS**

The post office address of the principal office of this Corporation shall be 4500 S. Ocean Boulevard, South Palm Beach, Florida 33480, or at such other place as may be designated by the Board of Directors.

## **ARTICLE XVII**

### **PROPRIETARY LEASE**

The text of the Proprietary Lease and Occupancy Agreement, as may be amended from time to time, is incorporated herein by reference as if all of the text were written into these Articles of Incorporation.

## **ARTICLE XVIII**

### **INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT**

The registered agent of this Corporation shall be Becker & Poliakoff, P.A., 625 North Flagler Drive, 7th Floor, West Palm Beach, Florida 33401.