

N04000009953

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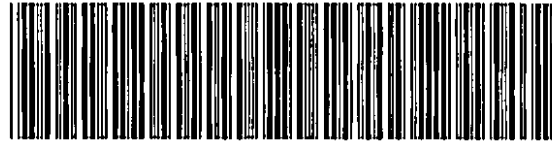
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2021 JAN 24 PM 9:24

Amended
Restated

JAN 24 2021

ALBRITTON

ROBERT L. KAYE, B.C.S.*
MICHAEL S. BENDER, B.C.S.*
JEFFREY A. REMBAUM, B.C.S.*

ANDREW B. BLACK, B.C.S.*
SHAWN G. BROWN, B.C.S.*
GERARD S. COLLINS
PETER C. MOLLENGARDEN, B.C.S.*
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LAUREN T. SCHWARZFELD
KARINA N. SKEJE

KIRSTIN HENZE, OF COUNSEL
LISA A. MAGILL, B.C.S.*, OF COUNSEL



Serving clients throughout Florida

REPLY TO:

Palm Beach Gardens Office:

9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

Tel: (561) 241-4462

Fax: (561) 223-3957

JRembaum@KBRLegal.Com

*BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

January 25, 2021

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303

**RE: Tradition Commercial Association, Inc.;
Amended and Restated Articles of Incorporation**

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for Tradition Commercial Association, Inc. along with a copy the Division of Corporation's January 11, 2021 correspondence returning same to us for correction. As provided in the Division's correspondence, our previously submitted payment to cover the cost of filing this document has been retained by the Division pending receipt of this corrected filing.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.

Jeffrey A. Rembaum, Esq.
For the Firm

JAR/tr
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2021

KAYE BENDER REMBAUM, P.L.
% JEFFREY A. REMBAUM, ESQ.
9121 N. MILITARY TRAIL - STE. 200
PALM BEACH GARDENS, FL 33410

SUBJECT: TRADITION COMMERCIAL ASSOCIATION, INC.
Ref. Number: N04000009953

We have received your document for TRADITION COMMERCIAL ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have refereced Exhibit E as the attached Articles of Incorporation which can not be included as an Exhibit or Attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 721A00000516

This instrument was prepared by:
Jeffrey Rembaum, Esquire
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

2020 OCT 13 PM 9:24

**CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TRADITION COMMERCIAL ASSOCIATION, INC.**

WHEREAS, Tradition Commercial Association, Inc. (the "Association") is a Florida not-for-profit corporation formed pursuant to the Articles of Incorporation of Tradition Commercial Association, Inc. filed October 20, 2004, Document Number N04000009953 (the "Articles"); and

WHEREAS, pursuant to Article 13 of the Articles, Mattamy Palm Beach LLC, a Delaware limited liability company authorized to do business in Florida (the "Founder"), has the right to unilaterally amend the Articles for any purpose until termination of the "Founder Control Period" (as such term is defined in the Commercial Charter for Tradition, recorded in the Official Records of St. Lucie County, Florida in Official Records Book 2098, Page 1697, as amended and supplemented from time to time); and

WHEREAS, as the Founder Control Period has not yet terminated, no members of the Association are not entitled to vote on a proposed amendment to the Articles; and

WHEREAS, on October 13, 2020, the Founder approved the Amended and Restated Articles of Incorporation of Tradition Commercial Association, Inc. (the "Amended and Restated Articles"), attached hereto and incorporated as if fully set forth herein as Exhibit "A", in accordance with the provisions thereof; and

WHEREAS, the Association provides its joinder and consent to the Amended and Restated Articles, as evidenced by the joinder and consent attached hereto.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles approved by the Founder on the above-referenced date.

**SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TRADITION COMMERCIAL ASSOCIATION, INC.**

.....

[Signature and Notary Page to Follow]

IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, Sealed and Delivered
in the presence of:



Print Name: Tania Contreras



Print Name: Lorie Moccia

MATTAMY PALM BEACH LLC,
a Delaware limited liability company

By: 

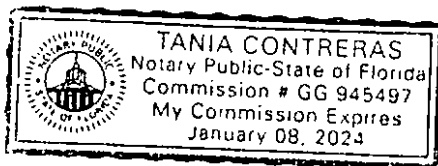
Its: Assistant Vice President

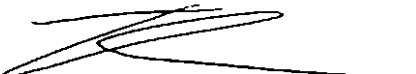
Print Name: Anthony Palumbo

Date: 10/13/2020

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss:

The foregoing instrument was acknowledged before me this 14th day of October, 2020,
by Anthony Palumbo as Assistant VP of Mattamy Palm Beach LLC, a
Delaware limited liability company, who is personally known to me or produced
as identification and did not take an oath.




Notary Public, State of Florida

Tania Contreras
Print Name of Notary Public

My Commission Expires:

**JOINDER AND CONSENT OF
TRADITION COMMERCIAL ASSOCIATION, INC.
TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TRADITION COMMERCIAL ASSOCIATION, INC.**

Tradition Commercial Association, Inc., a Florida not-for-profit corporation, hereby consents to and joins the Amended and Restated Articles of Incorporation of Tradition Commercial Association, Inc. on the date set forth below.

WITNESSES

Signature

Print Name

Signature

Print Name

ASSOCIATION

TRADITION COMMERCIAL ASSOCIATION, INC., a Florida not-for-profit corporation

By:

Its:

Print Name:

Date:

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF Duval

ss:

The foregoing instrument was acknowledged before me this 13th day of October, 2020, by Anthony Palumbo, as President of **TRADITION COMMERCIAL ASSOCIATION, INC.**, a Florida not-for-profit corporation, who is personally known to me, or has produced _____ as identification and did take an oath.



Notary Public, State of Florida

Print Name

My commission expires:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRADITION COMMERCIAL ASSOCIATION, INC.**
a Florida Not For Profit Corporation

2021.11.25 11:19:24

Article 1. Name. The name of the corporation shall be TRADITION COMMERCIAL ASSOCIATION, INC., a Florida not for profit corporation ("Association").

Article 2. Address. The principal address and mailing address of the Association is 10807 SW Tradition Square, Port St. Lucie, Florida 34987 or at such other principal address or mailing address as may be subsequently designated by the Association's Board of Directors ("Board").

Article 3. Definitions. All initially capitalized terms which are defined in the Amended and Restated Commercial Charter for Tradition, as amended from time to time (the "Commercial Charter"), and not otherwise defined herein, shall have the same meaning as set forth in the Commercial Charter to which these Amended and Restated Articles of Incorporation of Tradition Commercial Association, Inc., as amended from time to time ("Articles of Incorporation") are attached as an exhibit thereto.

Article 4. Purposes. The Association is organized as a not for profit corporation and does not contemplate pecuniary gain or benefit, direct or indirect, to its members. By way of explanation and not of limitation, the purposes for which the Association is organized are:

a) to be and constitute the Association to which reference is made in the Commercial Charter, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law; and

b) to provide an entity for the furtherance of the interests of the Owners.

Article 5. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Commercial Charter or By-Laws, may be exercised by the Board.

a) all of the powers conferred upon not-for-profit corporations by common law and Florida Statutes in effect from time to time; and

b) all of the powers necessary or desirable to perform the obligations and to exercise the rights and powers set out in these Articles of Incorporation, the By-Laws, and the Commercial Charter, including, without limitation, the following:

i. to fix, levy, collect, and enforce payment of all charges or assessments authorized by the Commercial Charter by any lawful means; to pay all expenses in

connection therewith and all administrative and other expenses incident to the conduct of the business of the Association including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

ii. to manage, control, operate, maintain, repair, improve, and replace the Common Areas and facilities, and the property acquired by the Association, or any property owned by another for which the Association, by rule, regulation, the Commercial Charter, or contract, has a right or duty to provide such services;

iii. to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Commercial Charter or the By-Laws;

iv. to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

v. to buy, acquire, sell, dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with, real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

vi. to borrow money for any purpose subject to such limitations as may be contained in the Commercial Charter and the By-Laws;

vii. to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private;

viii. to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

ix. to adopt, alter, and amend or repeal the By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; however, such By-Laws may not be inconsistent with or contrary to any provisions of the Commercial Charter or these Articles of Incorporation; and

x. to provide any and all supplemental municipal services to the Commercial Area as may be necessary or desirable; and

xi. to provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of purposes and powers of the Association.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There initially shall be two classes of membership, as more fully set forth in the Commercial Charter. The Owner of each Commercial Lot shall be a member of the Association and shall be entitled to vote as provided in the Commercial Charter and the By-Laws. In addition, Founder shall be a member for such period as provided in the Commercial Charter, regardless of whether Founder owns any Commercial Lot.

Change of an Owner's membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of St. Lucie County, Florida, a deed or other instrument establishing record title to a Commercial Lot. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

Article 7. Existence and Duration. Existence of the Association shall be perpetual.

Article 8. Board of Directors. The Association's business and affairs shall be conducted, managed, and controlled by the Board, which shall initially consist of three members, as provided in the By-Laws. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. By-Laws. The By-Laws may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not-for-Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, no director or officer of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director or officer. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Association for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

Article 11. Indemnification.

a) 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 completed action, suit,

or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, employee, officer, or agent of the Association. Such indemnification shall include indemnification against expenses (including, without limitation, reasonable attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the indemnified person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, such person had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association, unless, and then only to the extent that, the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as such court shall deem proper. 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 or she reasonably believed to be in or not opposed to the best interest of the Association, and with a respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

b) Approval. Any indemnification under paragraph (a) above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because the person requesting indemnification has met the applicable standard of conduct set forth in paragraph (a) above. Such determination shall be made (i) by majority vote of the members of the Board who were not parties to such action, suit, or proceeding, if sufficient to constitute a quorum, or (ii) if a quorum of the Board is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, in a written opinion rendered by independent legal counsel engaged by the Association, or (iii) by a vote of the Voting Delegates representing a majority of the total votes in the Association and the consent of the Founder.

c) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in any specific case upon receipt of a written agreement by or on behalf of the affected director, officer, employee, or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this Article.

d) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, under the By-Laws, or pursuant to any 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.

e) 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, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, regardless of whether the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Article 12. Interested Directors.

a) Subject to section 617.0832, Florida Statutes, as amended from time to time, no contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, firm, or association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board at which such contract or transaction was authorized, or solely because his, her, or their votes are counted for that purpose. No director or officer of the Association shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

b) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board at which a contract or transaction with an interested director is to be considered.

Article 13. Amendments. Until termination of the Founder Control Period, Founder may unilaterally amend these Articles of Incorporation for any purpose. After termination of the Founder Control Period, amendments to these Articles of Incorporation may be adopted only upon a resolution of the Board and the affirmative vote or written consent of Voting Delegates representing at least sixty-seven percent (67%) of the total votes in the Association. No amendment may be in conflict with the Commercial Charter. Amendments to these Articles of Incorporation adopted pursuant to this Article 13 shall be recorded among the Official Records of the County and filed in the Office of the Secretary of State of the State of Florida. Within thirty (30) days after recording an amendment to these Articles of Incorporation, the Association shall mail, deliver, or electronically transmit a copy of the amendment to the Owners. However, if a copy of the proposed amendment is provided to the Owners before they vote on the amendment, and the proposed amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the Owners that the amendment was adopted, identifying the Official Records Book and Page number of the recorded amendment, and that a copy of the amendment is available at no charge to the Owner upon written request to the Association. Notwithstanding the foregoing, the failure

to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

Article 14. Dissolution. The Association may be dissolved only upon (a) a resolution duly adopted by the Board, and (b) the affirmative vote of members who are Owners representing not less than two-thirds (2/3) of the total votes of the Association, and (c) so long as Founder or any Founder Affiliate owns any property subject to the Commercial Charter or which may be unilaterally subjected to the Commercial Charter, the consent of Founder.

Article 15. Initial Incorporator. The name of the initial incorporator of the Association is Tradition Development Company, LLC, at 1850 Fountainview Boulevard, Suite 201, Port St. Lucie, Florida 34986.

Article 16. Registered Agent and Office. The name and address of the registered agent of the Association until a successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Board shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Tradition Commercial Association, Inc. were executed on this 13th day of October, 2020.

Signed, sealed and delivered
in the presence of:



Print Name: Tania Contreras



Print Name: Lorie Moccia

MATTAMY PALM BEACH LLC
a Delaware limited liability company

By: 

Its: Assistant Vice President

Print Name: Anthony Pallumbis

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss:

The foregoing instrument was acknowledged before me this 13th day of October, 2020, by Anthony Pallumbis, as Assistant VP of **MATTAMY PALM BEACH LLC**, a Delaware limited liability company, who is personally known to me or has produced _____ as identification.





Notary Public, State of Florida

Tania Contreras
Print Name of Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not for profit corporation at the place designated in these Amended and Restated Articles of Incorporation of Tradition Commercial Association, Inc., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 13th day of October, 2020.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member
(Registered Agent)