

718143

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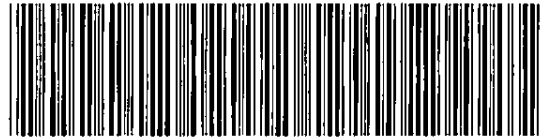
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S. PRATHER

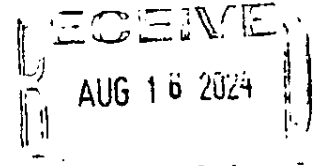


FLORIDA DEPARTMENT OF STATE
Division of Corporations

AUG 05 REC'D

July 29, 2024

MCKINNON & HAMILTON, PLLC
3055 CARDINAL DRIVE
SUITE 302
VERO BEACH, FL 32963



SUBJECT: OCEAN CHATEAU OF VERO BEACH, INC.
Ref. Number: 718143

We have received your document for OCEAN CHATEAU OF VERO BEACH, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can either file our amendment form or the Amended & Restated Articles, but it cannot be both

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6939.

Stacy Prather
Regulatory Specialist III

Letter Number: 924A00016783

MCKINNON & HAMILTON, PLLC
ATTORNEYS AND COUNSELORS AT LAW

Charles W. McKinnon
Lisa R. Hamilton

The Atrium Building
3055 Cardinal Dr., Suite 302
Vero Beach, Florida 32963

Telephone • 772-231-3770
Facsimile • 772-231-3774

August 5, 2024

Florida Department of State
Division of Corporations
Post Office Box 6250
Tallahassee, Florida 32314

Re: Letter Number: 924A00016783
Reference Number: 718143
Ocean Chateau of Vero Beach, Inc.

Dear Sir and/or Madam:

Enclosed please find the following:

1. One photocopy of the letter we received from the Florida Department of State concerning the above referenced matter.
2. Original Certificate to the Amended and Restated Articles of Incorporation for Ocean Chateau of Vero Beach, Inc. for filing with the Secretary of State;
3. One photocopy of the Certificate to the Amended and Restated Articles of Incorporation to be certified and mailed back to my office;
4. One photocopy of our check in the amount of \$52.50 for the filing fee and certified copy charge. The original was received and is being held by your office.

Please file the Articles of Incorporation for Ocean Chateau of Vero Beach, Inc. with the Florida Secretary of State and return to us a certified copy. If you should have any questions, please feel free to contact me. Thank you for your assistance in this regard.

Sincerely,



Charles W. McKinnon

Enclosures
CWM:sj
21128-001

This Instrument Prepared by and Return to:
Charles W. McKinnon, Esq.
McKinnon & Hamilton, PLLC
3055 Cardinal Drive, Suite 302
Vero Beach, FL 32963
Courthouse Box #79

**CERTIFICATE TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
OCEAN CHATEAU OF VERO BEACH, INC.**

THE UNDERSIGNED, being the President and Secretary of **OCEAN CHATEAU OF VERO BEACH, INC.** a Florida not for profit corporation, hereby certify that by the affirmative vote of not less than eighty percent (80%) of the entire membership of the Association at a duly called meeting of all of the members of the Association, held on the 28th day of February, 2024, in accordance with the requirements of Florida law, the Articles of Incorporation for Ocean Chateau of Vero Beach, Inc. and the Declaration of Condominium of Ocean Chateau of Vero Beach, as originally recorded in Official Record Book 347, Beginning at Page 86, Public Records of Indian River County, Florida and any amendments thereof, affirmatively voted to amend and restate the Articles of Incorporation as attached hereto and made a part thereof.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed these Articles of Amendment to the Articles of Incorporation, this 3rd day of June, 2024.

OCEAN CHATEAU OF VERO BEACH, INC.

By: [Signature]

Scott Goings, President

Print Name: Scott Goings

(CORPORATE SEAL)

ATTEST:

By: [Signature]

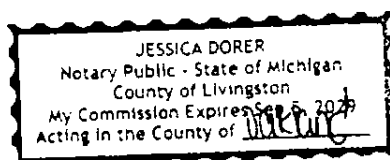
Janet Goings, Secretary

Print Name: Janet S. Goings

Michigan
~~STATE OF FLORIDA~~
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that before me, a Notary Public, personally appeared in physical presence, Scott Goings and Janet Goings, respectively the President and Secretary of Ocean Chateau of Vero Beach, Inc., who ☒ have produced Drivers License as identification or who ☐ are personally known to me to be the persons described in the foregoing instrument and who have acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 3 day of June, 2024.



[Signature]
Notary Public, State of ~~Florida~~ Michigan (Affix Seal)

ARTICLES OF INCORPORATION
OF
OCEAN CHATEAU OF VERO BEACH, INC.
A FLORIDA CORPORATION, NOT FOR PROFIT

FILED
2024 JUL 11

These are the Amended and Restated Articles of Incorporation for Ocean Chateau of Vero Beach, Inc. originally executed on March 31, 1970. The names of the original incorporators, and their addresses at the time of incorporation, were William H. Vinton, RD 2 Box 299, Hockessin, Delaware 19707, John B. Rhoads, 1104 Wilmington Trust Building, Wilmington, Delaware 19801, Joseph Fragomele, RD 2 Box 363, Hockessin, Delaware 19707, Edgar L. Schlitt, 1314 20th Street, Vero Beach, Florida 32960 and Wade Ropp, 1655 41st Avenue, Vero Beach, Florida 32960. The name and address of the current Registered Agent are McKinnon & Hamilton, PLLC, 3055 Cardinal Drive, Suite 302, Vero Beach, Florida 32963. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the Registered office and the Registered Agent, in the manner provided by law.

ARTICLE I

NAME

The name of the corporation shall be OCEAN CHATEAU OF VERO BEACH, INC. For convenience the corporation shall be referred to in this instrument as the Corporation.

ARTICLE 2

PURPOSE

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, as amended from time to time, for the operation of OCEAN CHATEAU OF VERO BEACH, a condominium, located upon the following lands in Indian River County, Florida:

Lots 2 and 3, Block 1, Bethel-By-The-Sea Unit No.1 according to plat thereof recorded in the office of the Clerk of the Circuit Court of Indian River County, Florida, in Plat Book 3 at page 19.

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

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

3.1. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2. The Corporation shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.

- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the Condominium Property.
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Corporation and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.
- f. To make and amend reasonable regulations respecting the use of the Condominium Property; provided, however, that all such regulations and their amendments shall be approved the majority of the Board of Directors and communicated to the membership in the manner prescribed in the Condominium Act.
- g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the Bylaws.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Corporation and the Regulations for the use of Condominium Property.
- i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation.
- j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- k. To employ personnel to perform the services required for proper operation of the condominium.

3.3. The Corporation shall not have the power to purchase an apartment of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Corporation shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE 4

MEMBERS

4.1. The members of the Corporation shall consist of all of the record owners of apartments in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Corporation required by the Declaration of condominium, change of membership in the Corporation shall be established by recording in the public records of Indian River

County, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Corporation of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share 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 apartment.

4.4. The owner of each apartment shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

ARTICLE 5

DIRECTORS

5.1. The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors. Directors need not be members of the Corporation.

5.2. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 6

OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she 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 or her in connection with the action, lawsuit, or proceeding unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she 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 or she had reasonable cause to believe his or her conduct was unlawful, and (ii) the court also determines specifically that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, or conviction, or on 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 that he or she 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 or her conduct was unlawful. It is the intent of the membership of the Corporation, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Board of Directors committee

members as permitted by Florida law. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which said Director, Officer, or committee member may be entitled.

ARTICLE 8

BYLAWS

The first Bylaws of the Corporation shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 9

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

- a. such approvals must be by not less than 75% of the entire membership of the board of directors and by not less than 75% of the votes cast at a membership meeting; or
- b. by not less than 80% of the votes cast at a membership meeting.

9.3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Indian River County, Florida.

ARTICLE 10

TERM

The term of the corporation shall be perpetual.