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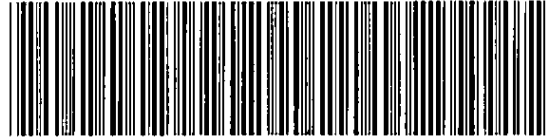
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STATE

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-CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

October 12, 2023

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

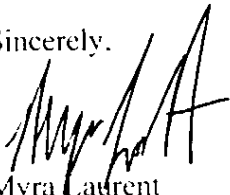
Re: Amended and Restated Articles of Incorporation of The Admiralty Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of The Admiralty Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Myra Laurent

Paralegal to Elizabeth P. Bonan, Esq.
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ADMIRALTY ASSOCIATION, INC.
(A Corporation Not for Profit)**

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SECRET STATE

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Secretary of State on April 25, 1988.

In order 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, a corporation has been formed for the purpose and with the powers hereinafter mentioned:

I.

The name of this corporation shall be The Admiralty Association, Inc. This corporation shall hereinafter be referred to as the "Association".

II.

The purpose for which the Association is organized is to provide an entity, pursuant to Chapter 718, Florida Statutes as amended from time to time, hereinafter referred to as the "Condominium Act," to operate THE ADMIRALTY CONDOMINIUM (hereinafter referred to as the "Condominium"), at Palm City, Florida.

III.

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to a corporation not for profit, except where the same are in conflict with the Declaration of Condominium and Exhibits, attached thereto.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, as specified in the Declaration of Condominium and the Condominium Act, including, but not limited to:

(a) To make and establish rules and regulations governing the use of the Condominium property;

(b) To levy and collect assessments against members of the Association to defray the expenses of the Condominium as provided for in the Declaration of Condominium and Exhibits, attached thereto, and to use the proceeds of assessments and charges in the exercise of its powers and duties;

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium property;

(d) To contract for the management of the Condominium and to delegate in such contract, all or any part of the powers and duties of the Association;

(e) To enforce the provisions of said Declaration of Condominium and Exhibits, attached thereto, and the rules and regulations governing the use of said Condominium;

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association;

(g) As provided in the Declaration of Condominium, to acquire and enter into agreements whereby the Association acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members;

(h) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium units;

(i) To purchase insurance upon the Condominium property and insurances for the protection of the Association and its members as unit owners;

(j) To reconstruct and repair improvements after casualty and to construct additional improvements of the Condominium property; and

(k) To employ personnel to perform the services required for proper operation of the Condominium.

The provisions of the Declaration of Condominium and Exhibits, attached thereto, which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors and members shall be deemed provisions hereof.

IV.

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

1. The owners of all units in the Condominium shall be members of the Association. No other persons or entities shall be entitled to membership.

2. Subject to the provisions of the Declaration of Condominium and the Bylaws of the Association, membership shall be established by the acquisition of fee title to a unit in the Condominium. The membership of any party shall be automatically terminated upon his/her being divested of title to all units owned by such member in the Condominium. Membership is non-transferable, except as an appurtenance to a unit.

3. On all matters on which the membership shall be entitled to vote, each member shall have one (1) vote for each unit in the Condominium owned by such member. Such vote may be exercised or cast by the owner or owners of each unit, in such manner, as is provided for in the Declaration, or in the Bylaws adopted by the Association.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association and registered office of the Association shall be as designated from time to time by the Board of Directors. The registered agent at such address shall be as designated from time to time by the Board of Directors.

VII.

The affairs of the Association will be managed by a Board of Directors, consisting of five (5) directors, who must be members of the Association.

Directors of the Association shall be elected at the annual meeting in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

VIII.

Subject to the provisions of the Bylaws, the officers of the Association shall be elected by the Board of Directors at their first meeting following the members' annual meeting. Officers shall serve at the pleasure of the Board.

IX.

The original Bylaws of the Association shall be adopted by a majority vote of the directors of the Association. The Bylaws may be altered or rescinded by the Board of Directors and the members of the Association, subject to the provisions thereof.

X.

These Articles of Incorporation may be amended in the following manner:

1. PROPOSAL. Amendments to these Articles may be proposed by the Board, acting upon vote of the majority of the directors or by members of the Association having a majority of the votes in the Association, whether meeting as members or by an instrument in writing signed by them.

2. CALL FOR MEETING. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in the absence of the President,

who shall thereupon, call a Special Joint Meeting of the Board and the membership, for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment. It shall be the duty of the Secretary to give to each member, written or printed notice of such meeting in the same form and in the same manner as notice of the call of a Special Meeting of the members is required.

3. VOTE NECESSARY: FILING. In order for such amendment to become effective, the same must be approved by an affirmative vote of sixty-six (66%) percent of the entire membership of the Board and by an affirmative vote of the members having seventy-five (75%) percent of the votes in the Association. Such amendment shall be filed within ten (10) days from said approval with the Office of the Secretary of the State of Florida.

4. AMENDMENT. A copy of each amendment shall be accepted and certified by the Secretary of the State of Florida, and recorded in the public records of Martin County, Florida.

Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation may be adopted or become effective, which makes any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by all members and the joinder of all record owners of Mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

XI.

The share of any 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. The funds and assets of the Association shall belong solely to the Association, and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declaration of Condominium and Exhibits, attached thereto.

XII.

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract shall be invalidated, in whole or in part by the Association, any subsequent officer, director and/or member(s) on the grounds that the officers, directors and/or member(s) has an interest, whether adverse or not, in the party contracted with or the subject matter of the contract or profited thereby, regardless of the fact that the vote of the directors, officers or member(s) with an interest, was necessary to obligate the Association.

At any meeting of the directors of the Association, which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with like force and effect, as if he/she had no such interest (provided that in such case, the nature of such interest [through not necessarily the extent or details thereof] shall be disclosed or shall have been known to the director or a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to, shall be a sufficient disclosure thereof.

No director, officer or member having such adverse interest shall be liable to the Association or to any member or creditor thereof, or to any other person for any loss incurred by it, under or by reason of such contract or transaction, nor shall any such director, officer, member or entity, in which said member is involved, be accountable for any gains or profit realized thereby.

All of the provisions of the Declaration and Exhibits, attached thereto, shall be deemed ratified and fully disclosed hereafter.

XIII.

The Association does and shall indemnify its officers and directors, as provided in the Bylaws.

These Amended and Restated Articles of Incorporation for The Admiralty Association, Inc. were approved by at least sixty-six percent (66%) of the entire Board of Directors and seventy-five percent (75%) of the votes of the Association which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 9th day of October 9, 2023.

WITNESSES AS TO PRESIDENT:

THE ADMIRALTY ASSOCIATION, INC.

Christine Campora
Print Name: Christine Campora

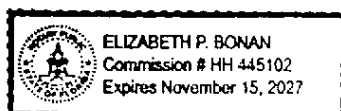
By: Carla P. Musselmen President
CARLA P. MUSSELMEN

Elizabeth P. Bonan
Print Name: ELIZABETH BONAN

STATE OF FLORIDA
COUNTY OF MARLIN

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Carla Musselmen, as President of The Admiralty Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on _____, 2023.

Notarial Seal



Elizabeth P. Bonan
Notary Public
Print Name: ELIZABETH BONAN
My Commission Expires: 11/15/27

WITNESSES AS TO SECRETARY:

Christine Campora
Print Name: CHRISTINE CAMPORA

Elizabeth Bonan
Print Name: ELIZABETH BONAN

THE ADMIRALTY ASSOCIATION, INC.

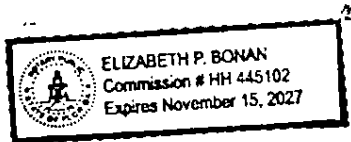
By: Elizabeth B. Moody
ELIZABETH B MOODY Secretary



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Elizabeth Moody, as Secretary of The Admiralty Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on October 9, 2023.

Notarial Seal



Elizabeth Bonan
Notary Public
Print Name: ELIZABETH BONAN
My Commission Expires: 11/15/27