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Magnolia Key Condominium Association, Inc.  
1 8<sup>th</sup> Avenue  
Indialantic, Florida 32903

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

**SUBJECT: Magnolia Key Condominium Association, Inc.--Filing Amended  
and Restated Articles of Incorporation**

Enclosed is an original and (1) copy of the Amended and Restated Articles of  
Incorporation and a check for \$35.00.

*Cassandra Christopher 5/14/24*

Cassandra Christopher, President  
1 8<sup>th</sup> Avenue  
Indialantic, Florida 32903  
Phone: (407) 225-4022

2024.04.21 11:40

**2024 AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR  
MAGNOLIA KEY CONDOMINIUM ASSOCIATION, INC**

**THE FOLLOWING IS SUBSTANTIAL REWORDING OF THE ARTICLES.  
SEE CURRENT ARTICLES OF INCORPORATION FOR THE CURRENT TEXT.**

These are the 2024 Amended and Restated Articles of Incorporation for Magnolia Key Condominium Association, Inc. The original Articles of Incorporation were filed with the Florida Department of State on February 25, 2004, under Document Number N04000002192. Pursuant to the original Articles of Incorporation, the Amended and Restated Articles of Incorporation were submitted to a meeting on April 24, 2024, of the membership of the Association and were adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereof, if any.

**ARTICLE 1  
CORPORATION NAME**

The name of the corporation is MAGNOLIA KEY CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Florida Condominium Act, Chapter 718 as the "Act", these Articles of Incorporation as the "Articles," the Declaration of Condominium as the "Declaration," and the By-Laws of the Association as the "By-Laws."

**ARTICLE 2  
PLACE OF BUSINESS AND MAILING ADDRESS**

The place of business (street address) and mailing address is: 1 Eighth Avenue, Indialantic, Florida 32903.

**ARTICLE 3  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Act as the same may be amended from time to time for the operation and management of a condominium located in Brevard County, Florida known as MAGNOLIA KEY, A CONDOMINIUM.

**ARTICLE 4  
METHOD OF ELECTION OF DIRECTORS/OFFICERS**

The property and business affairs of the Association shall be managed by a board of directors/officers who are elected in the manner as stated in the Bylaws. The number of directors shall consist of not less than three (3) or more than nine (9) persons, as determined by the By-Laws.

**ARTICLE 5**  
**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Act and Declaration of the Condominium to be recorded in the Public Records of Brevard County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 6**  
**POWERS AND DUTIES**

The Association shall have all of the powers and duties described in the Act, statutory powers of a Florida corporation not for profit, and the powers and duties identified in the Declaration and By-Laws, all as the same may be restated, altered, amended, or rescinded from time to time in the manner provided by each document.

**ARTICLE 7**  
**INDEMNIFICATION**

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 the person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith or 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 the person had reasonable cause to believe the person's conduct was unlawful, and (b) such court also determines specifically 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 the person 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 the person's conduct was unlawful.

Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the Section above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article 7.

Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer,

employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article.

Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 7 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### **ARTICLE 8** **AMENDMENTS**

These Articles may be restated or amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote, in person or by proxy, at a properly noticed meeting of not less than a majority of the voting interests once a quorum is established. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

#### **ARTICLE 9** **REGISTERED OFFICE; NAME AND STREET ADDRESS OF REGISTERED AGENT**

Arias Bosinger, PLLC  
845 E. New Haven Avenue  
Melbourne, FL 32901

Signature:



Date:

5/10/24

#### **ARTICLE 10** **INCORPORATOR**

The name and address of the incorporator of the Association is as follows:

NAME: Cassandra Christoper, President

ADDRESS: 1 Eighth Avenue, Indialantic, FL 32903

IN WITNESS WHEREOF, the undersigned, constituting the sole incorporator of the Association,  
has executed these Amended and Restated Articles of Incorporation  
this 14th day of May, 2024.

Incorporator:

Cassandra Christopher  
Cassandra Christopher, President

Pursuant to Section 117.05(13)(a), Florida Statutes, the following notarial certificates is  
sufficient for an acknowledgment in a representative capacity:

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐  
online notarization this 14th day of MAY, 2024, by CASSANDRA CHRISTOPHER as  
PRESIDENT/TREASURER for MAGNOLIA KEY CONDOS ASSOCIATION INC..

(NOTARY SEAL) Lauris Cady

Personally Known \_\_\_\_\_ OR Produced Identification X  
Type of Identification Produced Florida DL

