

ND9000008758

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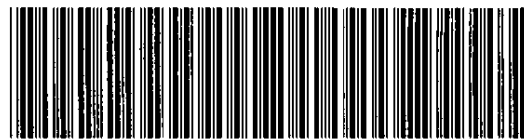
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# GELFAND & ARPE, P.A.

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COMPTON FINANCIAL CENTER  
980 NORTH FEDERAL HIGHWAY  
SUITE 141  
BOCA RATON, FL

REPLY TO WEST PALM BEACH

July 12, 2010

Ms. Thelma Lewis  
FL Dept. of State - Div. of Corp.  
Post Office Box 6327  
Tallahassee, FL 32314

Re: The 455 Worth Avenue Corp. Not for Profit Domestication  
Your Reference Number: N09000008758

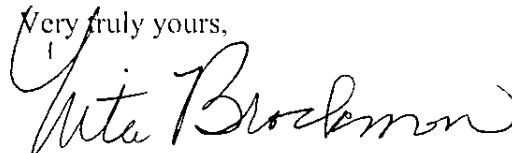
Dear Ms. Lewis:

As requested, enclosed please find the following documents which have been duly executed:

- 1) Articles of Amendment to Articles of Incorporation of The 455 Worth Avenue Corp. N 09000008758.
- 2) Restated Articles of Incorporation of The 455 Worth Avenue Corp.
- 3) A self-addressed stamped envelope to return the certified copies to our office.

Thanking you in advance for your prompt and courteous attention to this matter. Of course, should you have any questions, please contact our office.

Very truly yours,



Nita Brockman, Legal Assistant  
For the Firm

/nb

Enclosures

cc: 455 Worth Avenue Corp.  
Mr. Charles Kibort, Pres.  
c/o Ms. Paige Robinson, Mgr. - w/encs.





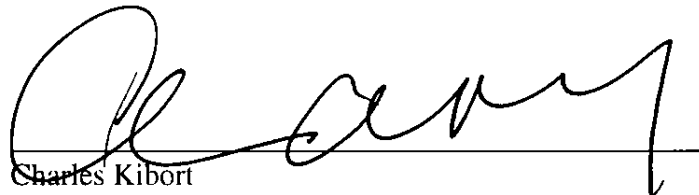
**Articles of Amendment  
to  
Articles of Incorporation of The 455 Worth Avenue Corp.  
N09000008758**

**FILED**  
2010 JUL 15 P 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit* **Corporation** adopts the following amendment to its Articles of Incorporation:

1. Attached are Restated Articles of Incorporation of The 455 Worth Avenue Corp. as adopted and approved by the membership and Board of Directors on February 19, 2010. The language added is underlined; the language deleted is ~~struck out~~.
2. The amendment was adopted by the members and the number if votes cast for the amendment was sufficient for approval.

I am President, of The 455 Worth Avenue Corp. and am authorized to sign this Articles of Amendment on behalf of the corporation and have done so this 26 day of June, 2010.



Charles Kibort  
President of The 455 Worth Avenue Corp.

RESTATED ARTICLES OF INCORPORATION OF  
THE 455 WORTH AVENUE CORP.

We, the undersigned, for the purpose of associating to establish a Not for Profit Florida corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida and Chapter 617 of the Florida Statutes ~~Delaware (particularly Chapter 1, Title 8 of the 1953 Delaware Code and the acts amendatory thereof and supplemental thereto, and known as the "General Corporation Law of the State of Delaware")~~, do make and file this Articles ~~Certificate~~ of Incorporation in writing and do hereby certify as follows, to wit:

FIRST: The name of the corporation (hereinafter called the corporation) is

THE 455 WORTH AVENUE CORP.

SECOND: The respective names of the County and of the City within the County in which the principal office of the corporation is to be located in the State of Florida ~~Delaware~~ are the County of Palm Beach ~~Kent~~ and the City of Palm Beach ~~Dover~~. The name of the registered resident agent of the corporation is Michael J. Gelfand, Esq., Gelfand & Arpe, P.A., 1555 Palm Beach Lakes Blvd., Suite 1220, West Palm Beach, FL 33401 ~~The Prentice-Hall Corporation System, Inc.~~ The street and number of said principal office is 455 Worth Avenue, Palm Beach, Florida 33480 ~~and the address by street and number of said resident agent is 229 North State Street, Dover, Delaware.~~

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(a) To purchase, or otherwise acquire, operate and manage a single housing project on a non-profit basis and in the interest and for the housing of its members and other lawful occupants.

(b) In connection with such project, the corporation shall either itself or by or through a subsidiary corporation, or by contract, lease or otherwise, provide such community facilities, services and benefits as may be necessary or convenient for the welfare of its members and the usefulness of the project.

(c) In furtherance of the foregoing purposes, the corporation shall have power to purchase, lease or otherwise acquire land, both improved and unimproved, and to construct or locate an apartment building and facilities thereon, to manage such property, and to do any and all other things necessary or convenient for the fulfillment of the purposes of this

corporation.

(d) To enter into, make and perform contracts or every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(e) To borrow or raise moneys for any of the purposes of the corporation, and from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(f) To carry out all or any part of the aforesaid objects and purposes and to conduct its business in all or any of its branches, in the State of ~~Florida Delaware~~ and in the District of Columbia, and in any or all states of the United States of America; and to maintain offices and agencies in the State of ~~Florida Delaware~~, the District of Columbia, and in any or all states of the United States.

(g) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of this ~~Articles Certificate~~ of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

(h) The corporation shall be authorized to exercise and enjoy all of the power, right and privileges granted to, or conferred upon, corporations of a similar character by the ~~General Corporation Laws~~ of the State of ~~Delaware Florida~~ and Chapter 617 of the Florida Statutes now or hereafter in force, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH: This corporation shall be organized without capital stock. Membership in the corporation and the transfer thereof shall be upon such terms and conditions as shall be provided in the By-Laws.

FIFTH: The names and address ~~places of residence~~ of the incorporators ~~is~~ are as follows:

NAME

ADDRESS RESIDENCES

Henry W. Sage, Jr.

455 Worth Avenue, Palm Beach, FL  
33480

~~L. R. Beland~~

~~Dover, Delaware~~

~~N. C. Dunning~~

~~Dover, Delaware~~

~~Z. A. Pool, III~~

~~Dover, Delaware~~

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The management of the affairs of the corporation shall be conducted by its Board of Directors in accordance with requirements of its By-Laws. During the first year of its corporate existence, the Board of Directors shall have the power and authority to make, alter and amend the By-Laws of the corporation; thereafter the power and authority to make, alter and amend the By-Laws shall vest in the membership on such terms and with such delegated rights in the directors as shall be expressly stated in the By-Laws.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To set apart out of any of the funds of the corporation a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of three-fourths of the entire membership given at a meeting of the members duly called for that purpose, or when authorized by the written consent of three-fourths of the entire membership, to sell, lease or exchange or mortgage all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such considerations as its Board of Directors shall deem expedient



and for the best interests of the corporation. If the holder of any obligation secured by property of the corporation shall desire to refinance the obligation or obligations so secured and if the right so to do shall have been granted by any lawfully executed deed or contract of this corporation, no consent of the members shall in such case be required.

NINTH: Meetings of members may be held without the State of ~~Florida Delaware~~, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of ~~Florida Delaware~~ as such place or places as may be from time to time designated by the Board of Directors or in the By-Laws of the corporation.

Election of directors need not be by ballot unless the By-Laws shall so provide.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this ~~Articles Certificate~~ of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation, it being provided, however, that said reserved right to amend, alter, change or repeal may be exercised only with the approval of three-fourths of the entire membership obtained by written consent or at a meeting called for such purpose.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

Dated at Dover, Delaware  
February 12, 1957

L. R. Beland (L.S.)

N. C. Downing (L.S.)

Z. A. Pool (L.S.)

State of Delaware )  
                                  ) ss.:  
County of Kent     )

BE IT REMEMBERED that personally appeared before me F. K. Tuller, a Notary Public in and for the County and State aforesaid, L. R. Beland, N.C. Dunning, and Z. A. Pool, III, all the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of offices this 12<sup>th</sup> day of February, A.D. 1957.

F. K. Tuller

Notary Public

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