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JAN 30 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Scrimshaw on the Bay Homeowners Association, Inc.

DOCUMENT NUMBER: N07918

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

Please return all correspondence concerning this matter to the following:

Gabrielle Jackson, Esq.

Name of Contact Person

Gelfand & Arpe, P.A.

Firm/ Company

1555 Palm Beach Lakes Blvd., Suite 1220

Address

West Palm Beach, FL 33401

City/ State and Zip Code

Rosemaire von Zabern- scrimshawhoa@gmail.com

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

For further information concerning this matter, please call:

Gabrielle Jackson

at (561)

655-6224

Name of Contact Person

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 &
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☐ \$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 THE
ARTICLES OF INCORPORATION OF
SCRIMSHAW ON THE BAY
HOMEOWNERS ASSOCIATION, INC.**

Pursuant to the provisions of the Florida Not for Profit Corporations Act, Chapter 617, Fla. Stat. (2017), Scrimshaw on the Bay Homeowners Association, Inc., adopts the following amendments to the corporation's Articles of Incorporation and states as follows:

FIRST: The name of the Corporation is Scrimshaw on the Bay Homeowners Association, Inc.;

SECOND: The corporation amended and restated its Articles of Incorporation as set forth in Exhibit "A"; and

THIRD: The Amended and Restated Articles of Incorporation contains amendments to the Articles of Incorporation for which the members were entitled to vote. The date of adoption by the members was December 18, 2017, and the number of votes cast for the amendment was sufficient for approval being equal to seventy-five (75%) of the membership vote.

Dated this ✓ 15 day of January, 2018

By: Carol Lynn Stoots *president*
Carol Lynn Stoots, President

By: Beverly Rachide *Secretary*
Beverly Rachide, Secretary

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

We the undersigned by these Articles, associate ourselves for the purpose of forming a corporation not for profit under and in accordance with the provisions of the laws of the State of Florida and certify as follows:

1. **NAME.** The name of this corporation is Scrimshaw on the Bay Homeowners Association, Inc. This Corporation shall hereinafter be referred to as the "Association", these Amended and Restated Articles of Incorporation as "Articles", and the Amended and Restated By-Laws as "By-Laws".
2. **PURPOSE.** The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617, Florida Statutes to operate the Scrimshaw on the Bay Community located in Palm Beach County, Florida, in accordance with the Scrimshaw on the Bay Amended and Restated Declaration of Covenants and Restrictions (the "Declaration"), these Articles, and the By-Laws.
3. **SCRIMSHAW ON THE BAY AMENDED AND RESTATED DECLARATION OF COVENANTS AND RESTRICTIONS.** to which a copy of these Articles are attached, shall prevail in this instrument when applicable. The terms defined in the Declaration shall have the same meaning in this document.
4. **POWERS.** The powers of the Association shall include, and the Association shall be governed by, the following:
 - 4.1 **General.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles or the Declaration.
 - 4.2 **Enumeration.** The Association shall have all the powers and duties set forth in the Declaration and all exhibits thereto, and all of the powers and duties reasonably necessary to operate Scrimshaw on the Bay pursuant to the Declaration as it may be amended from time to time, including, but not limited to the following:
 - 4.2.1 To levy and collect assessments against Lots, Lot Owners and members of the Association to defray the common expenses of the Association and other charges as provided in the Governing Documents.
 - 4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of Scrimshaw on the Bay.
 - 4.2.3 To maintain, repair, replace, reconstruct, add to, and operate Scrimshaw on the Bay, Lots and their Units.

- 4.2.4 To purchase insurance upon Scrimshaw on the Bay, and insurance for the protection of the Association, its Officers, Directors, and members (Lot Owners).
- 4.2.5 To make and amend reasonable Rules for the maintenance, conservation and use of Scrimshaw on the Bay and for the health, comfort, safety and welfare of the Lot Owners, and to enforce same.
- 4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Lots.
- 4.2.7 To borrow funds and to provide security for those funds.
- 4.2.8 To enforce by legal means the provisions of Law, the Declaration, these Articles, the By-Laws, and the Rules and regulations for the use of the Scrimshaw on the Bay.
- 4.2.9 To contract for the management and maintenance of Scrimshaw on the Bay 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 rules and maintenance, repair and replacement of the Scrimshaw on the Bay with funds as shall be made available by the Association for such purposes.
- 4.2.10 The Association and its Directors and Officers shall, however, retain at all times the powers and duties granted by the Governing Documents including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association, and the employment of personnel to perform the services required for property operation of the Association.
- 4.3 Scrimshaw on the Bay Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Governing Documents, subject to all easements, public and private, thereof.
- 4.4 Distribution of Surplus. The Association shall make no distribution of surplus.
- 5. MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

6. VOTING RIGHTS. The Association shall have one class of voting membership:

Members shall be all Lot Owners each of whom shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any single Lot.

7. TERM OF EXISTENCE. The Association shall have perpetual existence.

8. DIRECTORS.

- 8.1 Initial. The initial Board of Directors shall consist of three (3) members whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
T. E. Evans, Jr.	1348 U.S. Highway One Tequesta, Florida 33458
Debra Evans	1348 U.S. Highway One Tequesta, Florida 33458
D. F. Hosmer	1348 U.S. Highway One Tequesta, Florida 33458

- 8.2 Transition. These Directors or their successors shall serve until all possible Lots in Scrimshaw on the Bay have been sold, with title thereto being recorded in the Public Records of Palm Beach County, Florida. The sole choice of successor Directors until the aforesaid number of sales have been made, shall be made by the remaining aforesaid initial members of the Board. When all such Lots have been sold, as defined above, one (1) or more members of the Association shall have the right to petition the Association to hold a meeting of the members for the purpose of electing the members to the Board from Class A members.

- 8.3 Number. The number of members of the Board shall initially be three (3), but may be increased after all of the Lots have been sold, as stated above, up to five (5) by vote of a majority of the members of the Association.

- 8.4 Duties and Powers. All of the duties and powers of the Association shall be exercised exclusively by the Board of Directors, the Officers, their agents, or employees, subject only to approval by Unit Owners when that is specifically required.

- 8.5 Election; Removal. Directors of the Association (other than the initial Board) shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9. OFFICERS.

9.1 The Officers of the Association shall be appointed by the Board of Directors at the first annual meeting and annually thereafter and shall serve at the pleasure of the Board of Directors. The names and address of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: D.F. Homer
1348 U. S. Highway One
Tequesta, Florida 33458

Vice President: T.H. Evans
1348 U.S. Highway One
Tequesta, Florida 33458

Secretary/Treasurer: Debra Evans
1348 U.S. Highway One
Tequesta, Florida 33458

9.2 These Officers or their successors shall serve until all possible Lots in Scrimshaw on the Bay have been sold, with title thereto being recorded in the Public Records of Palm Beach County, Florida. The sole choice of successor Officers until the aforesaid number of sales have been made, shall be made by the remaining aforesaid initial Officers of the Board. When all such Lots have been sold, as defined above, one (1) or more members of the Association shall have the right to petition the Association to hold a meeting of the members for the purpose of electing the Officers to the Board from Class A members.

10. INDEMNIFICATION. Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his being or having been a Director or Officer of the Homeowners Association, whether or not he or she is a Director or Officer at the time such expenses are incurred, except with regard to expenses and liabilities incurred for any of the following:

10.1 Breach of any fiduciary duty owed by such Director or Officer to the Association.

10.2 Willful and knowing failure to comply with the provisions of the Declaration, the By-Laws, the Articles, or the Association's Rules and Regulations, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. 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.

11. BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and members in the manner provided by the By-Laws.
12. AMENDMENTS. Amendments to these Articles shall require the affirmative vote of two-thirds of the total votes of the Association members/voting interests. Provided, however, that no amendment shall make 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 Mortgagees of Record. No amendment shall be made that is in conflict with the Declaration nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to, any First Mortgagee of Record, unless Mortgagees of Record shall join in the execution of the Amendment.