

722085

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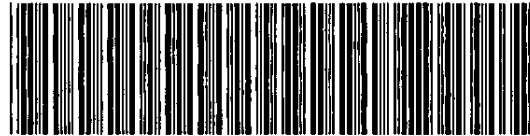
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TALLAHASSEE, FLORIDA

APR 08 2013  
T. ROBERTS



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**3111 Stirling Road**  
**Fort Lauderdale, Florida 33312-6525**  
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March 27, 2013

**Reply To:**  
**Lee H. Burg, Esq.**  
**Direct Dial: (954) 985-4184**  
**LBurg@becker-poliakoff.com**

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

**Re: Amendment to Articles of Incorporation for The Intracoastal Riviera, Inc.**  
**Document No. 722085**

FT. LAUDERDALE  
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TAMPA BAY  
WASHINGTON, DC  
WEST PALM BEACH

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Amendment to the Articles of Incorporation for the above-referenced Association together with check no. 3718 in the amount of \$35.00 for filing of same.

Kindly return a "Filed" copy of the Articles of Amendment in the envelope provided at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,

Lee H. Burg  
For the Firm

LHB/wk  
Enclosure

ACTIVE: 4460249\_1

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
THE INTRACOASTAL RIVIERA, INC.**

**FILED**  
13 APR -2 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These are the Amended and Restated Articles of Incorporation for The Intracoastal Riviera, Inc., originally filed with the Florida Department of State the 15th day of November 1971, under Charter Number 722085. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 718, Florida Statutes.

**ARTICLE I**

**NAME**

The name of the corporation is THE INTRACOASTAL RIVIERA, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

**ARTICLE II**

**PURPOSE**

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 the Intracoastal Riviera condominium, located in Fort Lauderdale, Florida.

**ARTICLE III**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

**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 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 shall have all the powers and duties provided to not-for-profit corporations as set forth in Chapter 617, Florida Statutes as well as those set forth in the Act (except as to variances in these Articles and the Declarations which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium and the

Association Property pursuant to the Declaration, as 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 the 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, conservation and use of the Condominium and Association Property and for all other lawful purposes.

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

G. To enforce by legal means the provisions of the Act, the Declarations, 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 the Association Property, and to delegate such powers and duties as may be deemed appropriate from time to time.

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

4.3 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations and the By-laws.

## **ARTICLE V**

### **MEMBERS**

5.1 **Membership.** The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be 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 Declarations, and by the recordation amongst the Public Records of Broward 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 shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall 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 shall be entitled to vote, there shall be only one 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 Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be 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.

5.4 **Meetings.** The By-laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## **ARTICLE VI**

### **TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE VII**

### **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 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 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 VIII

### 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 set forth in the By-Laws. All directors must be Members or spouses of Members.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that 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 By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## ARTICLE IX

### INDEMNIFICATION

9.1 Indemnity. To the extent permitted by law, 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 (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, employee, officer or agent of, or a committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and 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, he or she had no reasonable cause to believe his or her conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, 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 shall deem proper. 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 he or she 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.

9.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

9.3 Approval. Any indemnification under this section (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination 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 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) 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 (c) by a majority of the Members.

9.4 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 shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

9.5 Miscellaneous. The indemnification provided by this Article shall 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 official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.6 Insurance. The Association shall have 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 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 X

### AMENDMENTS

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

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

10.2 Adoption. An amendment may be proposed either by a majority of the Board of Directors or by not less than twenty (20%) percent of the Members of the Association. Amendments to these Articles of Incorporation require the approval of at least sixty (60%) percent of the Members. Approval may be expressed by vote (in person or proxy) or by written document executed by the Member.

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

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

**ARTICLE XI**  
**ADDRESS**

The principal place of business of the Association shall be located at 3605-3655 Northeast 32<sup>nd</sup> Avenue, Fort Lauderdale, Florida 33308, but the Association 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 XIII**  
**REGISTERED OFFICE ADDRESS**  
**AND NAME OF REGISTERED AGENT**

The registered agent of this Association is Salvatore Viglione and the registered office address is 3655 NE 32<sup>nd</sup> Ave., #117, Fort Lauderdale, FL 33308.

DATED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2013.

\_\_\_\_\_  
SALVATORE VIGLIONE  
(Registered Agent)



**AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
FOR  
THE INTRACOASTAL RIVIERA, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted:

*See attached Amended and Restated Articles of Incorporation:*

SECOND: The date of adoption of the amendment(s) was:

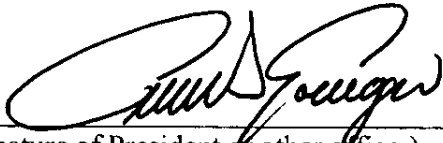
January 19, 2013.

THIRD: Adoption of Amendment:

The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Dated 3.24.2013, 2013

**THE INTRACOASTAL RIVIERA, INC.**



(Signature of President or other officer)

Armando J. Goenaga

Typed or printed name

President of The Intracoastal Riviera, Inc.

Title