



THE UNITED STATES
CORPORATION
COMPANY

N00000000432

ACCOUNT NO. : 072100000032

REFERENCE : 698612 83639A

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 43.75

ORDER DATE : May 16, 2000

ORDER TIME : 11:58 AM

ORDER NO. : 698612-005

CUSTOMER NO: 83639A

CUSTOMER: Steven D. Rubin, Esq
Steven D. Rubin, Esq
Suite 434
980 N. Federal Highway
Boca Raton, FL 33432

*Amended &
Restated
Articles &
Name Change*

500003254555--5

DOMESTIC AMENDMENT FILING

NAME: OCEAN PALMETTO CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

5/17/00

FILED
00 MAY 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 16 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION

FILED
00 MAY 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CERTIFICATE is hereby made to evidence the amendment and restatement of the Articles of Incorporation of Ocean Palmetto Building Association, Inc., a Florida corporation not for profit in accordance therewith and with Chapter 617, Florida Statutes, it being hereby declared:

1. The name of the corporation is Ocean Palmetto Building Association, Inc., a Florida corporation not for profit.
2. The Articles of Incorporation are amended and restated in their entirety to read as set forth in the Amendment and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto and made a part hereof.
3. The restatement attached as Exhibit "A" hereto contains amendments to the Articles requiring member approval.
4. Members entitled to vote on the amendments incorporated in Exhibit "A" hereto approved same by a vote of at least a majority of the votes of the members entitled to vote at a duly called meeting thereof held on May 15, 2000. The number of votes cast were sufficient for approval.
5. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" are intended to, and shall, supersede the original Articles of Incorporation of Ocean Palmetto Building Association, Inc.

IN WITNESS WHEREOF, this Certificate is made for the purposes herein expressed.

The foregoing were adopted as the Certificate of Amendment and Restatement of

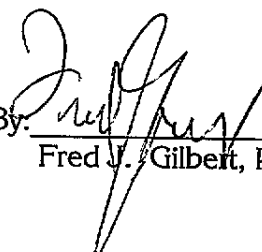
Articles of Incorporation of OCEAN PALMETTO BUILDING ASSOCIATION, INC. on

May 15, 2000.

OCEAN PALMETTO BUILDING
ASSOCIATION, INC.

ATTEST:


Fred Gilbert, Secretary

By: 
Fred J. Gilbert, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

15th The foregoing instrument was sworn to, subscribed and acknowledged before me this
day of May, 2000 by Fred J. Gilbert, the President and Secretary of Ocean
Palmetto Building Association, Inc., who
(please check one)

☒ is (are) personally known to me OR


☐ has (have) produced _____ as identification and he/she/they

(please check one)

☒ did take an oath

☐ did not take an oath

My Commission Expires


Notary Public


 Steven D Rubin
My Commission CC710177
Expires March 3, 2002

Exhibit "A"

RESTATED
ARTICLES OF INCORPORATION
OF
OCEAN PALMETTO CONDOMINIUM ASSOCIATION, INC.
f/k/a OCEAN PALMETTO BUILDING ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I. NAME AND ADDRESS

The name of this Corporation is OCEAN PALMETTO CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

The street address of the initial principal office of the Association is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432.

ARTICLE II. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE III. PURPOSE

This Association is organized for the purpose of providing an entity under the Florida Condominium Act ("the Act") for the operation of a Commercial Condominium located in Palm Beach County, Florida, and known as Ocean Palmetto, a Commercial Condominium ("the Condominium"), to be created under the Declaration of Condominium ("the Declaration").

ARTICLE IV. MEMBERS

The members of the Association shall consist of the Unit Owners, and their qualifications and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this Association is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432, and the name of the initial registered agent

of this Association at that address is Steven D. Rubin.

ARTICLE VI. BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four and their names and addresses are as follows:

NAME	ADDRESS
Fred J. Gilbert	23363 Water Circle Boca Raton, Florida 33486
Charles Sisca	13675 Stairford Drive Wellington, Florida 33314
Barry Clark	3600 Investment Lane, Suite 101 West Palm Beach, Florida 33404
Stephen Fisher	3600 Investment Lane, Suite 101 West Palm Beach, Florida 33304

The name and address of the incorporator to these articles are as follows:

NAME	ADDRESS
Steven D. Rubin	980 North Federal Highway Suite 434 Boca Raton, Florida 33432

The method of election of Directors is provided in the Bylaws.

ARTICLE VI. POWERS

The Association shall have the powers enumerated in Florida Statutes § 718.111, as it may be amended from time to time.

ARTICLE VII. VOTING

Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Unit in which such Member holds the interest required for membership. The manner of voting is more fully described in and regulated by the By-Laws

of the Association.

ARTICLE VIII. OFFICERS

The Association shall have a President, a Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable or consistent with the By-Laws of the Association.

ARTICLE IX. BY-LAWS

In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE X. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed in the manner set forth in Chapters 718 and 617 of the Florida Statutes, as may be amended from time to time.

A copy of each amendment so adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same shall be recorded among the Public Records of Palm Beach County, Florida.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify Directors and Officers of the Association in the manner set forth in the By-Laws of the Association.

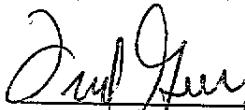
ARTICLE XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

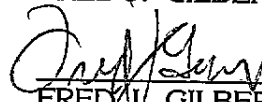
No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction. No Director or Officer of the Association shall incur liability by reason of the fact that such person is or may be interested in any such contract or transaction.

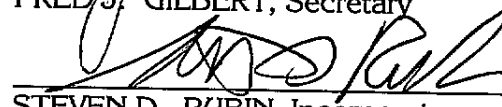
Interested Directors shall be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or

transaction, and an interested Director shall be entitled to vote on any contract or transaction in which he or she has an interest as defined herein.

IN WITNESS WHEREOF the undersigned incorporator, Directors and Officers have executed these Restated Articles of Incorporation on 15th day of May, 2000


FRED J. GILBERT, Director and President


FRED J. GILBERT, Secretary


STEVEN D. RUBIN, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

15th The foregoing instrument was sworn to, subscribed and acknowledged before me this day of May, 2000, by Fred J. Gilbert and Steven D. Rubin, who
(please check one)

☒ is (are) personally known to me OR

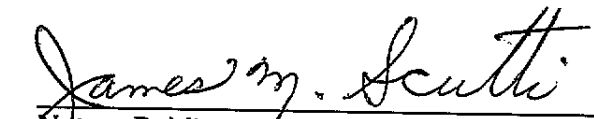
☐ has (have) produced _____ as identification and he/she/they

(please check one)

☒ did take an oath

☐ did not take an oath

My Commission Expires


Notary Public



JAMES M. SCUTTI
My Comm Exp. 8/31/00
Bonded By Service Ins
No. CC559358

☐ Personally Known ☐ Other I, D.