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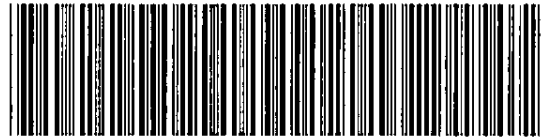
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MICHAEL A. UNGERBUEHLER, ESQ.
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March 15, 2024

VIA FEDEX

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Amendment to the Articles of Incorporation for
Boca Delray II Condominium Association, Inc. / Document No. N02405**

Dear Sir or Madam:

This office represents Boca Delray II Condominium Association, Inc. Enclosed find original Articles of Amendment to the Articles of Incorporation for Boca Delray II Condominium Association, Inc. which has been properly signed by the corporation, as well as the Amendment to the Articles of Incorporation, to be filed. Also enclosed is a copy of same to be stamped and returned to us as well as a check in the amount of \$35 to cover the fee for filing same. Please return the stamped copy to us in the envelope we have enclosed for that purpose.

Thank you for your assistance in this matter.

Sincerely,

SACHS SAX CAPLAN


MICHAEL A. UNGERBUEHLER

/sab
Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOCA DELRAY II CONDOMINIUM ASSOCIATION, INC.
SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION-
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

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WHEREAS, the Articles of Incorporation for BOCA DELRAY II CONDOMINIUM ASSOCIATION, INC., were originally filed on April 5, 1984, 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; and

WHEREAS, the Board of Directors for BOCA DELRAY II CONDOMINIUM ASSOCIATION, INC., desires to amend and restate the Articles of Incorporation with the approval of the members as set forth in original Articles:

NOW THEREFORE, the following AMENDED AND RESTATED ARTICLES OF INCORPORATION are hereby adopted:

**ARTICLE I
NAME**

The name of this corporation shall be BOCA DELRAY II CONDOMINIUM ASSOCIATION, INC. ("Association"). This corporation shall hereinafter be referred to as the "Association". The principal office and mailing address of the Association shall be such place or location as may be designated from time to time by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718, Florida Statutes, as amended or renumbered from time to time.

**ARTICLE II
PURPOSES**

The purposes for which this Association is formed are as follows:

- A. To form an "Association" as defined in Chapter 718, Florida Statutes, as amended or renumbered from time to time ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the condominium property of.

and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in BOCA DELRAY II, A CONDOMINIUM (the "Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including units in the Condominium, as may be necessary or convenient in the administration of the Condominium.

- B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of the Condominium.
- C. To establish and amend from time to time, By-Laws for the operation of the Condominium property ("By-Laws"), to provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the By-Laws, all as amended or renumbered from time to time.
- D. The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association, all as amended or renumbered from time to time.

ARTICLE III

MEMBERS

- A. All Unit Owners in the Condominium shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their units are conveyed. If a Member conveys title to his/her/their unit under the provisions of the Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.
- B. Each Unit shall have one (1) vote in all elections or votes of the Association. An individual owning an interest in more than one Unit may be designated as the voting Member for each Unit in which he/she/they owns an interest. Such vote may be exercised or cast by the owner or owners of each UNIT in such manner as is provided for in the AMENDED AND RESTATED DECLARATION or in the AMENDED AND RESTATED BY-LAWS hereinafter adopted by the ASSOCIATION.
- C. 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 a unit. No part of the income of the Association shall be distributed to its Members, directors of officers.

ARTICLE IV

EXISTENCE

This Association shall have perpetual existence.

ARTICLE V
ORIGINAL SUBSCRIBERS

The names and street addresses of the original subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
ROBERT C. RADICE	600 Corporate Drive Fort Lauderdale, Florida 33334
CHARLES F. RADICE	600 Corporate Drive Fort Lauderdale, Florida 33334
L.W. SCHOCH	600 Corporate Drive Fort Lauderdale, Florida 33334

Article VI
DIRECTORS

- A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) and not more than seven (7) persons ("Directors"), the exact number shall be determined from time to time in accordance with the Association's By-Laws. Directors shall be members of the Association.
- B. Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.
- C. All officers shall be elected by the Board of Administration in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Administration shall elect from among its Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable, all of whom shall be members of the Board.

ARTICLE VII
OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration.

ARTICLES VIII
BY-LAWS

- A. The By-Laws of this Association are attached to the Original Declaration and are filed among the Public Records of Palm Beach County, Florida. The By-Laws may be amended from time to time by the Members in the manner provided in said By-Laws.
- B. Except as permitted by law, no amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE IX
MEMBERS

Amendments to these Articles may be proposed and adopted in the manner set forth for amendments to the AMENDED AND RESTATED BY-LAWS of the Association and all rights conferred upon members herein are granted subject to this reservation and its lawful exercise.

ARTICLE X
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/they, in connection with any proceedings or any settlement thereof, to which he/she/they may be a party, or in which he/she/they may become involved by reason of his/her/their being or having been a Director or officer of the Association, whether or not he/she/they is/are 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/their duties; provided that all settlements must be approved by the Board of Administration as being in 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 Director or officer may be entitled.

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**ARTICLES OF AMENDMENT
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF BOCA DELRAY II CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On December 14, 2023, these Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: March 8, 2024.

**BOCA DELRAY II CONDOMINIUM
ASSOCIATION, INC.**

By: Francine Chernack
Francine Chernack, President

By: Ronnie Weiss
Ronnie Weiss, Secretary

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