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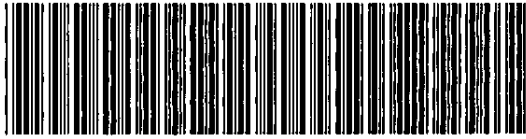
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MARTEL ARMS ASSOCIATION, INC.

DOCUMENT NUMBER: NO2660

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

Please return all correspondence concerning this matter to the following:

DON ALLISON

(Name of Contact Person)

GILLESPIE & ALLISON, P.A.

(Firm/ Company)

7601 N. FEDERAL HWY # 165

(Address)

BOCA RATON, FL 33487

(City/ State and Zip Code)

gillespie.allison@prodigy.net

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

For further information concerning this matter, please call:

DON ALLISON

(Name of Contact Person)

at (561) 368-5758

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$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
2011 AUG -9 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARTEL ARMS ASSOCIATION, INC.

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

NO 2660

(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:

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:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

SEE COPY OF
AMENDED + RESTATED
ARTICLES OF INCORPORATION

ATTACHED HERETO
MARKED EXHIBIT "C"

EXHIBIT C

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARTEL ARMS ASSOCIATION, INC.**

A CORPORATION NOT FOR PROFIT

ARTICLE I

The name of the corporation is MARTEL ARMS ASSOCIATION, INC., a corporation not for profit (hereinafter referred to as the "Corporation" or the "Association").

ARTICLE II

The purposes and objects of the Corporation are to administer the operation and management of MARTEL ARMS, a Condominium (hereinafter referred to as the "Condominium"), which was established in accordance with the Condominium Act of the State of Florida upon the following described property situate, lying and being in Palm Beach County, Florida, to wit:

A parcel of land lying in Section 9, Township 46 South, Range 43 East, City of Delray Beach, Palm Beach County, Florida, being the land described in the Plat of Martel Arms, as recorded in Plat Book 37, Page 133 of the Public Records of Palm Beach County, Florida, less that portion recorded in the Plat of Court Yards at Martel Arms, as recorded in Plat Book 103, Page 121 of the Public Records of Palm Beach County, Florida.

and to undertake the performance of the acts and duties incident to the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, which are a part of the Declaration of Condominium of Martel Arms, as recorded in the Public Records of Palm Beach County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

The Corporation shall have the following powers, privileges, rights and authorities:

1. The Corporation shall have all of the powers and privileges granted to corporations not for profit under the law of the State of Florida.

2. The corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of Apartment Units, Common Elements, and Limited Common Elements in the Condominium, as said terms are defined in said Declaration of Condominium.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as provided in said Declaration of Condominium and in

the Bylaws of this Corporation, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Apartment Units in said Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to construct improvements after casualty and to make further improvements of the Condominium property.

(d) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of the rules and maintenance, repair and replacement of the common elements with funds as shall, be made available to the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act., including but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Corporation, and the rules and regulations governing the use of the Condominium.

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

(g) To approve or disapprove proposed purchasers or lessees of Apartment Units in the Condominium.

(h) To make and amend regulations regarding the use of the property in the Condominium.

(i) To purchase property for the use of the recreational area within the Condominium.

ARTICLE IV

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

1. The owners of all Apartment Units in the Condominium shall be members of the Corporation, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of fee title to an Apartment Unit in the Condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree or otherwise, and the membership of any member shall be automatically terminated upon divestment of the member's ownership interest in any Apartment Unit, except that nothing herein contained shall be construed as terminating the membership of any member who may own a fee ownership interest in two or more Apartment Units, so long as such member shall retain title to or fee ownership interest in any Apartment Unit.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such member's Apartment Unit. The funds and assets of the Corporation shall be owned solely by the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, and in the Declaration of Condominium and Bylaws.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each Apartment Unit in the Condominium, which vote may be exercised or cast by the owner or owners of each Apartment Unit in such manner, as may be provided in the Bylaws. Should any member own more than one Apartment Unit, such member shall be entitled to exercise or cast as many votes as such member owns Apartment Units, in the manner provided by said Bylaws.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The registered office of the Corporation shall be located at 1010 NE 8th Avenue, Delray Beach, Florida 33483, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Corporation.

ARTICLE VIII

The number of members of the first Board of Directors of the corporation shall be three (3). The number of members of succeeding Board of Directors shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the annual meeting of the membership as provided by the Bylaws of the Corporation, and the Directors shall be members of the Corporation.

ARTICLE IX

1. The Board of Directors shall, elect a president, secretary and treasurer, and as many vice presidents, assistant secretaries and assistant treasurers as the Board of Directors shall determine. The president and vice president shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two

offices, the duties of which are not incompatible; the offices of president and secretary (or assistant secretary) shall not be held by the same person.

2. Officers of the Association shall be elected at the annual meeting of the members in the manner determined in the By-Laws.

ARTICLE X

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XI

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer of the Corporation 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 or her duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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.

ARTICLE XII

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

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association and after being proposed and approved by one of such bodies, it must be approved by the other. Such approvals must be by 66-2/3 % of all of the Directors and by not less than 66-2/3 % of the members of the Association. Directors and members not present at the meetings considering the amendment may express their approval in writing.

3. A copy of each amendment certified by the Secretary of State of Florida shall be recorded in the Public Records of Palm Beach County, Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been duly executed on this 17 day of May, 2011, at Delray Beach, Florida.

Martel Arms Association, Inc.

By: *Stephen A. Voellinger*
Stephen A. Voellinger, President

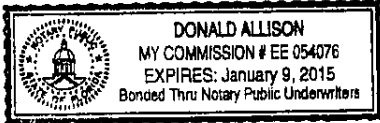
ATTEST:

Kelly A. Henderson
Kelly A. Henderson, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Stephen A. Voellinger and Kelly A. Henderson, as President and Secretary respectively of Martel Arms Association, Inc., who, being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation on behalf of Martel Arms Association, Inc. for the purposes therein expressed this 17 day of May, 2011.

[Signature]
Notary Public
My Commission Expires:



The date of each amendment(s) adoption: MAY 11, 2011
(date of adoption is required)

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

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 7/25/11

Signature Kelly A. Henderson
(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)

Kelly A. Henderson
(Typed or printed name of person signing)

secretary
(Title of person signing)