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TALLAHASSEE, FL

Prepared by and Return To:

Peter C. Mollengarden, Esquire
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

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**CERTIFICATE OF FILING OF
AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF 750 OCEAN, INC.**

WHEREAS, the aforementioned Articles of Incorporation were amended pursuant to the provisions of Article XV of said Articles of Incorporation.

NOW, THEREFORE, the undersigned hereby certifies that the following Amendments to the Articles of Incorporation are a true and correct copy of the Amendments to the Articles of Incorporation adopted by the Board of Directors and the membership of the Association and that the number of votes cast for adoption of the Amendments to the Articles of Incorporation was sufficient for approval, and that the attached Amendments to the Articles of Incorporation amend the Articles of Incorporation.

**SEE ATTACHED
AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF 750 OCEAN, INC.**

.....
[Signature and Notary Page to Follow]

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AMENDMENTS TO
ARTICLES OF INCORPORATION
OF
750 OCEAN, INC.

(A CORPORATION NOT FOR PROFIT)

(Additions shown by underlining,
deletions shown by striking through "-----")

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the Formation of Corporations Not for Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

750 OCEAN, INC. which may hereinafter be referred to as the "Corporation" or the "Association". a-condominium

II.

The purposes and objects of the corporation shall be to administer the operation and management of 750 Ocean Condominium, (hereinafter referred to as "the CONDOMINIUM"), a high rise apartment project, formerly known as Sabal Ridge Apartments, a Condominium, established in accordance with the Condominium Act of the State of Florida upon the following described property situate, lying and being in Palm Beach County, Florida, to wit:

A parcel of land lying East of State Road A-1-A in the City of Boca Raton, Florida, Palm Beach County, Florida, being a portion of Government Lot 2 of Section 28 and Government Lot 4 of Section 29 of Township 47 South, Range 43 East, and being more particularly described as follows:

BEGINNING at a point, which point is the intersection of the East right-of-way line of State Road A-1-A and the South line of the North 617 feet of the aforesaid Government lots; thence proceed N. 89° 17' 20" E. along the aforesaid South line 404 feet more or less to a point on the high water line of the Atlantic Ocean, said point being Point "A"; thence commence at the Point of Beginning; runs S. 4° 02' 30" W. along the East right-of-way line of State Road A-1-A, a distance of 223.04 feet to a point; thence with a curve to the left, having a radius of 5679.58 feet, subtended by a central angle of 0° 28' 02", an arc distance of 46.32 feet to a point; thence S. 85° 57' 30" E. 411.00 feet more or less to a point on the high water mark of the Atlantic Ocean, said point being Point "B"; thence proceed from Point "B" in a northerly direction along the meandering high water mark 306.00 feet more or less to Point "A".

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, the By-Laws of the Corporation and ~~which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of Palm Beach County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are were~~ submitted to a plan of Condominium ownership, as the foregoing are amended from time to time; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said CONDOMINIUM. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

III.

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered and pursuant to Chapter 718, Florida Statutes, as the foregoing are amended or renumbered from time to time.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of DWELLINGS, COMMON ELEMENTS and LIMITED COMMON ELEMENTS in said CONDOMINIUM and any Association Property as said terms may be defined in said Declaration of Condominium and Chapter 718, Florida Statutes, as renumbered from time to time. ~~to be recorded.~~

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation ~~which may be hereafter adopted~~, including, the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including DWELLINGS in said CONDOMINIUM, which may be necessary or convenient in the operation and management of the CONDOMINIUM and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the CONDOMINIUM and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium property.

(d) To contract for the management of the CONDOMINIUM and to delegate to such contractor or employee all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or Membership of the Corporation.

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation ~~which may be hereafter adopted~~, and the rules and regulations governing the use of said CONDOMINIUM as same may be hereafter established or amended from time to time.

(f) To exercise, undertake and accomplish all of the rights, duties, powers and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Corporation and Chapters 617 and 718, Florida Statutes, as amended or renumbered from time to time, aforementioned.

IV.

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all DWELLINGS in the CONDOMINIUM shall be members of the Corporation, and no other persons or entities shall be entitled to membership, ~~except as provided in Item (5) of Article IV.~~

2. Membership shall be established by the acquisition of fee title to a DWELLING in the CONDOMINIUM, or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any DWELLING, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more DWELLINGS.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his DWELLING. The funds and assets of the Corporation shall be ~~loaned solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws of the Corporation, and pursuant to applicable law, as amended from time to time.~~ which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each DWELLING in the CONDOMINIUM, which vote may be exercised or cast by the owner or owners of each DWELLING in such manner as may be provided in the By-Laws of hereafter adopted by the Corporation. Should any member own more

than one DWELLING, such member shall be entitled to exercise or cast as many votes as he owns DWELLINGS, in the manner provided by said By-Laws.

~~5.—Until such time as the property described in Article II hereof, and the improvements which may be hereafter constructed thereon, are submitted to a plan of Condominium ownership by the recordation of said Declaration of Condominium, the Membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the Members shall be entitled to vote.~~

V.

The Corporation shall have perpetual existence.

VI.

The principal office of the Corporation shall be located in Florida, 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 unless otherwise provided by applicable law as amended from time to time.

VII.

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice-President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the direction of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent or employee and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the CONDOMINIUM, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

VIII.

The number of members of the first Board of Directors of the Corporation shall be seven. The number of members of succeeding Boards of Directors and the term of office of the Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation. The eligibility requirements for members of the Board of Directors are set forth in the By-Laws and Chapter 718, Florida Statutes, as amended or renumbered from time to time. ~~and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation. Notwithstanding the foregoing, so long as Arvida Corporation,~~

~~a Delaware corporation, hereinafter referred to as "Arvida" is the owner of four (4) or more DWELLINGS in the CONDOMINIUM, it shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Corporation and so long as the said Arvida is the owner of at least one (1) but not more than three (3) DWELLINGS, Arvida shall have the right to designate and select one of the persons who shall serve as a member of each Board of Directors of the Corporation. Arvida may designate and select the person or persons to serve as a member or members of each said Board of Directors in the manner provided in the By-Laws of the Corporation.~~

IX.

The Board of Directors shall annually elect a President, Secretary and Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall serve one (1) year terms provided any officer may be removed from office at any time by vote of the Board of Directors and the Board of Directors may fill such office.

X.

The names and Post Office addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall ~~hold~~ held office for the first year of the Corporation's existence, ~~or and~~ until their successors are were elected and have qualified, are were as follows:

<u>NAME</u>	<u>ADDRESS</u>
BROWN L. WHATLEY	1501 First National Bank Building Miami, Florida 33131
JOSEPH W. DAVIN	1501 First National Bank Building Miami, Florida 33131
FRANK M. STEFFENS	1501 First National Bank Building Miami, Florida 33131
KNOX B. PHAGAN	P.O. Box 100, Boca Raton, Florida
RAY M. SHAW	1501 First National Bank Building Miami, Florida 33131
PAUL S. HRABKO	701 South Ocean Boulevard Boca Raton, Florida
NORMAN A. CORTESE	1501 First National Bank Building Miami, Florida 33131

XI.

The Subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which Subscribers and their respective Post Office addresses are more particularly set forth in Article X above.

XII.

The Officers of the Corporation who shall served until the first election under these Articles of Incorporation ~~shall be~~ were the following:

PRESIDENT:	BROWN L. WHATLEY
VICE PRESIDENT:	JOSEPH W. DAVIN
VICE PRESIDENT:	FRANK M. STEFFENS
TREASURER:	KNOX B. PHAGAN
SECRETARY:	ROBERT B. COLE
ASSISTANT TREASURER:	RAY M. SHAW

XIII.

The original By-Laws of the Corporation ~~shall be~~ were adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is was present, ~~and thereafter, such~~ The By-Laws may be altered or rescinded only in such manner as said By-Laws may provide from time to time.

XIV.

To the greatest extent allowed by law from time to time, Every Director and every officer and committee member of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or which he or she may become involved, by reason of his or her being or having been a Director or officer or committee member at the time such expenses are incurred, except in such cases wherein the Director or officer or committee member is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer or committee member seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer or committee member may be entitled.

XV.

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the DWELLINGS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation ~~for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to~~ and the Association shall give to each member written or printed notice of such Meeting stating the date, time and place of the meeting and reciting the proposed Amendment or Amendments in the reasonably detailed form required by Chapter 718, Florida Statutes, as amended or renumbered from time to time, which notice shall be mailed or hand delivered or electronically transmitted ~~presented personally~~ to each member not less than fourteen (14) ~~ten nor more than thirty~~ days before the date set for such Meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United State Mail, addressed to the member at his Post Office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than 24 two-thirds (2/3) of the DWELLINGS in the CONDOMINIUM in order for such Amendment or Amendments to become effective. Alternatively, such Amendment or Amendments may be approved by written consent in lieu of a meeting by the members owning not less than two-thirds (2/3) of all the DWELLINGS. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Palm Beach County, Florida, ~~within ten (10) days from the date on which the same are so registered.~~ Unless otherwise provided by applicable law, as amended from time to time, ~~At~~ any Meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such Meeting.

~~Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Arvida to designate and select members of each Board of Directors of the Corporation, as provided~~

~~in Article VIII hereof, may be adopted or become effective without the prior written consent of Arvida.~~

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 10th day of November, 1967.