

718559

(Requestor's Name)

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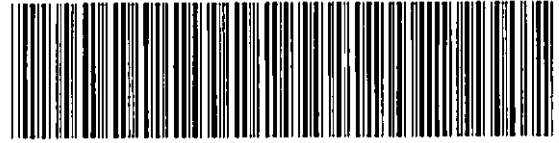
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ROSSIN & BURR, PLLC
LAW OFFICES
1665 PALM BEACH LAKES BLVD.
THE FORUM – SUITE 101
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 839-2959 FAX (561) 249-1306

April 28, 2023

Florida Secretary of State
Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Atlantis Regency East Garden Apartments Condominium Association, Inc.
Document number 718559

Dear Sir/Madam:

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

1. Amended and Restated Articles of Incorporation;
2. Check for \$35.00; and
4. Self-addressed stamped envelope.

Please file the Amended and Restated Articles of Incorporation. Please send our office a letter acknowledging filing of same. If you have any questions, please call us at 561-655-8994. Thank you for your assistance.

Very truly yours,



Robert B. Burr
For the Firm

Enclosures

This instrument was prepared by
and should be returned to:
Robert B. Burr, Esq.
Rossin & Burr, PLLC
1665 Palm Beach Lakes Blvd., Suite 101
West Palm Beach, FL 33401

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF THE
ATLANTIS REGENCY EAST GARDEN APARTMENTS
CONDOMINIUM ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE ATLANTIS REGENCY EAST GARDEN APARTMENTS CONDOMINIUM ASSOCIATION, INC. are made by THE ATLANTIS REGENCY EAST GARDEN APARTMENTS CONDOMINIUM ASSOCIATION, INC. ("Association").

W I T N E S S E I H :

WHEREAS, the Articles of Incorporation of the Association were originally filed with the Florida Secretary of State on May 21, 1970 (Document Number 718559).

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

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" have been properly and duly approved and adopted by the Association Members on April 10, 2023. The number of votes cast in favor of the Amended and Restated Articles of Incorporation is sufficient for approval. Further, the attached Amended and Restated Articles of Incorporation have been properly and duly approved by the Association's Board of Directors.

2. The Association has properly approved and adopted the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" pursuant to the provisions of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have set their hand and seal this 10th day of April, 2023.

THE ATLANTIS REGENCY EAST GARDEN
APARTMENTS CONDOMINIUM ASSOCIATION, INC.

By: Robert Nothnagle
Robert Nothnagle, Vice President

Gary Hilliker
Witness
GARY HILLIKER
Printed Name

James McQuade
Witness
JAMES McQUADE
Printed name

Attest:
Alice McQuade
Alice McQuade, Secretary

STATE OF FLORIDA)

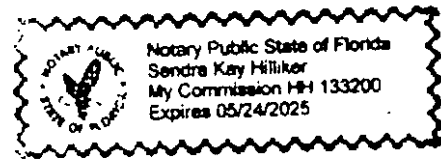
COUNTY OF PALM BEACH)

The foregoing Articles of Amendment were acknowledged before me this 26th day of April, 2023, by means of [] physical presence or [] online notarization by Robert Nothnagle as Vice President and Alice McQuade as Secretary of The Atlantis Regency East Garden Apartments Condominium Association, Inc., a Florida not-for-profit Corporation, on behalf of said Corporation. The signatories are personally known to me or they have produced drivers license as identification.

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

Sandra Key Hilliker
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



This instrument was prepared by
and should be returned to:
Robert B. Burr, Esq.
Rossin & Burr, PLLC
1665 Palm Beach Lakes Blvd.
The Forum – Suite 101
West Palm Beach, FL 33401

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ATLANTIS REGENCY EAST GARDEN APARTMENTS
CONDOMINIUM ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

**THE ATLANTIS REGENCY EAST GARDEN APARTMENTS CONDOMINIUM
ASSOCIATION, 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 THE ATLANTIS REGENCY EAST GARDEN
APARTMENTS CONDOMINIUM ASSOCIATION, 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 Atlantis Regency East Garden Apartments, a
Condominium ("the Condominium"), which is governed by the Amended and Restated
Declaration of Condominium for The Atlantis Regency East Garden Apartments, a
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, Association
property, 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

The powers 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, as amended from time to time. 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.

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

4.2.1. 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.

4.2.2. 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.

4.2.3. To purchase insurance.

4.2.4. To reconstruct the Condominium Property after casualty.

4.2.5. To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Common Elements, Limited Common Elements, Association property, and Units.

4.2.6. 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.

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

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

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

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

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

4.2.12. 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.

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 not less than three(3) nor more than five(5) Directors, the number of Directors constituting the Board may be determined from time to time by vote of the Association members. The Board, at the time these Amended and Restated Articles are adopted, consists of three(3) 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 indemnity, 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**

The Amended and Restated Articles of Incorporation shall be amended by approval of two-thirds (2/3) of the total voting interests of the Owners, such Owners either:

- (a) voting in person or by limited proxy at any annual members meeting or special members meeting, or
- (b) submitting written agreements adopting the amendment(s) without a members meeting.

In addition approval of the Board of Directors shall be required for amendment of the Amended and Restated Articles of Incorporation.

Amendments to the Amended and Restated Articles of Incorporation shall, after adoption, be recorded in the Public Records of Palm Beach County, Florida and filed with the Florida Secretary of State, Division of Corporations.

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 26th day of APRIL, 2023.

**THE ATLANTIS REGENCY EAST GARDEN
APARTMENTS CONDOMINIUM ASSOCIATION, INC.**

By: Robert Nothnagle
Robert Nothnagle
Association Vice President

Gregory H. Mucken
Witness
Gregory H. Mucken
Printed Name

Alice McQuade
Witness
JAMES McQUADE
Printed Name

Alice McQuade
Alice McQuade
Association Secretary

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me, by means of [] physical presence or [] online notarization, this 26th day of April, 2023, by Robert Nothnagle as Vice President and Alice McQuade as Secretary of The Atlantis Regency East Garden Apartments Condominium Association, Inc., a Florida not-for-profit Corporation, on behalf of said Corporation. The signatories are personally known to me or they have produced CP114211000000000000 as identification.

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

Sandra Kay Hilliker
NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

[Final 04/13/23]

