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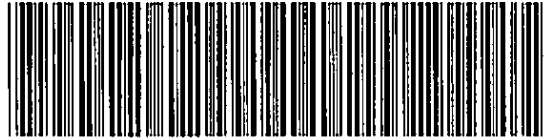
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**ROSS EARLE BONAN & ENSOR, P.A.
789 SW FEDERAL HWY, STE. 101
STUART, FLORIDA 34994**

FILING TRANSMITTAL FORM

DATE: May 11, 2020

TO: Division of Corporations
Amendments Section

FROM: Stephanie Adams
Paralegal to David B. Earle, Esquire

SUBJECT: Amended and Restated Articles of Incorporation of Ocean Towers
Condominium, Inc.

The document(s) listed below is/are attached for *filing* with the Division of Corporations. I have enclosed a postage-paid envelope for your convenience and return of the filed document.

Please make receipt out to:
Ross Earle Bonan & Ensor, P.A.
(Attached Check No. 25786 for \$35.00)

<u>Document(s) to be recorded:</u>	<u>Fee</u>
Amended and Restated Articles of Incorporation of Ocean Towers Condominium, Inc.	\$35.00

Attached 1 document(s)
Thank You!

Stephanie Adams, Paralegal to David B. Earle, Esquire
Ross Earle Bonan & Ensor, P.A.
P.O. Box 2401
Stuart, FL 34995
772-287-1745 or swa@reblawpa.com



CFN 20200108784

OR BK 31312 PG 1115

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCEAN TOWERS CONDOMINIUM ASSOCIATION, INC.
(a condominium association)**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on November 5, 1970. The undersigned by these Articles associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time, and certify as follows:

**ARTICLE I
DEFINITIONS**

The name of the corporation shall be OCEAN TOWERS CONDOMINIUM ASSOCIATION, INC., (a condominium association). For convenience the corporation shall be referred to in this instrument as the Association.

**ARTICLE II
PURPOSE**

A. The purpose for which the Association 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 TOWERS CONDOMINIUM APARTMENTS, located upon the following lands in Palm Beach County, Florida:

See Schedule "A" attached hereto and made a part hereof.

B. The Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III
POWERS**

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

A. The Association 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.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, as amended from time to time, except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably

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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:

1. To make and collect assessments against members as dwelling unit owners to defray the costs, expenses and losses of the condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. The maintenance, repair, replacement and operation of the condominium property.
4. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as dwelling unit owners.
5. The reconstruction of improvements after casualty and the further improvements of the property.
6. To make and amend reasonable regulations, respecting the use of the property in the condominium provided, however, that all such regulations and their amendments shall be approved by not less than a majority of the votes of the entire membership of the Association before such shall become effective.
7. To approve or disapprove the transfer, mortgage and ownership of dwelling units as may be provided by the Declaration of Condominium and the By-Laws, as amended from time to time.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations, as amended from time to time, for the use of the property in the condominium.
9. To contract for the management of the condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
10. To employ personnel to perform the services required for property operation of the condominium.

C. The Association shall not have the power to purchase a dwelling unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association 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.

D. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provision of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and By-Laws.

ARTICLE IV **MEMBERS**

A. The members of the Association shall consist of all of the records owners of the dwelling units 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.

B. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a dwelling unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designed by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his dwelling unit.

D. The owner of each dwelling unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a dwelling unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V **DIRECTORS**

A. The affairs of the Association will be managed by a board of not less than three (3) nor more than seven (7) directors, the exact number to be determined by the Board of Directors prior to an election. Directors must be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the members in accordance with the Condominium Act, as amended from time to time. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VI **OFFICERS**

The affairs of the Association 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 Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII **BY-LAWS**

The By-Laws of the Association may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX **AMENDMENTS**

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

A. 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.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment

may express their approval by written consent, provided such written consent is delivered to the Association 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 of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association.

C. 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 C of Article III 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, as amended from time to time.

D. A copy of each amendment shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE X **TERM**

The term of the Association shall be perpetual.

These Amended and Restated Articles of Incorporation were approved by the membership by vote sufficient for approval at the members' meeting held on February 24, 2020 and approved by the Board of Directors by a vote sufficient for approval at a directors' meeting.

The undersigned, Ocean Towers Condominium Association, Inc., consents to the terms and conditions contained in the foregoing Amended and Restated Articles of Incorporation and assumes the duties and obligations imposed upon the undersigned thereunder.

SIGNATURES ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this day of March 2020.

WITNESSES AS TO PRESIDENT:

OCEAN TOWERS CONDOMINIUM ASSOCIATION, INC.

Andrea Buckley
Printed Name: Andrea Buckley

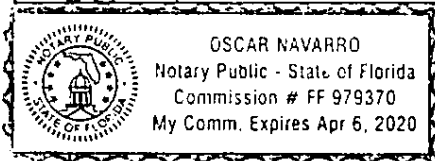
By: Thomas McDonald
Thomas McDonald, President

Beth J. Stevens
Printed Name: Beth J. Stevens

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of [] physical presence or [] online notarization, this 5th day of MARCH, 2020, by **Thomas McDonald**, as President of Ocean Towers Condominium Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: DL 4100-483-39-796-0].

Notarial Seal



Notary Public

WITNESSES AS TO SECRETARY:

OCEAN TOWERS CONDOMINIUM ASSOCIATION, INC.

Andrea Buckley
Printed Name: Andrea Buckley

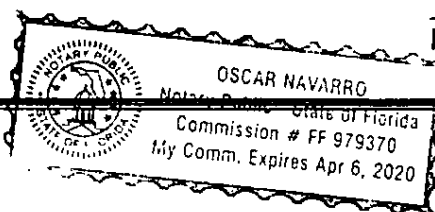
By: Joan Kipe
Joan Kipe, Secretary

Beth J. Stevens
Printed Name: Beth J. Stevens

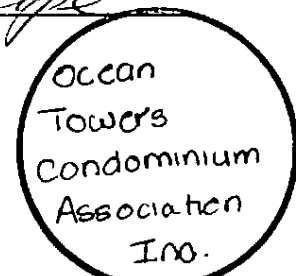
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of [] physical presence or [] online notarization, this 5th day of MARCH, 2020, by **Joan Kipe**, as Secretary of Ocean Towers Condominium Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: DL 4100-483-39-796-0].

Notarial Seal



Notary Public



SCHEDULE "A"

SCHEDULE "A"

That part of the South 95 feet of Lot 196, GOMEZ GRANT and JUPITER ISLAND, as recorded in Plat Book 1, page 80, Palm Beach County, Florida, public records, lying Easterly of State Road 707, together with that part of Lot 197, said plat of GOMEZ GRANT and JUPITER ISLAND, being more particularly described as follows:

Commencing at the point of intersection of the Southeastly right-of-way line of State Road 707, as recorded in Road Plat Book 2, page 71, Palm Beach County, Florida, public records, with a line parallel with and 53 feet Northerly from, as measured at right angles, the North line of Lot 1, JUPITER INLET BEACH COLONY, according to the plat thereof, as recorded in Plat Book 24, page 139, Palm Beach County, Florida, public records; thence, run Northerly, along said Southeastly right-of-way line, being the arc of a curve concave to the Northwest having a radius of 337.94 feet, through a central angle of $39^{\circ}03'17''$, a distance of 230.35 feet to the POINT OF BEGINNING; thence continue Northerly along said right-of-way line and along the arc of said curve, through a central angle of $8^{\circ}09'52''$, a distance of 48.16 feet to an intersection with the North line of said Lot 197; thence South $89^{\circ}54'38''$ East, along said North line, a distance of 450 feet, more or less, to the waters of the ATLANTIC OCEAN; thence Southerly along said waters of the ATLANTIC OCEAN to a point in a line that bears North $89^{\circ}39'40''$ East from the POINT OF BEGINNING; thence South $89^{\circ}39'40''$ West, along said line, a distance of 475 feet, more or less, to the POINT OF BEGINNING.