

770814

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400439040324

11/04/24--01020--009 **35.00

241124-4 PM 5:07
JAN 5 2025

ROBERT L. KAYE, B.C.S.*
MICHAEL S. BENDER, B.C.S.* ♦
JEFFREY A. REMBAUM, B.C.S.* ♦

ANDREW B. BLACK, B.C.S.*
DANIELLE M. BRENNAN, B.C.S.*
GERARD S. COLLINS
EMILY E. GANNON
JEFFREY D. GREEN, B.C.S.* ♦
KERSTIN HENZE
PETER C. MOLLENGARDEN, B.C.S.*
ALAN SCHWARTZSEID, B.C.S.* ♦
DEBORAH S. SUGARMAN

DAVID DILTS
BENJAMIN L. HEYDLAUF
JAY S. LEVIN
ZACHARY S. MORSE
CHRISTOPHER B. POSNER
LAUREN T. SCHWARZFELD
STUART M. SMITH
JOSEPH C. STAYANOFF

LISA A. MAGILL, B.C.S.*, OF COUNSEL



Serving clients throughout Florida

REPLY TO:

Palm Beach Gardens Office:

9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410
Tel: (561) 244-4462
Fax: (561) 223-3957
DBrennan@KBRLegal.com
www.KBRLegal.com

♦ FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

* BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

♦ BOARD CERTIFIED SPECIALIST
IN CONSTRUCTION LAW

October 31, 2024

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**RE: L'Ermitage Palm Beach Condominium Association, Inc.;
Amended and Restated Articles of Incorporation**

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc., along with a copy of same to have stamped and returned to us after filing. Also enclosed is a check in the amount of \$35.00 payable to the Secretary 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.

Regards,

KAYE BENDER REMBAUM, P.L.


Danielle M. Brennan, Esq.
For the Firm

DMB/tr
Enclosures

BROWARD COUNTY:
1200 PARK CENTRAL BLVD, SOUTH
POMPANO BEACH, FL 33064
TEL 954.928.0680 FAX 954.772.0319

SEMINOLE COUNTY:
855 E. SR 434, SUITE 2209
WINTER SPRINGS, FL 32708
TEL 321.430.7565

HILLSBOROUGH COUNTY:
1211 N. WESTSHORE BLVD, SUITE 409
TAMPA, FL 33607
TEL 813.375.0781 FAX 813.252.3057

(Additional Office in Miami-Dade County, by Appointment Only)

This instrument was prepared by:
JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
L'ERMITAGE PALM BEACH CONDOMINIUM ASSOCIATION, INC.

WHEREAS, L'Ermitage Palm Beach Condominium Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc., filed October 18, 1983, Document Number 770814 (the "Articles"); and

WHEREAS, pursuant to Article X of the Articles, the Articles may be amended upon the approval of sixty percent (60%) of the Association's Board of Directors, (the "Board") and of not less than sixty-six and two-thirds percent (66-2/3%) of the voting interests of the Association; and

WHEREAS, on February 13, 2024, at a properly noticed meeting of the Board, the Board approved the Amended and Restated Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as EXHIBIT "A", in accordance with Article X of the Articles; and

WHEREAS, on March 13, 2024, at the properly noticed annual meeting of the Association's members, the members approved the Amended and Restated Articles in accordance with Article X of the Articles.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles approved by the Association.

SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
L'ERMITAGE PALM BEACH CONDOMINIUM ASSOCIATION, INC.

.....

[Signature and Notary Page to Follow]

IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, sealed, and delivered
in the presence of:

Melissa Maurino

Print Name: Melissa Maurino

Post Office Address: 200 Bradley Pl
Palm Beach, FL 33480

Ch. D.V.

Print Name: CHRIS DE VITO

Post Office Address: 200 BRADLEY PL
Palm Beach, FL 33480

ASSOCIATION

L'ERMITAGE PALM BEACH CONDOMINIUM
ASSOCIATION, INC.

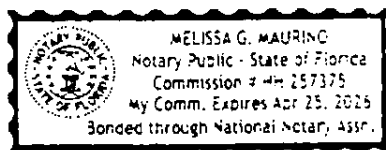
a Florida not for profit corporation

By: Arthur Indursky
Arthur Indursky, its President

Date: 10/30/24

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or
☐ online notarization, this 30th day of October, 2024, by Arthur Indursky as President of
L'Ermitage Palm Beach Condominium Association, Inc., who ☒ is personally known to me or ☐ produced
_____ as identification and did not take an oath.



My Commission Expires:

Melissa Maurino
Notary Public, State of Florida
Melissa Maurino
Print Name

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF L'ERMITAGE PALM BEACH CONDOMINIUM ASSOCIATION, INC.

ARTICLE I DEFINITIONS

Unless otherwise defined herein, all initially capitalized terms used herein shall have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Condominium of L'Ermitage Palm Beach, as may be amended from time to time (the "Declaration"), to which these Amended and Restated Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc. are attached as Exhibit C, as may be amended from time to time (these "Articles").

ARTICLE II NAME AND ADDRESS

The name of the corporation is L'ERMITAGE PALM BEACH CONDOMINIUM ASSOCIATION, INC. organized as a not for profit corporation under Chapter 617, Florida Statutes, and is a condominium association under Chapter 718, Florida Statutes. The principal address and mailing address of the Association shall be 200 Bradley Place, Palm Beach, Florida 33480, or at such other principal address or mailing address as may from time to time be designated by the Board.

ARTICLE III PURPOSE

The purpose for which the Association is organized is to provide an entity responsible for operating, governing, administering, and managing the property and affairs of the condominium in Palm Beach County, Florida, known as L'ERMITAGE PALM BEACH, A CONDOMINIUM; to exercise all powers and discharge all responsibilities granted to under the Declaration, these Articles, the By-Laws, the Condominium Act, and the Florida Not For Profit Corporation Act; and to acquire, hold, convey, and otherwise deal in and with real and personal property in the Association's capacity as a condominium association.

ARTICLE IV POWERS

Without limitation, the Association shall have all of the following powers:

4.1 General. The Association shall have all of the powers and privileges granted to it pursuant to the Condominium Documents. The Association shall have all of the common law and statutory powers of a not for profit corporation under the laws of Florida that are not in conflict with the provisions of the Condominium Documents, including those powers under and pursuant to the Florida Not For Profit Corporation Act and the Condominium Act. In the event of any conflict between the provisions of the Florida Not

For Profit Corporation Act and the Condominium Act, the provisions of the Condominium Act shall apply. In the event of any conflict between these Articles and the By-Laws, these Articles shall control; and in the event of any conflict between these Articles and the Declaration, the Declaration shall control.

4.2 Enumeration. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

a. To acquire, and enter into agreements whereby it acquires, ownership, leasehold, memberships, or other possessory or use interests in lands or facilities, including, but not limited to, country clubs, golf courses, marinas, and other recreation facilities, whether or not contiguous to the Condominium Property, intended to provide for the enjoyment, recreation, or other use or benefit of the Members.

b. To contract with a third party for the management of the Condominium Property and the Association, and to delegate to such third party all powers and duties of the Association except such as are specifically required by the Condominium Documents, the Florida Not For Profit Corporation Act, or the Condominium Act to have the approval of the Board or the Members.

c. To purchase, acquire, mortgage, operate, sell, lease, manage, and otherwise trade and deal with property, whether real or personal, including, without limitation, Units, which may be necessary or convenient for the operation and management of the Condominium and in accomplishing the purposes of the Association.

d. To pay taxes and assessments levied and assessed against any real property the Association might own or in which it might have an interest and to pay for such equipment and tools, supplies and other personal property purchased for use in maintaining, repairing, replacing, and preserving such property;

e. To make, establish, amend, modify, and rescind reasonable rules and regulations governing the maintenance, use, and operation of the Condominium Property and other property acquired or leased by the Association for use by Unit Owners and for all other lawful purposes.

f. To levy and collect Assessments and other charges against Unit Owners and the Units to defray the Common Expenses and for all other purposes as provided for in the Declaration, to make and collect Assessments against Parcel A Owners and Duplex Townhouse Owners to pay the expenses of the recreation facilities which such owners have a right to use, and to use the proceeds thereof, which shall belong to solely to the Association, in the exercise of its powers and duties and for other expenses incident to the conduct of the business of the Association.

g. To maintain, repair, replace, operate, and manage the Condominium Property in accordance with the Declaration, including, without limitation, the right to

reconstruct improvements after casualty and to make further improvements to the Condominium Property.

h. To pay all costs of power, water, sewer, and other utility services rendered to the Condominium Property and not billed to the Unit Owners of the separate Units;

i. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, and its directors and officers, and such other parties as the Association may determine in the best interest of the Association.

j. To enforce the provisions of the Condominium Documents and the Condominium Act.

k. To approve or disapprove of the sale, transfer, mortgage, and occupants of Condominium Units in accordance with the Declaration.

l. To borrow money on behalf of the Association, execute promissory notes and other evidences of indebtedness, and give as security therefor mortgages and security interests in Assessments and/or property owned by the Association.

m. To employ and dismiss personnel to perform the services required for proper operation of the Condominium Property and the Association.

n. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of purposes and powers of the Association under the Condominium Documents and the Condominium Act.

o. To otherwise perform, fulfill, and exercise the powers, privileges, options, rights, duties, obligations, and responsibilities entrusted to or delegated to it by the Condominium Documents.

ARTICLE V MEMBERSHIP

5.1 Qualifications. The Members shall be all Unit Owners of Condominium Units. Membership shall be established by recording in the Official Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a Condominium Unit and the delivery to the Association of a certified copy of such instrument; the grantee designated by such instrument thereby becoming a Member. The foregoing is not intended to include persons or entities who hold an interest in a Condominium Unit merely as security for the performance of an obligation. The membership of the prior Unit Owner of such Condominium Unit shall be thereby terminated upon termination of ownership of such Condominium Unit. Where any Condominium Unit is owned by more than one (1) person, firm, individual, corporation, or

other legal entity, all Unit Owners of such Condominium Unit shall be Members; provided, however, that only one (1) such Unit Owner shall be designated as the voting member, as set forth in the By-Laws.

5.2 Voting Rights. On all matters on which the Members shall be entitled to vote, each Condominium Unit shall be entitled to one (1) vote. Any Member owning more than one (1) Condominium Unit shall be entitled to the cumulative total of votes allocated to each Condominium Unit owned. The vote of a Condominium Unit shall not be divisible. Such vote or votes may be exercised or cast in such manner as provided by the By-Laws. Cabana Units shall not be entitled to any vote.

5.3 Assignment. The share of a Unit Owner in the funds and assets of the Association, in the Common Elements, and the Common Surplus appurtenant to the Unit and membership appurtenant to the Condominium Unit cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to such Unit for which that share or membership is held.

5.4 General Matters. When reference is made in the Condominium Documents, management contracts, or otherwise, to a majority or specific percentage of Unit Owners of Condominium Units or Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members and not of the Members or Unit Owners of Condominium Units themselves.

ARTICLE VI TERM

The existence of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration. In the event of such termination, the Association shall be dissolved in accordance with law.

ARTICLE VII INITIAL SUBSCRIBERS

The names and addresses of the initial subscribers to the Association's original Articles of Incorporation are:

WILLIAM R. ELMORE	2745-C Northwest 62 nd Street Fort Lauderdale, Florida 33309
MICHAEL A. SHERMAN	2745-C Northwest 62 nd Street Fort Lauderdale, Florida 33309
LENORA J. WATKINS	2745-C Northwest 62 nd Street Fort Lauderdale, Florida 33309

ARTICLE VIII
BOARD OF DIRECTORS

8.1 Qualification. The affairs of the Association are managed by the Board consisting of not less than three (3) nor more than nine (9) persons as determined in the manner set forth in the By-Laws. Only Members may serve as directors of the Association; provided, however, that if a Condominium Unit is owned by a corporation or other legal entity, the voting member designated by such corporation or other legal entity in accordance with the By-Laws may serve as a director.

8.2 Duties and Powers. All of the duties and powers set forth in Article IV herein shall be exercised exclusively by the Board, its agents, contractors, or employees, subject only to approval by the Members when it is specifically required.

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

ARTICLE IX
OFFICERS

9.1 Qualification. The affairs of the Association are administered by a President, a Vice President, a Treasurer, and a Secretary, and such other officers as the Board may from time to time designate, in the Board's sole discretion, the powers and duties of which shall be designated by the Board as the Board deems necessary in its sole discretion, all of whom shall serve at the pleasure of the Board. Only Members may serve as officers of the Association; provided, however, that if a Condominium Unit is owned by a corporation or other legal entity, the voting member designated by such corporation or other legal entity in accordance with the By-Laws may serve as an officer.

9.2 Duties and Powers. The duties and powers of the officer shall be as set forth in the By-Laws.

9.3 Election and Removal. Officers shall be elected and removed by the Board in the manner provided by the By-Laws.

9.4 Officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT	Arthur Indursky	200 Bradley Place, Unit 406 Palm Beach, FL 33480
VICE PRESIDENT	Jack Dodick	200 Bradley Place, Unit 202 Palm Beach, FL 33480

SECRETARY/TREASURER

John Morris

200 Bradley Place, Unit 201
Palm Beach, FL 33480

ARTICLE X
AMENDMENT OF ARTICLES

These Articles may be amended upon the approval of not less than two-thirds (2/3) of the voting interests of the Association. The approval of the Members of a proposed amendment may be obtained by written consent in lieu of a membership meeting pursuant to the relevant provisions of the Florida Not For Profit Corporation Act. The amendment shall be effective when a certificate, executed with the formalities of a deed, certifying that the amendment was duly adopted as an amendment of these Articles, and copy of the amendment are filed with the Office of the Secretary of State and recorded among the Official Records of Palm Beach County, Florida.

ARTICLE XI
INDEMNIFICATION

Every director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement involved, to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an officer or director of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board approved 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 other rights to which such officer or director may be entitled.

ARTICLE XII
REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc. were executed at Palm Beach County, Florida on the date set forth below.

Signed, sealed, and delivered
in the presence of:

Melissa Maurino

Print Name: Melissa Maurino

Post Office Address: 200 Bradley Pl
Palm Beach, FL 33480

Ch DeVito

Print Name: CHRIS DeVITO

Post Office Address: 200 BRADLEY PL
PALM BEACH, FL 33480

ASSOCIATION

L'ERMITAGE PALM BEACH
CONDOMINIUM ASSOCIATION, INC.

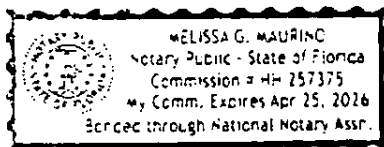
a Florida not for profit corporation

By: Arthur Indursky
Arthur Indursky, its President

Date: 10/30/24

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing Amended and Restated Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc. were acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 30th day of October, 2024, by Arthur Indursky, as President of L'Ermitage Palm Beach Condominium Association, Inc., who ☒ is personally known to me or ☐ produced _____ as identification and did not take an oath.



Melissa Maurino
Notary Public, State of Florida

Melissa Maurino
Print Name of Notary Public

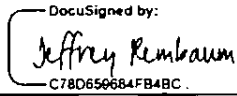
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for L'ERMITAGE PALM BEACH CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation, at the place designated in these Amended and Restated Articles of Incorporation of L'Ermitage Palm Beach Condominium Association, Inc., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 31st day of October, 2024.

KAYE BENDER REMBAUM, P.L.

By: 
C78D650684FB4BC
Jeffrey Rembaum, Member
(Registered Agent)