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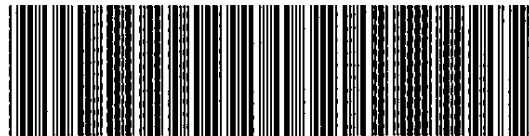
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Reply To:
West Palm Beach
Kenneth S. Direktor, Esq.
Direct dial: (561) 820-2880
kdirektor@becker-poliakoff.com

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Beachtree II, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Beachtree II, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,



KENNETH S. DIREKTOR
For the Firm

KSD/ebd
Enclosures

ACTIVE: 3074864_1

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BEACHTREE II, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of **Beachtree II, Incorporated** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XII thereof, by the membership at a duly called and noticed meeting of the members held April 27, 2010, and recessed to and reconvened on May 25, 2010. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
BEACHTREE II, INCORPORATED**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~",
unaffected text indicated by "...")

We, the undersigned, hereby associate ourselves together for the purpose of becoming a nonprofit corporation under the Laws of the State of Florida, by and under the provisions of the Statute of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be BEACHTREE II, INCORPORATED.

ARTICLE II

PURPOSE

The purpose for which the corporation is organized is as follows:

1. To be the "Association" for the purpose of operating and managing BEACHTREE II, a Condominium, for the use and benefit of the owners of the Condominium Units and to acquire, construct, manage, maintain and care for Association property. Said Condominium shall be constructed in St. Lucie County, Florida.

2. The documents creating the said Condominium will provide for the units to be constructed upon the above described property, together with certain other improvements.

3. The Board of Directors shall have the authority in its sole discretion to designate this Corporation as the Association for additional condominiums built or to be built on adjacent property.

ARTICLE III

POWERS

1. To operate and manage a condominium consisting of a number of buildings and other facilities for the use and benefit of the individual owners of the Condominium Units as the agent of said Owners.

2. To carry out all of the powers and duties vested in it pursuant to the Declaration of Condominium and the Bylaws and regulations of the Condominium.

3. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 718, Florida Statutes, and to do any and all of the things necessary to carry out its operations as a natural person might or could do.

4. No compensation shall be paid to Directors for their services as Directors. Compensation may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the corporation other than in the capacity of a Director, if and to the extent approved, in advance, by the Board of Directors. The Director to receive such compensation shall not be permitted to vote thereon. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents and attorneys for services rendered to the corporation. However, no part of the net earnings of this Corporation may inure to the benefit of any private individual within the meaning of §528, Internal Revenue Code of the United States.

5. All funds and title to all interests in property acquired by this Corporation, whether fee simple or leasehold in nature, and the proceeds thereof shall be held in trust by the Corporation for the owners of the Condominium Units in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto.

6. All of the powers of this Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto which govern the use of the land to be operated and administered by this Corporation.

ARTICLE IV

MEMBERSHIP

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

1. This Corporation shall be organized without capital stock. The Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors or officers, provided, however, that the Corporation may pay reasonable compensation for services rendered as elsewhere herein provided.

2. All owners of Condominium Units ~~together with the owners of the unimproved building sites upon which the Condominium Units are to be constructed~~ shall be members of the Corporation and no other persons or legal entities shall be entitled to membership subject, however, to the provisions of the Declaration of Condominium.

3. Membership in the Corporation shall be established in the manner provided in the Bylaws, ~~by one of the following methods:~~

~~a. The owners of the unimproved building sites upon which condominiums are to be constructed and of the unsold Condominium Units shall be members of this Corporation.~~

~~b. Other persons shall become members of this Corporation by recording in the Public Records of St. Lucie County, Florida, of a deed or other instrument establishing a change of record title to a Condominium Unit whereby such person becomes the owner of the fee simple title to said Condominium Unit or to such unimproved building site. Upon the delivery to the secretary of the Corporation of a certified copy of such instrument, the new owner designated by said instrument shall become a member of the Corporation and the membership of the prior owner shall terminate.~~

4. The interest of any member in any part of the real property or in the funds and assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to and together with the Condominium Unit in the Condominium.

5. Voting by the members of this Corporation, in the affairs of this Corporation, shall be as set forth in the Declaration of Condominium establishing said Condominium.

Voting rights shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Corporation.

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

NUMBER OF DIRECTORS

1. ~~The business of this Corporation shall be conducted by a Board of Directors of not less than three nor more than fifteen, the exact number of directors to be fixed by the Bylaws of the Corporation.~~ The business affairs of the Corporation shall be managed by a Board of Directors who shall be elected annually by the members. Said Board of Directors shall consist of five (5) persons. All Board members must be members of the Association or spouses of members of the Association.

2. The election of Directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Corporation.

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such Assistant Secretaries, Assistant Treasurers and other offices as may be authorized by the Board of Directors. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until the next annual meeting of the Board of Directors or until their successors shall be duly elected and qualified. ~~The first officers of the Corporation who shall serve until such time as they resign, are removed, or their successors are elected, shall be:~~

| | | |
|---------------------|---|-------------------|
| PRESIDENT | - | JOE L. KRCHNAK |
| VICE PRESIDENT | - | JOSEPH M. CONNORS |
| SECRETARY TREASURER | - | HECTOR AGUIAR |

ARTICLE VIII

NAMES AND POST OFFICE ADDRESSES OF DIRECTORS

~~The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and until their successors are elected or appointed and have qualified shall be:~~

1. ~~JOE L. KRCHNAK~~ - ~~Ocean Village on Hutchinson Island
2400 South Ocean Drive
Ft. Pierce, Florida 33450~~
2. ~~JOSEPH M. CONNORS~~ - ~~Ocean Village on Hutchinson Island
2400 South Ocean Drive
Ft. Pierce, Florida 33450~~
3. ~~HECTOR AGUIAR~~ - ~~Ocean Village on Hutchinson Island
2400 South Ocean Drive
Ft. Pierce, Florida 33450~~

ARTICLE VIII

DIRECTORS

1. Number and Qualification. The business affairs of the Corporation shall be managed by a Board of Directors who shall be elected annually by the members. Said Board of Directors shall consist of five (5) persons. All Board members must be members of the Association or spouses of members of the Association.

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.

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

BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended, altered or rescinded at a duly constituted membership meeting for such purpose, provided, however, no amendment shall take effect unless approved by members representing at least 75% a majority of the total votes in the Condominium. In addition, said amendment shall conform to the requirements of Article VIII of the Declaration of Condominium

ARTICLE X

ASSESSMENTS AND REFUNDS

All assessments paid by the owners of Condominium Units for the maintenance and operation of the Condominium which the Corporation shall operate shall be utilized by the Corporation only to pay for the cost of said maintenance and operation and as provided in the Declaration of Condominium. The Corporation shall have no interest in any funds received by it through assessments from the owners of individual Condominium Units or otherwise except to the extent necessary to carry out the powers vested in it as agent for said members.

The Corporation shall make no distribution of income to its members, directors or officers, except as salaries for services rendered and reimbursement of expenses as provided for herein and in the Bylaws of the Corporation. The Corporation shall be conducted as a nonprofit corporation.

Any Common Surplus shall be held for the use and benefit of the Corporation's members in proportion to the percentage of their ownership in the Common Elements of the Corporation.

Upon termination of the Condominium and dissolution or final liquidation of this Corporation, the distribution to the members of this Corporation of the Common Surplus in proportion to the percentage of their ownership in the Common Elements shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XI

INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with 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 of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred unless the liability of the director in question or officer is adjudged by decision of court to result from the willful misfeasance or malfeasance of such officer or director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said director or officer may be entitled.

ARTICLE XII

AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by approval of the members representing at least ~~75%~~ a majority of the votes in the Condominium.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2400 South Ocean Drive, Ft. Pierce, St. Lucie County, Florida 33450 34949, and the name of the initial registered agent of this Corporation is JOE L. KRCHNAK.

ARTICLE XIV

SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are:

- | | | |
|----|------------------|---|
| 1. | JOHN F. FLANIGAN | 707 North Flagler Drive West Palm Beach, Florida 33401 |
| 2. | ELAINE O. RAYMER | 707 North Flagler Drive West Palm Beach, Florida 33401 |

* * * * *

WITNESS my signature hereto this 15th day of July, 2010, at Ft. Pierce,
St. Lucie County, Florida.

Karen Wendland
Witness

KAREN WENDLAND

Carrie A. Voltz
Witness

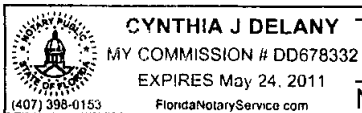
CARRIE A. VOLTZ

BY: [Signature] (SEAL)
President

ATTEST: [Signature] (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF ST. LUCIE :

The foregoing instrument was acknowledged before me this 15th day of
July, 2010, by William Proc and
Kay Snodgrass, as President and
Secretary, respectively, of Beachtree II, Inc., a Florida not-
for-profit corporation, on behalf of the corporation. They are personally known to me, or
have produced _____ identification and
did take an oath. If no type of identification is indicated, the above-named persons are
personally known to me.



Cynthia J. Delany (Signature)

Cynthia J Delany (Print Name)

Notary Public, State of Florida at Large

ACTIVE: 2991073_1