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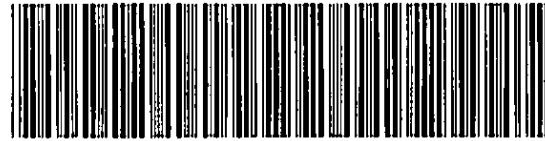
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2021 AUG 13 AM 9:11

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
§

June 25, 2021

MICHAEL A. UNGERBUEHLER, ESQ.
SACHS SAX CAPLAN, PL
6111 BROKEN SOUND PARKWAY NW, SUITE 200
BOCA RATON, FL 33487 US

SUBJECT: THE PATRICIAN OF PALM BEACH CONDOMINIUM
APARTMENTS, INC.
Ref. Number: 719381

We have received your document for THE PATRICIAN OF PALM BEACH CONDOMINIUM APARTMENTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either articles of amendment or amended and restated articles.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 321A00014495

SACHS SAX CAPLAN

ATTORNEYS AT LAW

SUITE 200
6111 BROKEN SOUND PARKWAY NW
BOCA RATON, FLORIDA 33487

TELEPHONE (561) 994-4499
DIRECT LINE (561) 237-6895
FACSIMILE (561) 994-4985

MICHAEL A. UNGERBUEHLER, ESQ.
mungerbuehler@ssclawfirm.com

April 27, 2021

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

NAME OF CORPORATION: The Patrician of Palm Beach Condominium Apartments, Inc.
DOCUMENT NUMBER: N96000004945

Dear Sir/Madam:

Enclosed you will find Articles of Amendment to the Amended and Restated Articles of Incorporation for The Patrician of Palm Beach Condominium Apartments, Inc. Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State for the filing fee.

Please return all correspondence concerning this matter to the following:

Michael A. Ungerbuehler, Esquire
Sachs Sax Caplan, P.L.L.
6111 Broken Sound Parkway NW, Suite 200
Boca Raton, FL 33487

Please contact me if you have any questions at (561) 237-6895.

Very truly yours,

SACHS SAX CAPLAN

Michael A. Ungerbuehler

MICHAEL A. UNGERBUEHLER

MAU/chg
Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
THE PATRICIAN OF PALM BEACH
CONDOMINIUM APARTMENTS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.


FIRST: The amendments adopted are attached as Exhibit "A"

SECOND: On _____ February 10 2021 _____ the above amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: April 14, 2021

**THE PATRICIAN OF PALM BEACH
CONDOMINIUM APARTMENTS, INC.**

By: 
Patricia Schuldenfrei, President

By: 
Bert Levine, Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
THE PATRICIAN OF PALM BEACH CONDOMINIUM APARTMENTS, INC.**

NOTE: This document is a substantial rewording of the Articles of Incorporation attached as Exhibit No. 3 to the Declaration of Condominium executed by Developer on April 8th, 1971, recorded on April 8th, 1971, at Official Records Book 1888, Page 1253, of the Public Records of Palm Beach County.

The Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

ARTICLE 1 – NAME

The name of the Corporation is THE PATRICIAN OF PALM BEACH APARTMENTS CONDOMINIUM, INC. For convenience, the Corporation is referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE 2 – PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of that certain condominium to be known as The Patrician of Palm Beach Condominium Apartments (the "Condominium").

ARTICLE 3 – DEFINITIONS

The terms used in these Articles have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Condominium of The Patrician of Palm Beach Condominium Apartments ("Amended and Restated Declaration"), and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4 – POWERS

The powers of the Association include, and the Association is governed by the following:

4.1 General. The Association has all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association has all the powers and duties set forth in the Act (except as to variances in these Articles and the Amended and Restated Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Amended and Restated Declaration, and as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect regular and Special Assessments and other charges

against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

- (b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium and Association Property.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.
- (d) To purchase insurance upon the Condominium and Association Property and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.
- (e) To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium and Association Property and for all other lawful purposes.
- (f) To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Amended and Restated Declaration.
- (g) To enforce by legal means the provisions of the Act, the Amended and Restated Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium and Association Property.
- (h) To contract for the management of the Condominium and Association Property, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except:
 - (i) those which require specific approval of the Board of Directors or the membership of the Association;
 - (ii) those which are incapable of being delegated as same may be contrary to the Amended and Restated Declaration or the By-Laws;
 - (iii) those which are contrary to the Statutes of the State of Florida; and
 - (iv) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.
- (i) To employ personnel to perform the services required for proper operation of the Condominium and Association Property.
- (j) To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium and Association Property.

4.3 Assets of the Association. All funds and the titles of all properties acquired by

the Association and their proceeds must be held for the benefit and use of the Members in accordance with the provisions of the Amended and Restated Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association are subject to and must be exercised in accordance with the provisions of the Amended and Restated Declaration and the By-Laws.

ARTICLE 5 – MEMBERS

5.1 Membership. The Members of the Association consist of all of the record Owners, trustees, or beneficiaries of Units in the Condominium; and, after termination of the Condominium, if same occurs, the Members of the Association will consist of those who are Members at the time of the termination, and their successors and assigns. Membership is established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Amended and Restated Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument will thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated will be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership is entitled to vote, the vote for each Unit is as specified in the Amended and Restated Declaration. Said votes must be exercised or cast in the manner provided by the Amended and Restated Declaration and By-Laws. Any person or entity owning more than one (1) Unit will be entitled to the cumulative total of share votes allocated to Units owned by such person or entity.

5.4 Meetings. The By-Laws provide for an annual meeting of Members and may provide for regular and special meetings of Members other than the annual meeting.

ARTICLE 6 – TERM OF EXISTENCE

The Association has perpetual existence.

ARTICLE 7 – INCORPORATOR

The names and addresses of the subscribers of the original Articles of Incorporation were as follows:

Charles Donner
William Donner

Addresses as to all Subscribers:

c/o Patrician Associates II
3450 South Ocean Boulevard

ARTICLE 8 – OFFICERS

The affairs of the Association are administered by the officers designated in the By-Laws. The officers are elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE 9 – DIRECTORS

9.1 Number and Qualification. The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws. Only the record title holder or the spouse/domestic partner of a record title holder of a Unit is eligible to hold the office of Director of the Association. If the unit is held in trust, the designated voter of the trust will be eligible to hold the office of Director of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Amended and Restated Declaration, these Articles and the By-Laws are exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically and expressly required.

9.3 Election; Removal. Directors of the Association will be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-Laws.

ARTICLE 10 – INDEMNIFICATION

10.1 Indemnity. To the fullest extent permitted by Florida law, the Association must indemnify any person who is or was a party, or is threatened to be made a party, to any threatened, ending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director, officer, committee member, agent or employee of the Association against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably occurred by him or her in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding. Provided, however, that no such indemnification will be made in respect of any such claim, issue or matter as to which such person (i) is adjudged to be liable or grossly negligent or have committed willful misfeasance or malfeasance in the performance of his or her duty to the Association; or (ii) is found and adjudged to have committed fraud, unless and only to the extent that the court in which such action, suit or proceeding as brought determines, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court deems proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which 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, he or she had no reasonable cause to believe that his or her

conduct was unlawful.

10.2 Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby will be paid in advance of the final disposition of the proceeding upon receipt of any undertaking acceptable to the Association, 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.

10.3 Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association 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.

10.4 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) will be made by the Association only as authorized in the specific case upon a termination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 10.1 above. Such determination will be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by a majority of the Members.

10.5 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

10.6 Miscellaneous. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his or her official capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee, or agent and inures to the benefit of the heirs, executors and administrators of such a person.

10.7 Insurance. The Association has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE 11 – AMENDMENTS

Amendments to these Articles must be proposed and adopted in the following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Resolution. A resolution for the adoption of a proposed amendment may be proposed either a majority of the Board of Directors of the Association or by a written petition signed by at least one-fourth (1/4) of the Members of the Association.

11.3 Adoption. Except as elsewhere provided in these Articles, such proposed amendment must be approved by not less than sixty percent (60%) of the shares present and voting, in person, by proxy or by any other lawful means, at a Members meeting at which a quorum is present, or by written agreement, provided a quorum participates in the vote by written agreement.

11.4 Limitation. No amendment may make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

11.5 Recording. A copy of each amendment must be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy must be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE 12 – ADDRESS

The principal place of business of the Corporation is located at 3450 South Ocean Boulevard, Palm Beach, Florida 33480, 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.

ARTICLE 13

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation is Sachs Sax Caplan, PL, 6111 Broken Sound Pkwy NW #200, Boca Raton, FL 33487.

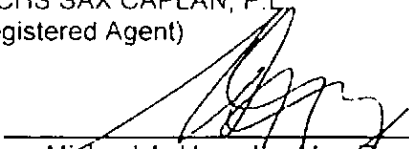
ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 11th DAY OF February, 2021.

SACHS SAX CAPLAN, P.L.
(Registered Agent)

By: _____


Michael A. Ungerboehler, Esq.
For the Firm