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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2/7/17



Marty Platts, Esq.
Senior Attorney
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625 N. Flagler Drive, 7th Floor
West Palm Beach, Florida 33401

February 27, 2017

VIA REGULAR U.S. MAIL

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Colonial Ridge Maintenance Corp.

Dear Sir/Madam:

Enclosed herein please find an original and one copy of the Amended and Restated Articles of Incorporation, for Colonial Ridge Maintenance Corp., as well as check no. 10540 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.

Very truly yours,

A handwritten signature in black ink, appearing to read "M. Platts", written over the typed name.

Marty Platts
For the Firm
MP/asm

ACTIVE: C09004/229402:9452737_1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COLONIAL RIDGE MAINTENANCE CORP.**

The undersigned officers of **Colonial Ridge Maintenance Corp.** 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 by the shareholders at a duly called and noticed meeting of the shareholders held March 19, 2015. The Amended and Restated Articles of Incorporation were adopted by the shareholders and the number of votes cast was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 20TH day of OCTOBER, 2016, at OCEAN RIDGE, Palm Beach County, Florida.

Susan D. Curt **COLONIAL RIDGE MAINTENANCE CORP.**
SUSAN D CURT
Witness Robert F. Jolley BY: John A. Costello (SEAL)
ROBERT F. JOLLEY JOHN A. COSTELLO President

Witness Robert F. Jolley ATTEST: Frank V. Boneillo (SEAL)
ROBERT F. JOLLEY FRANK V. BONEILLO Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me, this 20TH day of OCTOBER, 2016, by JOHN COSTELLO and FRANK BONEILLO as President and Secretary, respectively, of Colonial Ridge Maintenance Corp., a Florida for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath.



GARY J. GRANT
MY COMMISSION # FF 075262
EXPIRES: April 7, 2018
Bonded Thru Budget Notary Services

Gary J. Grant (Signature)
GARY J. GRANT (Print Name)
Notary Public, State of Florida at Large

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

COLONIAL RIDGE MAINTENANCE CORPORATION

NOTE: This document is a substantial rewording of the Articles of Incorporation filed with the Florida Secretary of State on January 14, 1965, recorded on December 21, 2016, at Official Records Book 28786, Page 0596, of the Public Records of Palm Beach County.

ARTICLE I

NAME

The name of the Corporation shall be:

COLONIAL RIDGE MAINTENANCE CORPORATION

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To create a Corporation to acquire any real estate or interest or rights, either improved or unimproved; and to acquire any and all personal property in connection therewith and in connection with the operation and maintenance of the Corporation;

(b) To construct, operate, maintain and improve, and to sell, convey, assign, mortgage or lease any real estate and any personal property necessary to the operation of the Corporation;

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof;

(d) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation;

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SECRETARY OF STATE
JULIA ABRAHAMSON

(e) To make refunds to shareholders as provided for in the By-Laws of the Corporation;

(f) To engage in any and all lawful acts or activities related to any of the above; and

(g) To adopt and amend rules and regulations concerning the details of the operation and use of the Cooperative Property as defined in the amended and restated Bylaws

ARTICLE III

POWERS

This Corporation shall have all powers granted by law to corporations by Chapter 607, Florida Statutes, and to cooperatives by Chapter 719, Florida Statutes, as both may be amended from time to time, which shall be primarily exercised in furtherance of the purposes of this Corporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten (10) shares of common stock, having no par value. The ten shareholders shall be the ten building corporations (hereafter "Building Corporations") at Colonial Ridge Club located at 5500 N. Ocean Boulevard, Ocean Ridge, Florida 33435.

ARTICLE V

MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI

TERM

The Corporation shall have perpetual existence.

ARTICLE VII

ADDRESS

The post office address of the principal office of this Corporation shall be 5505 N. Ocean Boulevard, Ocean Ridge, Florida 33435, or at such other place as may be designated by the Board of Directors.

ARTICLE VIII

DIRECTORS AND OFFICERS

This Corporation shall be governed by a Board of Directors consisting of ten (10) persons, as provided for in the By-Laws. The Board of Directors shall consist of one person representing each of the ten Building Corporations and each person shall be elected by the shareholders of the Building Corporation in the manner and in accordance with the method provided for in the By-Laws of the Corporation, as the same shall be amended from time to time.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

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

(A) The Corporation 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 Corporation against liability incurred in connection with such proceeding.

(B) The Corporation 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 Corporation 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.

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.

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.

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 Corporation, 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.

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 Corporation 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.

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 X

AMENDMENTS

These Articles of Incorporation can be amended in the following manner:

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.

2. **Adoption.** A proposed amendment must be approved by the vote of not less than seven of the ten shareholder Building Corporations after approval by not less than two thirds of the stockholders eligible to vote in each of the shareholder Building Corporations, either at a meeting at which a quorum is established or by written agreement.

3. **Execution and Recording.** A copy of each amendment must be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Articles of Incorporation, which certificate shall be executed by the President or Vice-President and attested by the Secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Palm Beach County.

ARTICLE XI

DIVIDENDS

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

ARTICLE XII

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 XIII

SUBSCRIBERS

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

<u>Name</u>	<u>Post Office Address</u>
Gloria Leek	420 Lincoln Road Miami Beach, Florida
Judith Balsham	420 Lincoln Road Miami Beach, Florida
Nancy Pollack	420 Lincoln Road Miami Beach, Florida

ARTICLE XIV

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be GRS Management Associates, Inc., 3900 Woodlake Blvd., Suite 309, Lake Worth, Florida 33463.