

720831

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J. HORNE
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2023 MAR - 7 PM 12
SECRETARY
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2023

ROSENBAUM PLLC
250 SOUTH AUSTRALIAN AVENUE
5TH FLOOR
WEST PALM BEACH, FL 33401 US

SUBJECT: DELRAY DUNES BAHIA VILLAS, INC.
Ref. Number: 720831

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please accept our apology for failing to mention this in our previous letter.

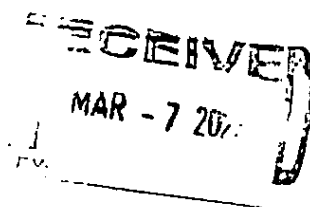
If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 722A00023471





February 28, 2023

VIA REGULAR U.S. MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Delray Dunes Bahia Villas, Inc.

Dear Sir/Madam:

We are in receipt of a letter from the Florida Department of State regarding the Amended and Restated Articles of Incorporation not being filed for the following reason:

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of the adoption of the amendment by the board of directors.


Please be advised that the document entitled "Certificate of Filing Amended and Restated Articles of Incorporation for Delray Dunes Bahia Villas, Inc." states that the Amended and Restated Articles of Incorporation were approved by the membership of the Association at a meeting held on April 27, 2022.

We are enclosing the letter from the Florida Department of State and again submitting the Certificate of Filing Amended and Restated Articles of Incorporation for Delray Dunes Bahia Villas, Inc. for filing. Please send the letter of acknowledgment of the filed document to the following address.

Rosenbaum PLLC
250 South Australian Avenue, 5th Floor
West Palm Beach, FL 33401

Please contact our office if you have any questions or need anything further.

Very truly yours,



Steven R. Braten
For the Firm
SRB/gm

Enclosures

29H9033

This instrument was prepared by:
Michael H. Casanover, Esquire
Rosenbaum PLLC
250 S. Australian Avenue, 5th Floor
West Palm Beach, Florida 33401

**CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
DELRAY DUNES BAHIA VILLAS, INC.**


WHEREAS, at a duly called and noticed meeting of the membership of the **Delray Dunes Bahia Villas, Inc.**, a Florida not-for-profit corporation, held on April 27, 2022, the attached Amended and Restated Articles of Incorporation were approved by the membership pursuant to the provisions of the Articles of Incorporation.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles of Incorporation are a true and correct copy of the Amended and Restated Articles of Incorporation adopted by the membership:

*(See attached Amended and Restated Articles of Incorporation for
Delray Dunes Bahia Villas, Inc.)*

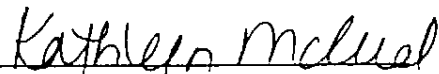
IN WITNESS WHEREOF we have affixed our hands this 7 day of June, 2022, at Boynton Beach, Palm Beach County, Florida.

DELRAY DUNES BAHIA VILLAS, INC.



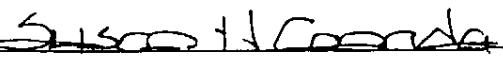
Witness No. 1

Sonia Delreal
(PRINT NAME)

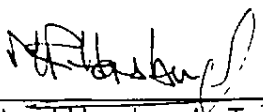


Witness No. 2

Kathleen McLeag
(PRINT NAME)

By: 

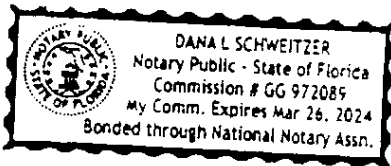
Susan Canada, President

Attest: 

Michael Horsburgh, Treasurer

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 7th day of June, 2022, by Susan Canada and Michael Horsburgh, as President and Treasurer, respectively, of **Delray Dunes Bahia Villas, Inc.**, a Florida not-for-profit corporation, on behalf of the corporation by means of ☒ physical presence or ☐ online notarization. They are personally known to me, or have produced _____ as identification and did take an oath.



Dana Schweitzer (Signature)

Dana Schweitzer (Print Name)
Notary Public, State of Florida at Large

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DELRAY DUNES BAHIA VILLAS, INC.

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION – SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT

These are the Amended and Restated Articles of Incorporation of Delray Dunes Bahia Villas, Inc., originally filed with the Florida Department of State on the 30th day of April 1971. Amendments included have been added pursuant to Chapter 617, Florida Statutes (2019).

The names of the original incorporators, and address at the time of incorporation, was John B. Dodge, 400 Prospect Road, Fort Lauderdale, Florida, James A. Cabler, Jr., 400 Prospect Road, Fort Lauderdale, Florida, and John F. Cabler, 400 Prospect Road, Fort Lauderdale, Florida. The name and address of the current registered office is Susan Canada, 3 Bahia Dr., Boynton Beach, FL 33436. The Board 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.

1. **NAME.** The name of the corporation is DELRAY DUNES BAHIA VILLAS, INC. For convenience, the corporation is referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. **PURPOSE.** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Palm Beach County, Florida, and known as Delray Dunes Bahia Villas (the "Condominium").

3. **DEFINITIONS.** The terms used in these Articles has the same definitions and meaning as those set forth in the Declaration and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS.** The powers of the Association include the following:

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

4.2 **Enumeration.** The Association has all the powers set forth in the Act except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers reasonably necessary to operate the Condominium including but not limited to the following:

4.2.1 To make and collect Assessments and other Charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Association and the operation of the Condominium.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee members, and Members as Unit Owners.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

4.2.8 To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific, non-delegable approval of the Board or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominium.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special assessments, income or rights.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit of the Members in accordance with the provisions of the Act, the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association as a Not For Profit Corporation shall make no distribution of income to its Members, Directors or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or

condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

4.5 Limitation. The powers of the Association are subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, the Bylaws and the Act.

5. MEMBERS. The Members of the Association consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were Members at the time of the termination and their successors and assigns. If transfer of a Unit has occurred without approval of the Association, and if in contravention of the provisions of the Declaration, the Association need not recognize a record Owner as the "Member," unless the Association chooses to ratify or waive its objection to the transfer of title.

5.1 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, pledged or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership is entitled to vote, there is only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one (1) Unit is entitled to one (1) vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida law are not entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

5.3 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

6. TERM OF EXISTENCE. The Association has perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. BOARD OF DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) nor more than five (5) Directors in accordance with the Bylaws as determined by the Board from time to time in advance of the annual meeting.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board, as provided in the Bylaws, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association 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 shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of the corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined-through~~. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."

10.3 Notice. Written notice setting forth the proposed amendment or a summary of the changes shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of at least seventy-five percent (75%) of the entire Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum has been attained, or by the written agreement of at least seventy-five percent (75%) of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, conflicts between the Condominium Documents, or if determined necessary and desirable by the Board to comply with the requirements of the secondary mortgage market, may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Palm Beach County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the

Declaration. Whenever the Act, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements without the need to change these Articles. The Board, without a vote of the Members, may also adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and the Act, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7 Proviso. No amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's proportionate share of the Common Expenses, unless the record Owner of the Unit concerned and all record owners of the mortgages on such Unit shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

11. INDEMNIFICATION.

11.1 Indemnity. The Association 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, 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 (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or 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 (ii) such court also determines specifically 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 failed to 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. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board approves such settlement as being in the best interest of the Association.

11.2 Defense. 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 11.1, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 **Advances.** Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or 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, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

11.4 **Miscellaneous.** The indemnification provided by this Article 11 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 member and shall inure to the benefit of the heirs and personal representatives of such person.

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