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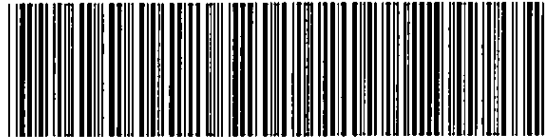
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**ROSSIN & BURR, PLLC**  
LAW OFFICES  
1665 PALM BEACH LAKES BLVD.  
THE FORUM – SUITE 101  
WEST PALM BEACH, FLORIDA 33401  
TELEPHONE (561) 839-2959 FAX (561) 249-1306

March 9, 2023

Florida Secretary of State  
Division of Corporations  
Amendments Section  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Palm Bay Club Condominium Association, Inc.  
Document number H00000032715

Dear Sir/Madam:

Our law firm represents the above referenced corporation. Enclosed please find the following:

1. Amended and Restated Articles of Incorporation;
2. Check for \$35.00; and
4. Self-addressed stamped envelope.

Please file the Amended and Restated Articles of Incorporation. Please send our office a letter acknowledging filing of same. If you have any questions, please call us at 561-655-8994. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert B. Burr". The signature is fluid and cursive, with the first name "Robert" and last name "Burr" clearly distinguishable.

Robert B. Burr  
For the Firm

Enclosures

This instrument was prepared by  
and should be returned to:  
Robert B. Burr, Esq.  
Rossin & Burr, PLLC  
1665 Palm Beach Lakes Blvd., Suite 101  
West Palm Beach, FL 33401

FILED  
2023 MAR 13 PM 5:15  
CLERK OF STATE  
TALLAHASSEE, FL

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF THE  
PALM BAY CLUB CONDOMINIUM ASSOCIATION, INC.

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
THE PALM BAY CLUB CONDOMINIUM ASSOCIATION, INC. are made by the PALM BAY  
CLUB CONDOMINIUM ASSOCIATION, INC. ("Association").

W I T N E S S E T H :


WHEREAS, the Articles of Incorporation of the Association were originally filed  
with the Florida Secretary of State on June 19, 2000 (Document Number H00000032715).

NOW, THEREFORE, the President and Secretary of the Association hereby certify  
that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit  
"A" have been properly and duly approved and adopted by the Association Members on  
February 28, 2023. The number of votes cast in favor of the Amended and Restated  
Articles of Incorporation is sufficient for approval. Further, the attached Amended and  
Restated Articles of Incorporation have been properly and duly approved by the  
Association's Board of Directors.


2. The Association has properly approved and adopted the Amended and  
Restated Articles of Incorporation attached hereto as Exhibit "A" pursuant to the  
provisions of the Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned have set their hand and seal this 3  
day of March, 2023.

  
Witness  
Jonathan Molner  
Printed Name

M. Hall  
Witness  
Michelle Hall  
Printed name

PALM BAY CLUB CONDOMINIUM ASSOCIATION, INC.

By:   
Linda Artman, President

Attest:   
Stephen Frishberg, Secretary

STATE OF FLORIDA )

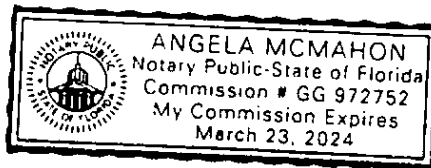
COUNTY OF PALM BEACH )

The foregoing Articles of Amendment were acknowledged before me this 3 day of MARCH, 2023, by means of [ ] physical presence or [ ] online notarization by Linda Artman as President and Stephen Frishberg as Secretary of the Palm Bay Club Condominium Association, Inc., a Florida not-for-profit Corporation, on behalf of said Corporation. The signatories are personally known to me or ~~they have produced~~ \_\_\_\_\_ as identification.

WITNESS my signature and official seal at Baller Isles, in the County of Community Association Palm Beach, State of Florida, the date and year last aforesaid.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



This instrument was prepared by  
and should be returned to:  
Robert B. Burr, Esq.  
Rossin & Burr, PLLC  
1550 Southern Boulevard, Suite 100  
West Palm Beach, FL 33406  
Tel.: 561-655-8994

FILED  
2023 MAR 13 PM 5:16  
CLERK OF STATE  
TALLAHASSEE, FL

[Substantial rewording of Articles of Incorporation. See existing  
Articles of Incorporation for present text.]

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PALM BAY CLUB CONDOMINIUM ASSOCIATION, INC.  
A FLORIDA CORPORATION NOT-FOR-PROFIT**

The PALM BAY CLUB CONDOMINIUM ASSOCIATION, INC. ("Association") adopts  
these Amended and Restated Articles of Incorporation ("Amended and Restated Articles")

**ARTICLE I  
NAME**

The name of this corporation is PALM BAY CLUB CONDOMINIUM ASSOCIATION,  
INC. For convenience, the corporation shall be referred to in this instrument as the  
"Association," these Articles of Incorporation as the "Amended and Restated Articles,"  
and the Amended and Restated Bylaws of the Association as the "Amended and Restated  
Bylaws."

**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 Condominium located in Palm  
Beach County, Florida, and known as Palm Bay Club Condominium ("the Condominium"),  
which is governed by the Amended and Restated Declaration of Condominium for the Palm  
Bay Club Condominium ("the Amended and Restated Declaration"). The specific  
purposes for which this Association is formed include, but are not limited to, the following:

3.1. To maintain, repair and replace the Common Elements, Association Property  
owned by the Association, and any other property the Association is required to maintain,  
repair and replace.

3.2. To acquire, hold, convey, and otherwise deal with real and/or personal  
property in its capacity as a Condominium Association.

3.3. To levy and collect assessments and other charges from the Unit Owners to fund the operation of the Association.

3.4. To enforce any and all covenants, restrictions and agreements applicable to the Condominium.

3.5. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida; the Amended and Restated Declaration, the Amended and Restated Bylaws, these Amended and Restated Articles of Incorporation.

3.6. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its Members as it may deem proper.

#### **ARTICLE IV POWERS**

The powers of the Association shall include and be governed by the following:

4.1. General. The Association shall have all of the common-law and statutory powers of a Florida Condominium Association under Chapter 718, Florida Statutes, as amended from time to time. The Association shall also have all of the common-law and statutory powers of a Florida corporation not for profit that are not in conflict with the provisions of these Amended and Restated Articles, the Amended and Restated Declaration or the Amended and Restated Bylaws, all as amended from time to time.

4.2. Enumeration. The Association powers include, but are not limited to, the following:

4.2.1. To make, levy and collect assessments and charges against Unit Owners and to use the proceeds thereof in the exercise of its powers and duties pursuant to the governing documents.

4.2.2. Subject to the provisions of the Amended and Restated Declaration and Amended and Restated Bylaws and to the extent permitted in Florida Statutes, to buy, own, operate, lease, sell, trade and mortgage both real and personal property.

4.2.3. To purchase insurance.

4.2.4. To reconstruct the Condominium Property after casualty.

4.2.5. To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Common Elements, Association Property, Limited Common Elements and Units.

4.2.6. To enforce by legal means the provisions of the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated Bylaws, and the Rules and Regulations.

4.2.7. To contract for the management of the Association and maintenance of the Common Elements, Association Property and any other property the Association is required to maintain.

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

4.2.9. To approve and disapprove additions, alterations, repairs, decorations, replacement or changes to the Common Elements, Association Property, Limited Common Elements and Units.

4.2.10. To borrow funds from a lending institution and pledge the income or assessments of the Association as security for the loan -- however, the Association shall be required to obtain the approval of a majority of those Unit Owners present in person or by limited proxy at any Members' meeting where a quorum is attained.

4.2.11. To approve and disapprove leases as more fully set forth in the Amended and Restated Declaration.

4.2.12. To perform any other act necessary or proper to carry out the provisions of the Amended and Restated Declaration, the Amended and Restated Articles or Amended and Restated Bylaws as expressed or implied therein, or any other thing reasonably necessary to promote the common health, safety, recreation or welfare of the Unit Owners.

## ARTICLE V MEMBERSHIP AND VOTING IN THE ASSOCIATION

5.1. Membership. Persons shall become Members of the Association upon the acquisition of fee title to a Unit in the Condominium after approval of the acquisition in the manner provided in the Amended and Restated Declaration. Each person who is a record Owner of a fee or undivided fee interest in any Unit shall be a mandatory Member (hereinafter "Member") of the Association.

5.2. Voting. On all matters upon which the Membership shall be entitled to vote, each Unit shall be entitled to that vote as provided in the Amended and Restated Bylaws. Votes shall be exercised or cast in the manner provided for in the Amended and Restated Declaration and Amended and Restated Bylaws.

## ARTICLE VI DIRECTORS

6.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of three(3), five(5) or seven(7) Directors, as determined by the Board from time to time. Other provisions regarding qualifications of Directors and terms of Directors are contained in the Amended and Restated Bylaws.

6.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 617 and 607, and 718, Florida Statutes, the Amended and Restated

Declaration, these Amended and Restated Articles and the Amended and Restated Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners, when such approval is specifically required by the Amended and Restated Declaration, these Amended and Restated Articles or the Amended and Restated Bylaws or by statute.

6.3. Election; Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Amended and Restated Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Amended and Restated Bylaws, Chapter 718, Florida Statutes and the regulations elaborating the relevant statutes in Chapter 718, Florida Statutes.

#### ARTICLE VII OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Amended and Restated Bylaws. The officers shall be elected by the Board of Directors of the Association at the organizational meeting following the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Amended and Restated Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

#### ARTICLE VIII INDEMNIFICATION

8.1. Indemnity. 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, by reason of the fact that he is or was a Director, Officer, or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (1) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnity, that he did not act in good faith, nor 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, that he had reasonable cause to believe his conduct was unlawful, and (2) such court further specifically determines that indemnification should be denied. 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, had reasonable cause to believe that his conduct was unlawful.

8.2. Expenses. To the extent that a Director, Officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1 above, or in defense of any claim, issue or matter



therein, he shall be indemnified against expenses (including attorneys' fees or appellate attorneys' fees) actually incurred by him in connection therewith.

8.3. Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee members and shall inure to the benefit of the heirs and personal representatives of such person.

## **ARTICLE IX AMENDED AND RESTATED BYLAWS**

The Amended and Restated Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Amended and Restated Bylaws.

## **ARTICLE X AMENDMENTS**

The Amended and Restated Articles of Incorporation shall be amended by approval of a majority of the total voting interests of the Owners (fifty percent plus one (50% plus 1), such Owners either:

(a) voting in person or by limited proxy at any Annual Members' meeting or Special Members' meeting, or

(b) submitting written agreements adopting the amendment(s) without a Members' meeting.

In addition, approval of the Board of Directors shall be required for amendment of these Amended and Restated Articles of Incorporation; however if the Board disapproves an amendment which was approved by the Owners, the Owners may take another Owner vote, and the amendment will be adopted without the requirement of Board approval if approved by two-thirds(2/3 of all Owners.

Amendments to the Amended and Restated Articles of Incorporation shall, after adoption, be recorded in the Public Records of Palm Beach County, Florida and filed with the Florida Secretary of State, Division of Corporations.

Whenever it shall appear that there is a defect, error, or omission in any of the Condominium documents or in order to comply with applicable laws or requirements of government entities, the amendment may be adopted by the Board of Directors alone.

## **ARTICLE XI DEFINITIONS**

All Definitions contained in the Amended and Restated Declaration are hereby adopted and incorporated herein by reference, and shall have the same meaning in these Amended and Restated Articles as expressed in the Amended and Restated Declaration.

These Amended and Restated Articles of Incorporation are adopted this 3 day of March, 2023.

PALM BAY CLUB CONDOMINIUM ASSOCIATION, INC.

[Signature]  
Witness

By: [Signature]  
Linda Artman  
Association President

Jonathan Molner  
Printed Name

[Signature]  
Witness

Attest: [Signature]  
Stephen Frishberg  
Association Secretary

Michelle Hall  
Printed Name

STATE OF FLORIDA            )  
  ) ss  
COUNTY OF PALM BEACH )

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 3 day of March, 2023, by Linda Artman as President and Stephen Frishberg as Secretary of Palm Bay Club Condominium Association, Inc., a Florida not-for-profit Corporation, on behalf of said Corporation. The signatories are personally known to me ~~or they have produced~~ \_\_\_\_\_ as identification.

WITNESS my signature and official seal at Baller Isles, in the County of Palm Beach, State of Florida, the date and year last aforesaid. Community Association

[Signature]  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires:

[Final 010623]

