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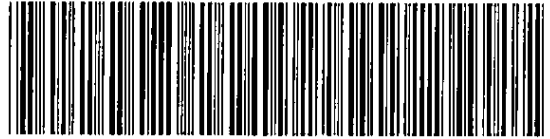
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S. PRATHER

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEACHTREE II, INCORPORATED**

The Amended and Restated Articles of Incorporation of Beachtree II, Incorporated were filed with the Secretary of State on August 31, 2010. They were also recorded in the Public Records of St. Lucie County, Florida, at Official Records Book 3226, Page 1237 et.seq. The same Articles of Incorporation are hereby amended by the members, and the number of votes cast for the amendment was sufficient for approval at the meeting held on April 16, 2024 which is the date of adoption by the membership entitled to vote.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BEACHTREE II, INCORPORATED**

The Association, Beachtree II, Incorporation, was created as 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 is BEACHTREE II, INCORPORATED.

**ARTICLE II
PURPOSE**

The purposes for which the corporation is organized are 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 in St. Lucie County, Florida.

2. The Declaration for said Condominium provides for the units constructed and maintained upon the condominium property, together with certain improvements.

ARTICLE III POWERS

1. To operate and manage a condominium consisting of five (5) 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 is 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 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 is 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 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 Declaration.

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 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.

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 by the members as provided in the Bylaws. 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 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. In the appropriate circumstances, partial termination may be an option as provided in §718 Florida Statutes, as amended from time to time.

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 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.

IN WITNESS WHEREOF, the undersigned has caused these to be signed by its President and its Secretary this 14 day of May, 2024.

WITNESSES:
(TWO)

Witness #1 Signature

Lynette D. Navarro

Witness #1 Printed Name

1901 SW Idaho Lane, B1541111, FL 33195

Witness #1 Address

Laura De Maria

Witness #2 Signature

Laura De Maria

Witness #2 Printed Name

154 Cypress St
Floral Park NY 11001

Witness #2 Address

STATE OF Florida

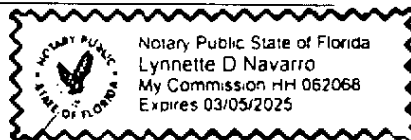
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 14 day of May, 2024, by James Seymour as President of Beachtree II, Incorporated, a Florida Corporation, on behalf of the corporation. He/She is ☐ personally known to me or ☒ has produced _____ (type of identification) as identification.

My commission expires: 3/5/25

Notary Public

Lynette D. Navarro
Printed Name



STATE OF New York

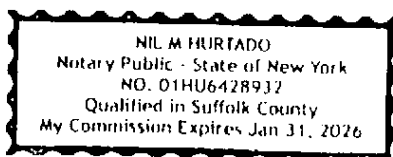
COUNTY OF Dutchess

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization this 7 day of May, 2024, by Lynn Pinto as Secretary of Beachtree II, Incorporated, a Florida Corporation, on behalf of the corporation. He/She is ☐ personally known to me or ☒ has produced Driver License (type of identification) as identification.

My commission expires: 11/31/26

Notary Public

Nil Hurtado
Printed Name



Beachtree II, Incorporated

BY: [Signature]

JAMES H. SEYMOUR, President

Address: 2400 50th Ave Dr #6525

Date: 5/14/24

BY: [Signature]

Lynn F. Pinto, Secretary

Address: 131 Cypress St Floral Park NY 11001

Date: 7 May 2024

2024 MAY 22 PM 6:00

2024 MAY 22 PM 6:00