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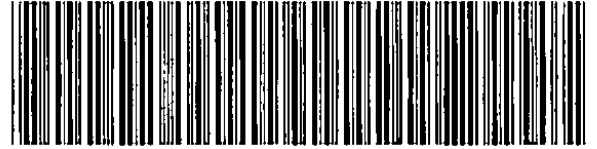
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GERARD S. COLLINS
DEBORAH S. SUGARMAN

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JAY S. LEVIN
RYAN N. LUMBRERAS
LAUREN T. SCHWARZFELD
ASHLEY R. TULLOCH

KERSTIN HENZE, OF COUNSEL
LISA A. MAGILL, OF COUNSEL

KBR Kaye Bender
Rembaum, P.L.
Attorneys At Law

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9121 NORTH MI

PALM BEACH GARDENS
TEL: (561) 840-1100
FAX: (561) 840-1101

PMOLLENGARDEN@KBR

WITH AN OFFICE
IN POMPANO BEACH

*BOARD CERTIFIED IN
CONDOMINIUM LAW
DEVELOPMENT

February 12, 2019

VIA REGULAR U.S. MAIL TO:

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

**RE: Ocean Terrace Condominium Association, Inc.; Amendments to the Articles
of Incorporation**

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amendments to the Articles of Incorporation for Ocean Terrace Condominium Association, Inc. along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State to cover the cost of filing same.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Very truly yours,

KAYE BENDER REMBAUM, P.L.

Peter C. Mollengarden, Esq.
For the Firm

PCM/vt

Prepared by and Return To:

Peter C. Mollengarden, Esquire
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

FILED
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PALM BEACH COUNTY, FLORIDA

SPACE ABOVE THIS LINE FOR PROCESSING DATA

**CERTIFICATE OF AMENDMENT TO
THE DECLARATION OF CONDOMINIUM
FOR OCEAN TERRACE, A CONDOMINIUM AND
THE ARTICLES OF INCORPORATION AND BYLAWS OF
OCEAN TERRACE CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, the **DECLARATION OF CONDOMINIUM FOR OCEAN TERRACE, A CONDOMINIUM** has been duly recorded in the Public Records of **Palm Beach County**, Florida in Official Record Book **2539**, Page **1257**; and

WHEREAS, the Articles of Incorporation and Bylaws of Ocean Terrace Condominium Association, Inc. are attached as Exhibits "C" and "D" respectively, to the Declaration of Condominium and

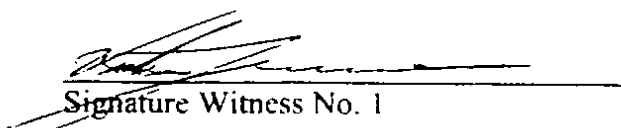
WHEREAS, at a duly called and noticed meeting of the membership of Ocean Terrace Condominium Association, Inc., a Florida not-for-profit corporation, held on _____, 2018 the aforementioned **Declaration of Condominium, Articles of Incorporation and Bylaws** were amended pursuant to the provisions of said **Declaration, Articles and Bylaws**.

NOW, THEREFORE, the undersigned hereby certifies that the amendments to the Declaration, Articles of Incorporation and Bylaws attached at Exhibit "A" hereto are a true and correct copy of the Amendments as amended by the Association:

WITNESS my signature hereto this 5TH day of DEC., 2018, at Palm Beach County, Florida.

WITNESSES

**OCEAN TERRACE CONDOMINIUM
ASSOCIATION, INC.**


Signature Witness No. 1

VICTOR LUCENA
(PRINT NAME) Witness No. 1

By: Stewart C. Norem
President

STARMET C NOREM
(PRINT NAME)

Sonia Wexler
Signature Witness No. 2

SONIA WEXLER
(PRINT NAME) Witness No. 2

By: Caryl Coppola
Secretary

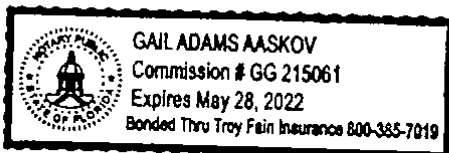
CARYL COPPOLA
(PRINT NAME)

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5TH day of December, 2018, by Stormet Norem, as President, and Caryl Coppola, as Secretary, of **OCEAN TERRACE CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath.

Gail Adams Aaskov
Notary Public, State of Florida at Large

My Commission Expires:



**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
OCEAN TERRACE, A CONDOMINIUM**

(Additions shown by "underlining",
Deletions shown by "~~strikeout~~"
Unaffected text shown by "****")

**ARTICLES OF INCORPORATION
OF**

OCEAN TERRACE CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I The name of the corporation shall be OCEAN TERRACE CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal place of business located at 5720 Old Ocean Boulevard, Ocean Ridge, Delray Beach, Florida 33444.

ARTICLE II The purpose for which the Association is organized is to provide an entity pursuant to ~~Section 12,~~ Chapter 714~~8~~, Florida Statutes, as amended from time to time to the date hereof, hereinafter called the "Condominium Act", for the operation of the OCEAN TERRACE, a Condominium, ~~to be~~ created pursuant to the provisions of the Condominium Act.

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

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the OCEAN TERRACE, a Condominium, pursuant to the Declaration thereof, and as it may be amended from time to time.

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

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

ARTICLE IV:

4.1 The members of the Association shall consist of all of the record owners of condominium units in OCEAN TERRACE, a Condominium, hereinafter referred to as "Condominium Units", and after termination of a the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of Broward-Palm Beach County, Florida, a deed or other instrument establishing record title to a Condominium Unit in OCEAN TERRACE, a Condominium, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

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

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns, except as otherwise provided in the By-Laws.

ARTICLE V: The Association shall have perpetual existence.

ARTICLE VI: The names and addresses of the subscribers to these Articles of Incorporation are

Nicholas V. Fasano

RR#1, Pine Tree Box 339
Boynton Beach FL 33436

Caesar Mauti 150 S.W. 24th Avenue
Boynton Beach, FL 33435

Barton A. Davis 226 S.W. 13th Avenue
Boynton Beach, FL 33435

ARTICLE VII: The affairs of the Association shall be administered by a President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold more than one office except the same person shall not hold the offices of President and Secretary. Officers of the Association 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. ~~The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

PRESIDENT Nicholas V. Fasano
SECRETARY Caesar Mauti
TREASURER Nicolas v. Fasano

ARTICLE VIII:

8.1 The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be either not less than three (3) or not more than five (5) as determined by the Board of Directors prior to the mailing, delivery or electronic transmission of the First Notice of the Annual Meeting of Election each year. Such authority of the Board to determine the size of the Board is only with respect to establishing how many Directors shall be elected each year and the Board shall have no authority to otherwise change the size of the Board. All members of the Board of Directors shall be members of the Association or the spouse of a member of the Association. Until such time as unit owners other than the Developer own fifty (50) or more of the units which will ultimately be operated by the Association as set forth in Article 13 below, the number of persons which shall constitute the entire Board of Directors shall be three (3), all of whom shall appointed by the Developer.

~~Subsequent to unit owners other than the Developer obtaining ownership of fifty (50%) percent or more of the units ultimately to be operated by the Association, the number of Directors which shall constitute the entire Board of Directors shall be three (3), two (2) of whom shall be appointed by the Developer and one (1) of whom shall be elected by the unit owners other than the Developer.~~

~~Subsequent to the expiration of three (3) years after sales by the Developer have been closed on seventy (70%) percent of the units that will ultimately be operated by the Association; or the expiration of three (3) months after sales have been closed by the Developer on (90%) percent of the units that will ultimately be operated by the Association; or upon the date whereupon all the units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business; whichever event shall be the first to occur, the number of Directors who shall constitute the entire Board of Directors shall be five (5) to be elected by unit owners other than the Developer and to be appointed by the Developer as follows:~~

~~(a) The owners, other than the Developer, of units in OCEAN TERRACE, a Condominium, wherein such unit owners other than Developer own in excess of fifty (50%) percent of the total number of units constructed as part of such condominium, shall elect a total of two (2) Directors.~~

~~(b) For so long as Developer holds any units in the condominium for sale in the ordinary course of its business all members of the Board of Directors not elected by the unit owners in accordance with sub-paragraph 8.1(a) above, shall be appointed by the Developer; thereafter any such member of the Board of Directors shall be elected by the members of the Association.~~

~~(c) All members of the Board of Directors elected by owners other than the Developer shall be members of the Association. Any member of the Board of Directors appointed by the Developer need not be a member of the Association.~~

~~8.2 The first annual membership meeting shall be held in January of the year following the date upon which the Declaration of Condominium OCEAN TERRACE, a Condominium, has been filed in the Public Records of Palm Beach County, Florida.~~

~~8.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

~~Nicholas V. Fasano RR#1 Pine Tree Box 339~~

~~Boynton Beach, FL 33436~~

~~Caesar Mauti 10 S.W. 24th Avenue~~

~~Boynton Beach, FL 33435~~

~~Barton A. Davis 226 S.W. 13th Avenue~~

ARTICLE IX: To the greatest extent allow by law, eEvery Director and every 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 in connection with any proceeding or the 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 or committee member of the Association, whether or not he is a Director or Officer or committee member at the time such expenses are incurred, except when the Director or Officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE X: The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

ARTICLE XI:

11.1 In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

11.2 The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times, and written summaries which shall be supplied at least annually to members or their duly authorized representatives.

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

12.1 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.

12.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or by the members of the Association. Members may propose an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than thirty (30%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later

than sixty (60) days thereafter for the purpose of considering such amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(a) Not less than sixty-six and two-thirds (66 2/3) percent of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or

(b) Not less than seventy-five (75%) percent of the votes of the entire membership of the Association. ~~Provided, however, that until such time as a majority of the members of the Board of Directors of the Association shall be elected by unit owners other than Developer, all amendments to the Articles of Incorporation shall be approved as forth in paragraph 12.2(a) above.~~

12.3 ~~Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the Condominium Units, including the Developer. No amendment shall be adopted without the consent and approval of the Developer, so long as it shall own five (5) or more units in OCEAN TERRACE, a Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers and/or options herein provided in favor of or reserved to the Developer, or any person who is an Officer, Stockholder or Director of the Developer, or any corporation having some or all of its Directors, Officers or Stockholders in common with the Developer, unless the Developer shall join in the execution of such amendment.~~

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

ARTICLE XIII: Whenever referred to in these Articles of Incorporation the term "Developer" shall refer to Ocean Terrace Development Corporation, a Florida corporation.

The term "Units that will be ultimately operated by the Association" shall refer to the ten (10) condominium units constructed ~~or to be constructed, each as part of OCEAN TERRACE, a Condominium.~~

ARTICLE XIV: The Registered Resident Agent to accept service of process within this State for said corporation shall be Nicholas V. Fasano, located at R.R.#1, Box 339, Pine Tree Golf Club, Boynton Beach, Florida, 33436 provided that the Board of Directors of the Association may change the Registered Agent from time to time.

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Nicholas V. Fasano

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this
____ day of _____, _____,

STATE OF FLORIDA)

)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Nicholas V. Fasano, Caesar Mauti and Barton A. Davis, who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein, this
____ day of _____, _____.

Notary Public