

730748

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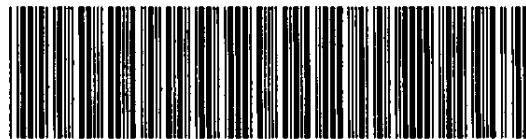
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TALLAHASSEE, FLORIDA

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5/2/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ambassadors I Condominium Association, Inc.

DOCUMENT NUMBER: 730748

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Allison Hertz

(Name of Contact Person)

Rosenbaum Mollengarden PLLC

(Firm/ Company)

250 S. Australian Ave., Suite 500

(Address)

West Palm Beach, FL 33401

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Allison Hertz at (561) 653-2900

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Ambassadors I Condominium Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

730748

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

45 Ocean Condominium Association, Inc.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address: _____

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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CLERK OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see amendments attached.

The date of each amendment(s) adoption: _____

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated _____

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

(Typed or printed name of person signing)

(Title of person signing)

**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF AMBASSADORS I CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **AMBASSADORS I CONDOMINIUM ASSOCIATION, INC.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy of such amendments. The amendments were adopted pursuant to the provisions of the Articles of Incorporation by the Board of Directors at a duly called and noticed Board meeting held on March 14, 2013 and by the membership at a duly called and noticed membership meeting held on May 7, 2013. The amendments were adopted by the Board and the members and the number of votes cast for the amendments were sufficient for approval. The amendments are attached hereto as Exhibit "A".

* * *

WITNESS my signature hereto this 10th day of May, 2013, at Highland Beach, Florida.

J. Kenneth Hunt
Witness

[Signature]
By: _____
President

J. Kenneth Hunt
(PRINT NAME)

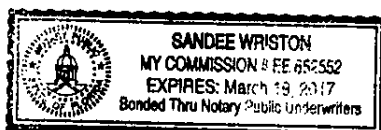
Warren Mamberg
Witness

Attest: Joseph Urban
Secretary

WARREN MAMBERG
(PRINT NAME)

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 10th day of May, 2013, **Ambassadors I Condominium Association, Inc.** by STEVE LEWIS and JOSEPH URBAN, as President and Secretary, respectively, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath.



Sandee Wriston (Signature)

SANDEE WRISTON (Print Name)
Notary Public, State of Florida at Large

**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF AMBASSADORS I CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **AMBASSADORS I CONDOMINIUM ASSOCIATION, INC.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy of such amendments. The amendments were adopted pursuant to the provisions of the Articles of Incorporation by the Board of Directors at a duly called and noticed Board meeting held on March 14, 2013 and by the membership at a duly called and noticed membership meeting held on May 7, 2013. The amendments were adopted by the Board and the members and the number of votes cast for the amendments were sufficient for approval. The amendments are attached hereto as Exhibit "A".

* * *

WITNESS my signature hereto this 10th day of May, 2013, at Highland Beach, Florida.

J. Kenneth Hunt
Witness

[Signature]
By: _____ President

J. Kenneth Hunt
(PRINT NAME)

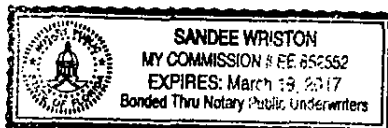
Warren Mamberg
Witness

Attest: Joseph Urban
Secretary

WARREN MAMBERG
(PRINT NAME)

**STATE OF FLORIDA:
COUNTY OF PALM BEACH:**

The foregoing instrument was acknowledged before me this 10th day of May, 2013, **Ambassadors I Condominium Association, Inc.** by STEVE LEWIS and JOSEPH URBAN, as President and Secretary, respectively, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath.



Sandee Wriston (Signature)

SANDEE WRISTON (Print Name)
Notary Public, State of Florida at Large

**AMENDMENTS TO THE ARTICLES OF INCORPORATION OF ~~AMBASSADORS 4~~ 45
OCEAN CONDOMINIUM ASSOCIATION, INC.**

(A Corporation Not-for-Profit)

(Additions shown by "underlining",

deletions shown by "~~strikeout~~")

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

EXPLANATION OF TERMINOLOGY

All terms shall have the meaning set forth in the Act (defined below) and for clarification the following terms have the following meanings:

1. "~~Ambassadors 4~~ 45 Ocean" means the highrise, residential, condominium apartment complex ~~planned by the Developer to be~~ located in Highland Beach, Florida, a portion of which is the land.
2. "Condominium" means ~~a particular condominium which is the subject of a particular Declaration and as to these Articles means~~ Ambassadors 1 South, A 45 Ocean Condominium.
3. "Developer" means Highland Beach Ambassadors Corporation, its successors and assigns.
4. "Act" means Chapter 7148, Florida Statutes, 1963, as amended from time to time; the Condominium Act.
5. "Condominium Documents" means in the aggregate the Declaration, these Articles, By-laws, ~~Ground Lease~~ and all of the instruments and documents referred to therein and executed in connection with the Condominium.

6. "Declaration" means the instrument by which the Land (as defined in the Declaration) ~~leasehold interest under the Ground Leases~~ and the improvements thereon are were submitted to condominium ownership under the Act.
7. "Apartment" means unit as defined by the Act, and is that portion of the Condominium Property, which is subject to private ownership pursuant to the Declaration and the Act. ~~subject to the Ground Lease.~~
8. "Apartment Owner" means the record owner of ~~the Leasehold Interest in an Apartment under the Apartment Bill of Sale and Leasehold Agreement or Assignment thereof.~~
9. "Common Expenses" means expenses for which the Apartment Owners are liable to the Association as defined in the Act and in the Condominium Documents as amended from time to time. ~~and includes:~~
 - a. ~~operation, maintenance, repair or replacement of the Common Elements, costs of carrying out the powers and duties of the Association, cost of fire and extended coverage insurance; and~~
 - b. ~~the Operating Expenses as defined and set forth in the Ground Lease; and~~
 - c. ~~any other expenses designated or inferred to be Common Expenses by the Act or by the Condominium Documents and any similar expenses designated as Common Expenses from time to time by the Board.~~
10. "Condominium Property" means the Land ~~leasehold interest under the Ground Lease and subject thereto~~, all improvements thereon, including the Apartments, the Common Elements, and all easements and rights appurtenant thereto.
11. "Common Elements" means the portion of the Condominium Property not included in the Apartments.
12. "Limited Common Elements" means any portion of the Common Elements which is reserved for the use of a certain Apartment to the exclusion of other Apartments

pursuant to the provisions of the Act and the Declaration, as amended from time to time.

13. "Association" means the corporation not-for-profit organized and existing under the laws of the State of Florida for the purpose of operating the a eCondominium, and as to these Articles means ~~Ambassadors-I~~ 45 Ocean Condominium Association, Inc.

14. "Articles" mean this instrument as amended from time to time.

15. "By-Laws" mean the By-Laws of the Association as amended from time to time.

~~16. "Ground Leases" means the instrument by which the Developer acquired a leasehold interest in the land therein described, and which is specifically referred to in each Declaration.~~

~~16.~~ 17. "Sale of an Apartment" means that point in time after a the Declaration is was filed and recorded and an Apartment Owner has taken legal title to his Apartment.

~~17.~~ 48. "Operating Expenses" means the taxes, insurance, utility expenses, maintenance and other monetary expenses due under the Condominium Documents. ~~Ground-Lease.~~

ARTICLE I

NAME

The name of this association shall be 45 Ocean Ambassador-I Condominium Association, Inc., whose present address is 4511 South Ocean Boulevard, Highland Beach, Florida 33487. ~~2929 E. Commercial Boulevard, Fort-Lauderdale, Florida.~~

ARTICLE II

PURPOSE

The purpose for which this Association is organized is the operation and management of the eCondominium apartment buildings known as the ~~Ambassadors-I South,~~ a 45 Ocean Condominium, ~~which may be established in accordance with the Act.~~

And, further, to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Bylaws of the Association and ~~which may be contained in the Declaration for the Condominium which will be~~ recorded amongst the Public Records of Palm Beach County, Florida, ~~as a Condominium~~; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

ARTICLE III

POWERS

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

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of the Condominium Documents and the Act.
2. The Association shall have all the powers of condominium associations under and pursuant to the Act, and shall have all the powers reasonably necessary to implement the purposes of the Association, including but not limited to, the following:
 - A. to make, establish, amend and enforce reasonable rules and regulations governing the use of Apartments, Common Elements, Association Property, Limited Common Elements and Condominium Property.
 - B. to make, levy and collect assessments against Apartment Owners; to provide the funds to pay for Common Expenses for the Condominium as is provided in the Condominium Documents and the Act and, to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;
 - C. 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 and operate in accordance with the Condominium Documents and the Act;
 - D. to reconstruct improvements within the Condominium Property in the event of a casualty or other loss;

~~E. to fulfill all of the obligations, agreements and covenants contained in each Ground Lease, specifically including the collection, assessment and payment of Operating Expenses to be collected and assessed as Common Expenses;~~
~~E. F. to enforce by legal means the provisions of the Condominium Documents;~~
~~F. G. to borrow money in connection with the operation, care, upkeep, maintenance, repair and replacement of the Condominium Property and/or the Association Property;~~
~~G. H. to carry out all of the powers and duties set forth or referred to in the Condominium Documents, as amended from time to time, including, without limitation, such powers and duties of the Board of Directors under the Bylaws of the Association, as amended from time to time.~~

ARTICLE IV

MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. Apartment Owners in the Condominium shall be members of this Association, and no other persons or entities shall be entitled to membership.
2. Membership shall be established by record of ownership of Apartment-Bill of Sale and Lease Agreement to an Apartment, in an Condominium or by assigned thereof, designating the Apartment effected thereby. In the event of the sale or transfer of ownership of an Apartment ~~(The new Apartment Owner designated therein shall thereupon become a member of the Association, and the membership of the prior Apartment Owner as to the Apartment designated shall be terminated. The new Apartment Owner shall deliver to the Association a true copy of the instrument of acquisition.~~
3. The share of a member in the funds and assets of the Association, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to an Apartment. All sales and transfers of Apartments shall be subject to the provisions of the Declaration, as amended from time to time.
4. ~~Until the Condominium is submitted to a plan of condominium ownership by the recordation of its Declaration, the membership of this Association shall be~~

~~comprised of the subscribers to these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and designate a successor subscriber. Each of these subscribers and their successors shall be entitled to cast one vote on all matters which the membership shall be entitled to vote. Once the Condominium is submitted to condominium ownership by the recordation of its Declaration, the Developer as the owner of each Apartment shall exercise membership rights of each Apartment until the establishment of new ownership as provided in Section 2 of this Article.~~

ARTICLE V

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBERS

The names and street addresses of the original subscribers to these Articles are as follows:

NAME	ADDRESS
Elliott B. Barnett	900 N.E. 26 th Avenue Fort Lauderdale, Florida
Barbara Bass	900 N.E. 26 th Avenue Fort Lauderdale, Florida
Harvey Kopelowitz	900 N.E. 26 th Avenue Fort Lauderdale, Florida

ARTICLE VII

OFFICERS

1. The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, and such other officers as may be provided or authorized by the Bylaws, subject to the directions of the Board.
2. The Board shall elect the President, a Vice President, a Secretary, and a Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the

Board shall, from time to time determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and a 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 VIII FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	August Urbanek
Vice President	Felix Granados
Secretary	Jack L. LaBonte
Treasurer	James M. LaBonte

ARTICLE VIII IX BOARD OF DIRECTORS

1. The number and qualification of members of the first Board of Directors and their method of election or appointment, term of office and powers and duties are set forth in the Bylaws, as amended from time to time. (the "First Board") shall be Four (4).
~~The number of members of the Board elected subsequent to the First Board shall be increased as provided in Section 3 of this Article.~~
2. ~~The names and street addresses of the persons who are to serve as the First Board are as follows:~~

NAME	ADDRESSES
August Urbanek	2020 Commercial Blvd. Ft. Lauderdale, Florida
Felix Granado	2020 Commercial Blvd. Ft. Lauderdale, Florida
James M. LaBonte	2020 Commercial Blvd. Ft. Lauderdale, Florida
Jack L. LaBonte	2020 Commercial Blvd. Ft. Lauderdale, Florida

- ~~3. Membership of all Boards elected subsequent to the First Board shall be composed of Four Directors elected by each class of Members, provided that at least Three Directors shall be Members of the Association or the person named in a certificate designating the representative of a Member that is a corporation, partnership or of jointly owned apartment.~~
- ~~4. The first election by the members of the Association for Directors shall not be held until after the Developer has relinquished control of the Association as described in Section 5 of this Article IX. Thereafter the election of Directors shall take place annually during the month of April of each year as provided in the By-Laws. After the Developer has relinquished control, there shall be a special meeting of the Members for the purpose of electing a Board as provided in Section 3 of this Article to serve until the annual members meeting at which the First Elected Board shall be elected.~~
- ~~5. So long as the Developer retains ownership of at least ten (10) Apartments in the Condominium and has not executed an Apartment Bill of Sale as to such Apartments, or until December 30, 1976, whichever shall first occur, the Developer shall have the right to appoint, designate and elect all of the members of the First Board. The Developer may, at any time, relinquish its right to appoint Directors and resign all or some of its Directorships. The Developer shall relinquish its right to appoint Directors and cause the First Board to resign at the time hereinabove described in the first sentence of this section 5.~~

ARTICLE IX

INDEMNIFICATION

To the greatest extent allowed by law from time to time, Every Director and officer and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with the proceeding, including appeals, to which he or she may become involved, by reason of his or her being or having been a Director or officer or committee member of the Association, or any settlement thereof, whether or not he or she is a Director or officer or committee member at the time such expenses are incurred, except in such cases where the Director or officer or committee member is adjudged guilty of willful misfeasance or malfeasance 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 for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which Director or officer or committee member may be entitle whether by statute or common law.

ARTICLE XI

BY-LAWS

The By-Laws of the Association ~~shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for by the By-Laws.~~

ARTICLE XII

AMENDMENTS

- ~~1. Prior to the time of the recordation of the Declaration for the Condominium, these Articles may be amended by an instrument, in writing, signed by all the subscribers to these Articles, stating the Article Number and the contents of its amendment and filed in the office of the Secretary of State of the State of Florida with a certified copy of each such amendment attached to these Articles upon its recordation with the Declaration.~~
- ~~2. After the recordation of the Declaration for the Condominium, t~~These Articles may be amended in the following manner:
 - A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
 - B. A resolution approving a proposed amendment may be proposed by either the Board or by the Membership and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by ~~seventy-five~~ sixty-six percent (~~75~~66%) of the eligible voting interests of the members of the Association ~~present at any meeting; and such approval must be by a majority~~ two-thirds (2/3) of the members of the Board.
 - C. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the a Declaration.
 - D. A copy of each amendment shall be certified by the Secretary of State and filed of record as required by law.
 - ~~E. Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles which shall abridge, amend or alter the rights of the Lessor of~~

~~the Ground Lease or the Developer, including the right to designate and select members of the First Board as provided in Article IX hereof, may be adopted or become effective without the prior written consent of the Developer and Lessor.~~