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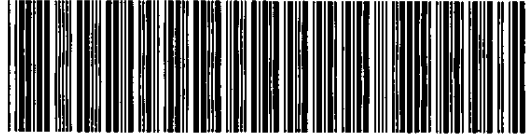
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 11 2015

G. CARROTHERS

This instrument was prepared by:  
**JEFFREY REMBAUM, ESQUIRE**

Filed by and please return to:  
**PETER C. MOLLENGARDEN, ESQ.**  
250 Australian Avenue South, 5<sup>th</sup> Floor  
West Palm Beach, FL 33401

**CERTIFICATE OF FILING THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR  
VILLAGE ROYALE GREENSIDE ASSOCIATION, INC.**

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WHEREAS, at a duly called and noticed meeting of the membership of **Village Royale Greenside Association, Inc.**, a Florida not-for-profit corporation, held on ~~January 21, 2015~~, the aforementioned Articles of Incorporation were amended and restated pursuant to the provisions of Article XII of said 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 at the above-referenced meeting of the Association, and that the attached Amended and Restated Articles of Incorporation replace the original Articles of Incorporation.

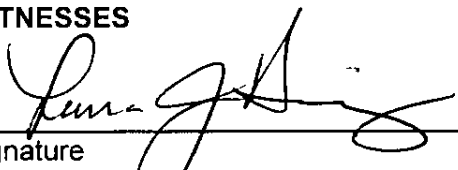
**SEE ATTACHED  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR VILLAGE ROYALE GREENSIDE ASSOCIATION, INC.**


.....

*[Signature and Notary Page to Follow]*


WITNESS my signature hereto this 18<sup>th</sup> day of February, 2015, at Palm Beach County, Florida.

**WITNESSES**

  
Signature  
LAURA J HINZMAN  
(PRINT NAME)

  
Signature  
Sharon Straight  
(PRINT NAME)

**VILLAGE ROYALE GREENSIDE  
ASSOCIATION, INC**

By:   
Chester Schwam, President

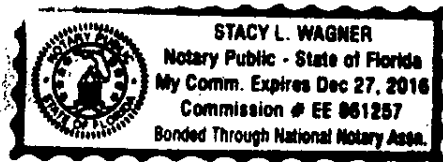
Attest:   
Janet Kellar, Secretary

STATE OF FLORIDA            )  
  )ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of February, 2015, by **Chester Schwam**, as President of Village Royale Greenside Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me, or has produced \_\_\_\_\_ as identification and did take an oath.

 (Signature)

Stacy L. Wagner (Print Name)



\_\_\_\_\_  
Notary Public, State of Florida at Large

**EXHIBIT "C"**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**VILLAGE ROYALE GREENSIDE ASSOCIATION, INC.**

**(A Florida corporation not-for-profit)**

*Initially capitalized terms set forth in these Articles of Incorporation shall have such meaning as set forth in the Declaration (as such term is hereinafter defined, unless a definition is provided herein, in which case the latter shall control).*

In order to form a non-profit corporation under and in accordance with Florida Statutes, the undersigned associate themselves for the purpose and with the powers hereinafter mentioned:

**ARTICLE I**

The name of the corporation shall be VILLAGE ROYAL GREENSIDE ASSOCIATION, INC. (the "Association").

**ARTICLE II**

The purpose of this corporation is the operation and management of a condominium known as VILLAGE ROYALE GREENSIDE CONDOMINIUM (the "Condominium"), or any other condominium which may be established in accordance with Florida Statutes, upon property situated in Palm Beach County, Florida (the "Condominium Property"), and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions and authorizations contained herein and the Declaration of Condominium as amended (the "Declaration") which was initially recorded in Official Records Book 2236, at Page 963 of the Official Records of Palm Beach County, Florida, and this Association; and to own, operate, lease, sell, trade and otherwise deal with the Condominium Property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

**ARTICLE III**

The Association shall have the following powers:

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1. The Association shall have all of the common law and statutory powers of a Florida corporation not-for-profit which are not in conflict with the terms of the following: (1) Chapter 718, Florida Statutes (the "Condominium Act"), (2) the Declaration, (3) the Articles and (4) the By-Laws, as all of which may be amended from time to time.

2. The Association shall have all of the powers of a condominium association under and pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), as may be amended from time to time, and Chapter 617, Florida Statutes, as it may be amended from time to time, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

2.1. To make, establish and enforce reasonable rules and regulations governing the use of "Condominium units", "common elements", "limited common elements" and the "Condominium Property" as such terms may be defined in the Declaration.

2.2. To make and collect assessments against members as Unit Owners, to defray the costs, expenses and losses of the Condominium, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.

2.3. To maintain, repair, replace and operate the Condominium Property; specifically including all portions of the Condominium Property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration, the By-Laws and the Condominium Act, as may be amended from time to time.

2.4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members, as Unit Owners (a/k/a Apartment Owners").

2.5. To reconstruct improvements on the Condominium Property after casualty or other loss, and the further improvement of the Condominium Property.

2.6. To enforce, by legal means, the provisions of the Declaration, the By-Laws, the Rules and Regulations, and all documents referred to in the Declaration and these Articles.

2.7. To contract for the management of the Condominium Property and to delegate such contractors all powers and duties of the Association, except those which

may be required by the Declaration to have approval of the Association's Board of Directors (the "Board"), or the members of the Association.

2.8. To acquire and enter into agreements whereby the Association acquires leaseholds, memberships or other possessory or use interests in land or facilities, including, but not limited to, country clubs, golf courses, marinas and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

2.9. To acquire, by purchase or otherwise, Condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

2.10. To approve or disapprove the transfer, mortgage and ownership of Units as may be provided by the Declaration and the By-Laws.

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

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws and shall be exercised by the Board unless such matters under consideration are specifically reserved to the members.

#### ARTICLE IV

1. Until such time as this Association is vested with an interest in the condominium by the recordation in the public records of Palm Beach County, Florida, of the Declaration, or until such time as provided for in ARTICLE VII, the membership of this Association shall be comprised of the subscribers to these Articles. Each subscriber shall be entitled to one vote on all matters on which the membership shall be entitled to vote.

2. Membership in the Association shall be established by the acquisition of ownership of fee title to or fee interest in a Unit in the Condominium, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration, and by the recordation among the public records of Palm Beach County, Florida, of the Deed or other instrument establishing the acquisition and designating the Condominium Unit affected thereby. The owner designated in such deed or other instrument shall thereupon become a member of this Association, and the membership of

the prior owner in this Association as to the parcel designated shall be terminated. 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 Unit.

#### **ARTICLE V**

The Association shall have perpetual existence.

#### **ARTICLE VI**

The principal office of the Association shall be located at 2121 N.E. First Court, Boynton Beach, Palm Beach County, Florida, or at such other place or places as the Board may determine from time to time.

#### **ARTICLE VII**

1. The affairs of this Association shall be managed by the Board consisting of the number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination, shall consist of three (3) directors. The members of the first Board need not be members of the Association.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws, and in accordance with the Condominium Act, as may be amended from time to time.

3. The names and addresses of the initial subscribers to these Articles and the members of the first Board who held office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
Irving Gross	2121 N.E. First Court, Boynton Beach, Florida
Emanuel Marks	2121 N.E. First Court, Boynton Beach, Florida
Jerry A. Gross	605 Lincoln Road, Miami Beach, Florida

#### **ARTICLE VIII**

1. The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board. The Board, or President, with the approval of the Board, may employ a managing agent

and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation or management of the Condominium and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director or officer of the Association, as the case may be.

2. The Board shall elect the President, Secretary and Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President and Vice President shall be elected from among the membership of the Board, but no other Officer need be a director. In addition, the President must reside in the Condominium for at least eleven (11) months in each calendar year. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE IX

The names and addresses of the original officers who served until their successors were duly appointed by the Board of Directors were as follows:

PRESIDENT	Irving Gross	2121 N.E. First Court Boynton Beach, Florida
SECRETARY/TREASURER	Emanuel Marks	2121 N.E. First Court Boynton Beach, Florida
VICE PRESIDENT	Jerry A. Gross	605 Lincoln Road Miami Beach, Florida

The names and addresses of the current officers who shall serve until their successors are duly appointed by the Board of Directors are as follows:

PRESIDENT	Chester Schwam	2400 NE 1 <sup>st</sup> Lane Boynton Beach, Florida 33435
VICE PRESIDENT	Janet Kellar	2400 NE 1 <sup>st</sup> Lane Boynton Beach, Florida 33435
SECRETARY	Janet Kellar	2400 NE 1 <sup>st</sup> Lane



Boynton Beach, Florida 33435

TREASURER

Roberta Goggin

2400 NE 1<sup>st</sup> Lane

Boynton Beach, Florida 33435

## **ARTICLE X**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and costs, reasonably incurred or imposed upon him or her in connection with any processing to which he or she may be a party, or in which he may become involved, by reason of his or her being or having been a director or officer of the Association, or any settlement thereof, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty or willful malfeasance or misfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest 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 XI**

The By-Laws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the By-Laws.

## **ARTICLE XII**

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

1. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting at which such proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board or by the membership of the Association, and after being proposed and approved by any such bodies, the proposed amendment must be submitted for approval and thereupon received such approval by the other. Such approval must be by a majority of the members of the Association at a duly-noticed meeting of the membership; and such approval must be by two-thirds (2/3) of the members of the Board.

3. No amendment may be made to these Articles which shall be in any manner adduce, amend, affect or modify the provisions and obligations set forth in the Declaration.