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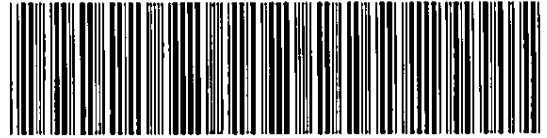
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Date: 10/14/2021

Name: Merritt Walker

Reference #: 1498910

Entity Name: CHILEAN CONDOMINIUM OF PALM BEACH ASSOCIATION, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$43.75

Signature: 

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
CHILEAN CONDOMINIUM OF PALM BEACH 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 February 25, 2021, the above Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: February 25, 2021

CHILEAN CONDOMINIUM OF PALM BEACH
ASSOCIATION, INC.

By: Penny Fleming
Penny Fleming, Director

FILED
2021 OCT 16 AM 10:46
CLERK OF STATE
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR
CHILEAN CONDOMINIUM OF PALM BEACH ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The Articles of Incorporation of **Chilean Condominium of Palm Beach Association, Inc.** (the "**Association**"), filed with the Florida Secretary of State on October 26, 2006 and attached as Exhibit C to the Declaration of Condominium of Chilean Condominium of Palm Beach, recorded November 3, 2006 in Instrument #20060619640 in Official Record Book 21043 at Page 0715 of the Public Records of Palm Beach County, Florida (the "**Articles**"), are hereby amended as set forth in these Articles of Amendment.

Given that the changes are so extensive, blacklining the changes would hinder, rather than assist, the understanding of this Amendment.

**SUBSTANTIAL REWORDING OF THE ARTICLES. SEE
BELOW FOR REFERENCES TO SECTIONS AND/OR
ARTICLES OF PRESENT TEXT BEING AMENDED
HEREBY.**

SECOND: The second paragraph of the Articles and all of the definitions contained in items A. through V. immediately after such second paragraph, are hereby deleted and replaced with the following:

"The terms used in these Articles shall have the meaning set forth in the Declaration of Condominium of Chilean Condominium of Palm Beach, recorded November 3, 2006 in Instrument #20060619640 in Official Record Book 21043 at Page 0715 of the Public Records of Palm Beach County, Florida Declaration recorded in the Public Records of Palm Beach County, Florida (as amended, the "**Declaration**"), unless herein provided to the contrary, or unless the context otherwise requires."

THIRD: Article I is hereby amended to provide that the principal and mailing address of the Association is 505 SOUTH FLAGLER DRIVE, SUITE 900, WEST PALM BEACH, FL 33401-5948.

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AM 10:46
OCT 27 2006
FLORIDA SECRETARY OF STATE

FOURTH: Article IV is hereby deleted and replaced with the following:

"ARTICLE IV – MEMBERS.

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such Membership, and the manner of voting by members of the Association ("Member") shall be as follows:

A. Membership in the Association shall be established by the acquisition of ownership of fee title to a Dwelling Unit as evidenced by the recording of a deed or other instrument of conveyance amongst the Public Records whereupon the membership of the prior Owner shall terminate as to that Dwelling Unit. New Members shall deliver to the Board a certified copy of the deed of conveyance or other instrument of acquisition of title to the Dwelling Unit in accordance with Article 16 of the Declaration.

B. No Member may assign, hypothecate or transfer in any manner his membership or his share in the funds and assets of the Association except as an appurtenance to his Dwelling Unit.

C. Each Dwelling Unit shall be entitled to only one (1) vote, which vote shall be exercised and cast in accordance with the Condominium Documents. In the event that the Owner of a Dwelling Unit is an entity, such entity shall be entitled to only one (1) vote in the manner determined by the Condominium Documents. In the event that there is more than one (1) owner with respect to a Dwelling Unit as a result of the fee interest in such Dwelling Unit being held by more than one (1) person, such owners collectively shall be entitled to only one (1) vote in the manner determined by the Condominium Documents.

D. The membership shall be entitled to appoint the Board as provided in Article IX of these Articles."

FIFTH: Article VII is hereby deleted and replaced with the following:

"ARTICLE VII – OFFICERS.

A. The affairs of the Association shall be managed by a President, a Secretary and a Treasurer, which officers shall be subject to the direction of the Board. The Board may employ a managing agent, personnel, professional, agents and/or consultants as it deems necessary to administer or assist in the administration of the operation or management of the Association and/or Condominium Property and same shall have the right to be reimbursed for expenses incurred on behalf of the Association and/or

Condominium Property in managing same; and, if agreed by the Owner Directors, such agent, professional and or consultant may be one of the Board members (or the business in which a Board member works or owns) and may be compensated for services rendered.

B. The Board shall elect the President, the Secretary, and the Treasurer. Such officers shall be elected annually by the two (2) Owner Directors and may be removed and replaced by the two (2) Owner Directors. The same person may hold two (2) offices; provided, however, the person who holds the office of President may not also hold the office of Secretary."

SIXTH: Article IX is hereby deleted and replaced with the following:

"ARTICLE IX - BOARD OF DIRECTORS.

A. The property, business and affairs of the Association shall be managed by a board consisting of three (3) members. Directors need not be Members or Owners.

B. Directors shall be appointed as follows: one (1) Director shall be appointed by each Owner (each, an "**Owner Director**"), and the third (3rd) Director shall be appointed jointly by the Owners (the "**Joint Director**").

C. Each Owner shall from time to time appoint, recall, remove and replace the Owner Director appointed by such Owner in its discretion by written notice to the Board. If a vacancy occurs with respect to a seat held by an Owner Director, the applicable Owner shall have the sole right to appoint the replacement director by written notice to the Board.

D. The Owners jointly may from time to time appoint, recall, remove and replace the Joint Director by written notice to the Board. A Joint Director may be recalled and removed with cause by either Owner. If a vacancy occurs with respect to the seat held by the Joint Director, the Owners jointly shall appoint the replacement director by written notice to the Board.

E. Each Owner Director shall serve at the pleasure of the applicable Owner.

F. The Joint Director shall serve at the pleasure of the Owners until his/her successor is appointed jointly by both Owner and has taken office, or until his/her earlier resignation, removal or death.

G. Each Owner Director shall have one (1) vote. The Third Director shall not have a vote.

H. A quorum of the Board shall exist when the two (2) Owner Directors are present at a meeting of the Board. The acts approved by the two (2) Owner Directors shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is specifically required by the Condominium Documents or applicable laws.

I. Notwithstanding anything to contrary herein, in the other Condominium Documents or applicable laws, due to the Condominium being comprised of only two (2) Dwelling Units and there being only two (2) Owners therein each holding 1 vote, as long as both Owners agree (or in the event that they cannot agree on the Third Director), the Board may consist of the two (2) Owner Directors, in which event all Board decisions must be unanimous, and any unanimous decision made by the Board cannot be later challenged by one of the Board members or any Owner on the basis that the Board was not properly constituted under applicable laws due to the fact that there were less than three (3) Board members.

J. In the event that the Owner Directors cannot agree on any matter subject to Board approval (except with respect to the appointment or removal of the Third Director or the officers) such matter shall be resolved pursuant to the Dispute Resolution set forth in Section 30.2 of this Declaration."

SEVENTH: The following new item S. is hereby added to Article X:

"S. Those certain emergency powers granted pursuant to Section 718.1265, Florida Statutes."

EIGHT: Article XII is hereby deleted and replaced with the following:

"**ARTICLE XII – BYLAWS.** The Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration."

NINTH: Article XIII is hereby deleted and replaced with the following:

"**ARTICLE XIII – AMENDMENTS.**

A. These Articles may be amended in the manner provided in the Declaration, and otherwise in the manner provided in Chapter 617, Florida Statutes; provided, however, that to the extent a different method is provided in the Act, the Act shall control over Chapter 617, Florida Statutes.

B. No amendment shall be made to these Articles that is in conflict with the Act, the Declaration or the Bylaws.

C. A copy of each amendment to these Articles shall be filed with the Secretary of State pursuant to the provisions of applicable law, and a copy certified by the Secretary of State shall be recorded in the public records of Palm Beach County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles."

TENTH: Article XIV is hereby deleted and replaced with the following:

"ARTICLE XIV - REGISTERED AGENT AND REGISTERED OFFICE ADDRESS. The registered office of this corporation shall be CDL FAMILY OFFICE SERVICES, 505 S. FLAGLER DR., SUITE 900, WEST PALM BEACH, FL 33401, and the name of the registered agent at such address is PENNY FLEMING."

ELEVENTH: The following new Article XV is hereby added:

"ARTICLE XV - OWNERS' CONSENT. Notwithstanding anything to the contrary in these Articles, the other Condominium Documents or applicable laws, due to the Condominium being comprised of only two (2) Dwelling Units and there being only two (2) Owners therein each holding 1 vote, (a) whenever the Condominium Documents or applicable laws require any action, decision, consent, approval or vote of the Association or Board, and/or (b) whenever the Condominium Documents or applicable laws require the consent, approval or vote of the Owners (or a percentage, fraction, majority or other share of the Owners or their voting interests) or of the other Owner, then the unanimous consent, vote or approval of both Owners shall be required in each instance; provided, however, that the foregoing shall not be deemed to require the consent, approval or vote of both Owners in instances when an Owner may act alone pursuant to the Condominium Documents or applicable laws. In the event that the Owners disagree on any matter requiring the consent of both Owners pursuant to the foregoing other than with respect to the appointment of the Third Director or the officers (a "Dispute"), the Dispute shall be resolved by Dispute Resolution pursuant to Section 30.2 of this Declaration.

Further, the two (2) Owners may from time to time agree to delegate certain matters, decisions, actions, consents or approvals under subsections (a) or (b) herein to a person or entity mutually selected by both Owners for such time as determined by both Owners; provided that the if the Owners cannot agree on any such delegation pursuant to the foregoing, the same shall not be subject to Dispute Resolution."

ELEVENTH: The following new Article XVI is hereby added:

"ARTICLE XVI – CONFLICT. In the event of a conflict among or between the terms or provisions in the Declaration, these Articles and/or the Bylaws, the Declaration shall take precedence over these Articles and Bylaws, and these Articles shall take precedence over the Bylaws."

THIRTEENTH: These Articles of Amendment were adopted on February 25, 2021, and shall be effective as of the later of the date of filing with the Department of State and the recording in the Public Records of Palm Beach County Florida, but in no event later than 90 days from the date of filing with the Department of State.

FOURTEENTH: Adoption of Amendment (CHECK ONE):

- ☒ The Amendment was adopted by the members and the number of votes cast for the Amendment was sufficient for approval.
- ☐ There are no members entitled to vote on this amendment. The Amendment to the Articles of Incorporation was adopted by the Board of Directors.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Board members and Officers have affixed their signatures to these Articles of Amendment as of the date set forth below.


Signature of Chairman, Vice Chairman, President or other officer

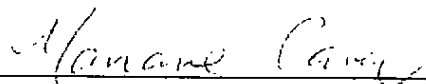
James Pirrie
Typed or printed name

Director and Officer 25th February, 2021
Title Date

Signature of Chairman, Vice Chairman, President or other officer

Sylvia Hemingway
Typed or printed name

Director and Officer _____, 2021
Title Date


Signature of Chairman, Vice Chairman, President or other officer

Marianne Carey
Typed or printed name

Director and Officer 25th Feb, 2021
Title Date

REGISTERED AGENT:

I hereby accept the appointment as registered agent of **Chilean Condominium of Palm Beach Association, Inc.** I am familiar with and accept the obligations of that position.

Penny Fleming

Dated this _____ day of _____, 2021.

IN WITNESS WHEREOF, the Board members and Officers have affixed their signatures to these Articles of Amendment as of the date set forth below.

Signature of Chairman, Vice Chairman, President or other officer

James Pirrie

Typed or printed name

Director and Officer

Title

_____, 2021
Date

Signature of Chairman, Vice Chairman, President or other officer

Sylvia Hemingway

Typed or printed name

Director and Officer

Title

February 25, 2021

Date

Signature of Chairman, Vice Chairman, President or other officer

Marianne Carey

Typed or printed name

Director and Officer

Title

_____, 2021

Date

REGISTERED AGENT:

I hereby accept the appointment as registered agent of **Chilean Condominium of Palm Beach Association, Inc.** I am familiar with and accept the obligations of that position.

Penny Fleming

Dated this _____ day of _____, 2021.

IN WITNESS WHEREOF, the Board members and Officers have affixed their signatures to these Articles of Amendment as of the date set forth below.

Signature of Chairman, Vice Chairman, President or other officer

James Pirrie

Typed or printed name

Director and Officer

Title

_____, 2021

Date

Signature of Chairman, Vice Chairman, President or other officer

Sylvia Hemingway

Typed or printed name

Director and Officer

Title

_____, 2021

Date

Signature of Chairman, Vice Chairman, President or other officer

Marianne Carey

Typed or printed name

Director and Officer

Title

_____, 2021

Date

REGISTERED AGENT:

I hereby accept the appointment as registered agent of **Chilean Condominium of Palm Beach Association, Inc.** I am familiar with and accept the obligations of that position.

Penny Fleming
Penny Fleming

Dated this 25 day of February, 2021.