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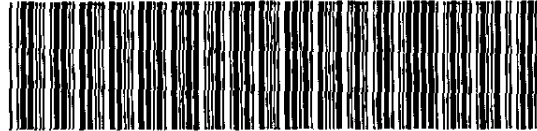
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FILED
05 MAY 16 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
G. Coulllette MAY 23 2005

LEVINE AND BURR, ATTORNEYS

JAY STEVEN LEVINE, P.A.

2500 North Military Trail, Suite 490, Boca Raton, FL 33431 - (561) 999-9925 (561) 999-9958 Fax
3300 PGA Boulevard, Suite 530, Palm Beach Gardens, FL 33410 - (561) 627-3585 (561) 627-0811 Fax
Vero Beach - By Appointment Only
e-mail -robertbburr@aol.com

Jay Steven Levine, Esquire
Robert B. Burr, Esquire
Debbie Alspach, CLA

Please reply to:
Boca Raton, Florida

May 12, 2005

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
AMENDMENTS SECTION
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: **Barr Terrace, Inc.**

Dear Sir/Madam:

Our law firm represents the above referenced corporation. Enclosed please find the following:

1. Articles of Amendment to the Articles of Incorporation with attached Amendment(s);
2. Check for \$35.00;
3. Copy of Articles of Amendment with attached Amendment to be conformed and returned to our office; and
4. Self-addressed stamped envelope.

Please file the Articles of Amendment. Please send our office a conformed copy of the document filed, as well as a letter acknowledging filing of same.

If you have any questions, please call me at 1-800-260-0226. Thank you for your assistance.

Very truly yours,



Robert B. Burr
For the Firm

Enclosures

This document was prepared by
and should be returned to:
Robert B. Burr, Esq.
Levine & Burr, Attorneys.
2500 North Military Trail, Suite 490
Boca Raton, Florida 33431-6348

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
BARR TERRACE, INC.**

FILED
05 MAY 16 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BARR TERRACE, INC. ("Association") are made this 3rd day of May, 2005, by the President and Secretary of the Association.

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of the Association were originally filed with the Florida Secretary of State on November 4, 1968 (Document Number 715507);

WHEREAS, Article IX of the Articles of Incorporation provides that the Articles may be amended by approval of not less than a majority of all Directors and not less than 66-2/3% of the Members of the Association.
; and

WHEREAS, the Association desires that the Amended and Restated articles of Incorporation, attached hereto as Exhibit "A," be certified of record as notice to all current and future members of the Association of the contents of said Amended and Restated Articles of Incorporation;

NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

1. The Association, after giving proper notice, duly conducted a Special Members' Meeting on May 3, 2005.
2. Greater than 66-2/3% of all the Members of the Association, approved and adopted, at said Special Members' Meeting, the Amended and Restated Articles of Incorporation (attached hereto as Exhibit "A").
3. A majority of the entire Board of Directors has properly approved and adopted the Amended and Restated Articles of Incorporation of the Association (attached hereto Exhibit "A").
4. The number of votes cast in favor of the Amended and Restated Articles of Incorporation is sufficient for approval of the Amended and Restated Articles of Incorporation.
5. The adoption of the Amended and Restated Articles of Incorporation appears in the minutes of the Association and said approval is unrevoked.

IN WITNESS WHEREOF, the undersigned have set their hand and seal this 3rd day of May, 2005.

BARR TERRACE, INC.

Gerard Odum
Witness
GERARD ODUM
Printed Name

By: *Torrey Everett*
Torrey Everett, President

Dukie Lyle
Witness
DUKIE LYLE
Printed Name

Attest:
Dukie Lyle
Signature
DUKIE LYLE
Printed Name
Association Secretary

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing Certificate of Amendment was acknowledged before me this 3rd day of May, 2005, by Torrey Everett as President and Dukie Lyle as Secretary of Barr Terrace, Inc., a Florida not-for-profit Corporation, on behalf of said Corporation. The signatories are personally known to me or they have produced _____ as identification.

WITNESS my signature and official seal at Dekey Beach, in the County of Palm Beach, State of Florida, the date and year last aforesaid.

Corinne St. George Nesbitt
NOTARY PUBLIC, State of Florida at Large
My Commission Expires: 5/14/07



CORINNE ST. GEORGE NESBITT
MY COMMISSION # DD 189189
EXPIRES: May 14, 2007
Bonded Three Budget Notary Services

This instrument was prepared by
and should be returned to:
Robert B. Burr, Esq.
Levine and Burr, Attorneys
2500 North Military Trail, Suite 490
Boca Raton, Florida 33431

Exhibit "A"

**[Substantial rewording of Articles of Incorporation. See existing
Articles of Incorporation for present text.]**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BARR TERRACE, INC.,
a Florida not-for-profit corporation**

**BARR TERRACE, INC. ("Association") adopts these Amended and Restated Articles
of Incorporation("Amended and Restated Articles")**

ARTICLE I. NAME AND ADDRESS

**The name of this corporation is BARR TERRACE, INC. For convenience, the
corporation shall be referred to in this instrument as the "Association," these Articles of
Incorporation as the "Amended and Restated Articles," and the Amended and Restated
Bylaws of the Association as the "Amended and Restated Bylaws."**

ARTICLE II. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE III. PURPOSE

**This Association is organized for the purpose of providing an entity under the Florida
Condominium Act ("the Act") for the operation of a Condominium located in Palm Beach
County, Florida, and known as the Bar Terrace Condominium ("the Condominium"), which
is governed by the Amended and Restated Declaration of Condominium for the Barr Terrace
Condominium("the Amended and Restated Declaration"). The specific purposes for which
this Association is formed include, but are not limited to, the following:**

**3.1. To maintain, repair and replace the Common Elements and any other property
the Association is required to maintain, repair and replace.**

**3.2. To acquire, hold, convey, and otherwise deal with real and/or personal
property in its capacity as a Condominium Association.**

**3.3. To levy and collect assessments and other charges from the Unit Owners to
fund the operation of the Association.**

**3.4. To enforce any and all covenants, restrictions and agreements applicable to
the Condominium.**

3.5. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida; the Amended and Restated Declaration, the Amended and Restated Bylaws, these Amended and Restated Articles of Incorporation.

3.6. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its Members as it may deem proper.

ARTICLE IV POWERS AND DUTIES

The powers and duties 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 Florida Condominium Association under Chapter 718, Florida Statutes. The Association shall also have all of the common-law and statutory powers of a Florida corporation not for profit that are not in conflict with the provisions of these Amended and Restated Articles, the Amended and Restated Declaration or the Amended and Restated Bylaws, all as amended from time to time. All of the powers and duties of the Association existing under the Act, the Amended and Restated Declaration, the Amended and Restated Articles, and these Amended and Restated Bylaws shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees, subject only to the approval by Unit Owners when that approval specifically is required.

4.2 Enumeration. The Association's powers and duties include but are not limited to, the following:

- a. To maintain, manage, and operate the Condominium Property.**
- b. To maintain, repair, and replace the Common Elements.**
- c. To make, levy and collect Assessments and Charges against Unit Owners and to use the proceeds thereof in the exercise of its powers and duties.**
- d. Subject to the provisions of the Amended and Restated Declaration and Amended and Restated Bylaws and to the extent permitted in Florida Statutes, to buy, own, operate, lease, sell, trade and mortgage both real and personal property.**
- e. To purchase insurance.**
- f. To repair or reconstruct improvements after casualties.**
- g. The Association may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all Unit Owners concerning matters of common interest, including but not limited to the Common Elements and commonly-used facilities.**
- h. To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Common Elements, Limited Common Elements and Units.**

i. To enforce by legal means the provisions of the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated Bylaws, and the Rules and Regulations.

j. To contract for the management of the Association and maintenance of the Common Elements and any other property the Association is required to maintain.

k. To employ personnel to perform the services required for the proper operation of the Condominium and Association.

l. To approve and disapprove additions, alterations, repairs, decorations, replacement or changes to the Common Elements, Limited Common Elements and Units.

m. To borrow funds from a lending institution and pledge the income or assessments of the Association as security for the loan.

n. To approve and disapprove proposed purchasers, transferees and lessees as more fully set forth in the Amended and Restated Declaration.

o. The Association, without the joinder of any Unit Owner, may grant, modify, or move any easement if the easement constitutes part of or crosses common elements.

p. To perform any other act necessary or proper to carry out the provisions of the Amended and Restated Declaration, the Amended and Restated Articles or Amended and Restated Bylaws as expressed or implied therein, or any other thing reasonably necessary to promote the common health, safety, recreation or welfare of the Unit Owners.

q. The Association has the power to acquire title to property or otherwise hold property for the use and benefit of its Members. In addition to its right to purchase Units at a lien foreclosure sale, the Association generally has the power to purchase Units in the Condominium and to acquire, hold, lease, mortgage, and convey them.

r. The Association may employ and dismiss personnel as necessary for the maintenance and operation of the Condominium property and may retain those professional services that are required for those purposes.

s. The Board of Directors may authorize Unit Owners Unit Owners to reserve use of portions of the Common Elements, such as social rooms and meetings rooms, for private parties and gatherings. The Board may in connection with allowing reservation of such areas, require payment of a reasonable use fee to be determined by the Board and/or a cleanup deposit.

ARTICLE V MEMBERSHIP AND VOTING IN THE ASSOCIATION

5.1. **Membership.** Persons or entities shall become Members of the Association upon the acquisition of fee title to a Unit in the Condominium after approval of the acquisition in the manner provided in the Amended and Restated Declaration. Each person

or entity who is a record Owner of a fee or undivided fee interest in any Unit shall be a mandatory Member (hereinafter "Member") of the Association.

5.2 Voting. On all matters upon which the Membership shall be entitled to vote, each Unit shall be entitled to that vote as provided in the Amended and Restated Bylaws. Votes shall be exercised or cast in the manner provided for in the Amended and Restated Declaration and Amended and Restated Bylaws.

ARTICLE VI DIRECTORS

6.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of nine (9) Directors. Other provisions regarding qualifications of Directors and terms of Directors are contained in the Amended and Restated Bylaws.

6.2 Duties and Powers. All of the duties and powers of the Association existing under Chapters 617 and 607, and 718, Florida Statutes, the Amended and Restated Declaration, these Amended and Restated Articles and the Amended and Restated Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners, when such approval is specifically required by the Amended and Restated Declaration, these Amended and Restated Articles or the Amended and Restated Bylaws or by statute.

6.3 Election; Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Amended and Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Amended and Restated Bylaws, Chapter 718, Florida Statutes and the regulations elaborating the relevant statutes in Chapter 718, Florida Statutes.

ARTICLE VII OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Amended and Restated Bylaws. The officers shall be elected by the Board of Directors of the Association at the organizational meeting following the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Amended and Restated Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE VIII INDEMNIFICATION

8.1 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, by reason of the fact that he is or was a director, officer, or committee member 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, unless (1) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor 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, that he had reasonable cause to believe his conduct was unlawful, and (2) such court further specifically determines that indemnification should be denied. The termination 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.

8.2. Expenses. To the extent that a Director, Officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees or appellate attorneys' fees) actually incurred by him in connection therewith.

8.3 Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee members and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE IX AMENDED AND RESTATED BYLAWS

The Amended and Restated Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Amended and Restated Bylaws.

ARTICLE X AMENDMENTS

These Amended and Restated Articles may be amended by either:

- a. approval at any regular or special members' meeting of the Association by sixty-six and 2/3rds percent (66 2/3rds %) of the total voting interests of the Association together with approval of a majority of the Board of Directors; or
- b. by written agreement(s) without a meeting by sixty-six and 2/3rds percent (66 2/3rds %) of the total voting interests of the Association together with approval of a majority of the Board of Directors.

Whenever it shall appear that there is a defect, error, or omission in any of the Condominium documents or in order to comply with applicable laws or requirements of government entities, the amendment may be adopted by the Board of Directors alone.

ARTICLE XI
DEFINITIONS

All Definitions contained in the Amended and Restated Declaration are hereby adopted and incorporated herein by reference, and shall have the same meaning in these Amended and Restated Articles as expressed in the Amended and Restated Declaration.

These Amended and Restated Articles of Incorporation are adopted this 11th day of May, 2005, by Barr Terrace, Inc.

Gerald Odom
Witness
G. ERALD ODOM
Printed Name

Gerald Odom
Witness
G. ERALD ODOM
Printed Name

BARR TERRACE, INC.

By: Torrey Everett
Torrey Everett, Association President

Attest:

Dulcie Lyle
Association Secretary
Printed Name: Dulcie Lyle

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 11th day of May, 2005, by Torrey Everett as President and Dulcie Lyle as Secretary of Barr Terrace, Inc., a Florida not-for-profit Corporation, on behalf of said Corporation. The signatories are personally known to me or they presented as identification.

WITNESS my signature and official seal at Delray Beach, in the County of Palm Beach, State of Florida, the date and year last aforesaid.

Corinne St. George Nesbitt
NOTARY PUBLIC, State of Florida at Large
My Commission Expires:



CORINNE ST. GEORGE NESBITT
MY COMMISSION # DD 189189
EXPIRES: May 14, 2007
Bonded Thru Budget Notary Services