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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

JUL 12 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PALM CLUB VILLAGE I CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: 767042

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

Please return all correspondence concerning this matter to the following:

Marty Platts, Esq.

(Name of Contact Person)

Becker & Poliakoff, P.A.

(Firm/ Company)

625 N. Flagler Drive, 7th Floor

(Address)

West Palm Beach, FL 33401

(City/ State and Zip Code)

mplatts@beckerlawyers.com

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

For further information concerning this matter, please call:

Marty Platts

561 820-2866

(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

FILED

2018 JUL 10 PM 4:19

THE PALM CLUB VILLAGE I CONDOMINIUM ASSOCIATION, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

767042

(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:

N/A

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(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: N/A

New Registered Office Address:

(Florida street 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

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
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	_____	_____	_____

Please see attached.

**THE PALM CLUB VILLAGE I
CONDOMINIUM ASSOCIATION, INC.**

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

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 with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, hereinafter referred to as "Articles", set forth:

I.

The name of this corporation shall be THE PALM CLUB VILLAGE I CONDOMINIUM ASSOCIATION, INC. This corporation shall hereinafter be referred to as the "Association".

II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Fla. Stat., hereinafter referred to as the "Condominium Act", to operate one or more residential and/or non-residential condominiums ("Condominiums") at THE PALM BEACH CLUB VILLAGE I ("Village I"), in accordance with the Declarations of Condominium, these Articles and the By-Laws of the Association.

III.

All definitions in the Declaration(s) of Condominium and Exhibits attached thereto shall prevail in this instrument when applicable.

IV.

The Association shall have the following powers:

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MARTY PLATTS, ESQ.
BECKER & POLIAKOFF, P.A.
625 N. FLAGLER DRIVE, 7TH FLOOR • WEST PALM BEACH, FL 33401
TELEPHONE (561) 655-5444

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declarations of Condominium and Exhibits attached thereto, including these Articles and the By-Laws of this Association.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declarations of Condominium, these Articles, the By-laws of the Association, and F.S. 718, et seq., including but not limited to:

(a) To make and establish Rules and Regulations governing the use of the Condominium Properties and Association Properties.

(b) To levy and collect assessments from members of the Association to defray the Common Expenses of the Condominiums as provided for in the Declarations of Condominium and Exhibits attached thereto, including, but not limited to, the provision of insurance for the Condominium Properties, Association Properties, and the Association, the acquiring, operating, leasing, managing and otherwise dealing with property, whether real or personal (including Units in said Condominiums), which may be necessary or convenient for the operation and management of the Condominiums and the Association Properties, and to do all things necessary to accomplish the purposes set forth in said Declarations of Condominium.

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Properties and Association Properties.

(d) To contract for the management of the Condominiums and Association Properties and to delegate in such contract all or any part of the powers and duties of the Association provided in these Articles, the Declarations of Condominium and Exhibits attached thereto.

(e) To enforce the provisions of said Declarations of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations governing the use of said Condominium Properties and Association Properties.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.

(g) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium Units.

(h) To acquire and enter into agreements whereby the Association acquires interests in property, either in its own name or through organizations of which it is a member; or a leasehold, membership or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium or Association Properties intended to provide for the enjoyment, recreation or other use or benefit of the members.

(i) To exercise all powers hereinabove enumerated concerning any property owned or controlled by the Association.

(j) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Association Properties, Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Association Properties, Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

V

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

1. The record owners of all Units in the Condominiums and the subscribers to these Articles shall be members of the Association, and no other persons or entities shall be entitled to membership, ~~except as provided in Item 4 of this Article V. Membership of the subscribers shall terminate upon the Sponsor being divested of all Units in the Condominiums and control of the Association is turned over to the members.~~

2. Subject to the provisions of the Declarations of Condominium and the By-Laws of this Association, membership shall be established by the acquisition of fee record title to a Unit in the Condominiums. The membership of any party shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominiums. Membership is non-transferable except as an appurtenance to a Unit.

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3. ~~There shall be up to two (2) classes of Voting Members:~~

~~(a) Residential Members, and~~

~~(b) Non-Residential Members (if any)~~

~~On all matters on which the membership shall be entitled to vote, except as hereinafter specified, each residential member shall have one vote for each Unit in the Condominiums owned by such member. Non-residential members shall have no vote except concerning matters materially concerning the non-residential condominium (i.e., termination, Amendments to By-Laws which materially affect the non-residential condominium, etc.):~~

~~Such votes may be exercised or cast by the owner or owners of each Unit in such manner as is provided for in the Declarations or in the By-Laws hereinafter adopted by the Association.~~

4. ~~Until such time as the first Condominium which this Association is intended to operate is submitted to Condominium ownership, by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the Subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters on which the residential members are entitled to vote.~~

VI.

The Association shall have perpetual existence.

VII.

The principal place of business of the Association shall be located at Military Trail, West Palm Beach, Florida 1000 Green Pine Boulevard, West Palm Beach, Florida 33409. The registered office of the Association shall be located at Military Trail, West Palm Beach, Florida 625 North Flagler Drive, 7th Floor, West Palm Beach, Florida 33401 and the registered agent at such address shall be Frank J. Steinitz Kenneth S. Direktor, Esq.

VIII.

-Page 4 of 10 -

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The affairs of the Association will be managed by a Board of Directors consisting of ~~not less than five (5) nor more than thirteen (13)~~ persons who ~~need not~~ must be members of the Association. The Board shall consist of five members until the Sponsor has sold all units in all the phases to be constructed in the Project. Thereafter, the number of directors may be increased from time to time to a maximum of thirteen, by a majority vote of the Board of Directors.

Directors of the Association shall be elected in the manner provided by the By-Laws at the annual meeting of the members. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The Directors named in these Articles shall serve until their successors are elected pursuant to the By-Laws. If a director is to be replaced by a person elected by the Unit Owners other than Sponsor, Sponsor shall designate which Sponsor-appointed director is to be replaced. Any directorship vacancy occurring before the first election shall be filled by the remaining Directors, or Sponsor as the By-Laws provide.

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:

Kevoork S. Hovnanian	29 Ward Avenue Rumson, New Jersey
Peter Reinhart	67 Winchester Drive Tinton Falls, New Jersey
Frank J. Steinitz	666 Anchorage Drive North Palm Beach, Florida
John Glick	4816 Palm Way Lake Worth, Florida 33463
Thomas A. Wahl	5678 Biscayne Drive Greenacres, Florida

The Board of Directors shall have the power to adopt the budget of the Association and Condominiums.

~~The transfer of control from the Sponsor to the Unit Owners shall be in accordance with the provisions of F.S. 718.301 and the By Laws.~~

~~IX.~~

The officers of the Association shall be elected by the Board of Directors at their first meeting following election of directors by members and shall serve at the pleasure of the Board of Directors. ~~The names of the officers who shall serve until their successors are elected are as follows:~~

Kevork S. Hovnanian	President
Frank J. Steinitz	Vice President
John Glick	Treasurer
Thomas A. Wahl	Secretary

~~X.~~

The Subscribers of these Articles are Messrs. Glick, Steinitz and Wahl, their full names and respective post office addresses set forth in Article VIII above.

~~XI.~~

~~The original By Laws of the Association shall be adopted by a majority vote of the Directors of the Association.~~

~~XII~~ XI.

~~The Association does hereby indemnify its officers and directors as provided in the By Laws.~~

1. Indemnity. To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of, or a committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to,

the best interest of the Association; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

2. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

3. Approval. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall

ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

~~XIII~~ XII.

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members or amendments may be proposed by the members of the Association upon a vote of 50% of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call For Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and, in the case of a special meeting, the purpose or purposes for which the meeting

is called. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Association Properties. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of 50 + 1 a majority of the votes of the entire membership entitled to vote thereon.

4. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

~~Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval.~~

~~Notwithstanding the foregoing provisions of this Article XIII so long as the Sponsor holds units for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Sponsor if in the sole opinion of Sponsor, which shall be binding, such amendment affects the rights of Sponsor or affects the Sponsor's ability to sell or lease Units in the Condominiums.~~

XIV XIII.

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. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended,

held, or used for the benefit of the membership and for the purposes authorized in the Declarations of Condominium, these Articles and the By-Laws of the Association.

~~XV~~ XIV.

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract, including those entered or to be entered into with Sponsor, or managing agent, shall be invalidated in whole or part by the Association or any subsequent officer, director and/or member(s) thereof on the grounds that the officers, directors and/or member(s) had an interest, whether adverse or not, in the party contracted with, regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the Association.

At any meeting of the Directors of the Association which shall authorize or ratify any such contract or transaction any interested director or directors may vote or act thereat, with like force and effect, as if he had no such interest (provided that in such case the nature of such interest [though not necessarily the extent or details thereof] shall be disclosed, or shall have been known to the directors or a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the Association by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to the Association or to any member or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member is involved be accountable for any gains or profits realized thereof.

ACTIVE: P04118/214320:11057244_1

April 28, 2009

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 7/3/18

Signature Sandra Hartwick
(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)

Sandra Hartwick

(Typed or printed name of person signing)

President

(Title of person signing)