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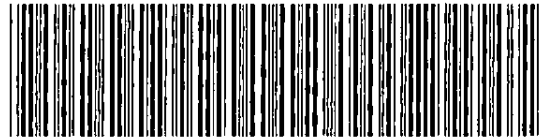
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2023 JUN 15 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FL

REGISTER

AUG - 8 2023

COVER LETTER

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

SUBJECT: Casa Serena Property Owners Association, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the amended and restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Nicholas Ritornato, MacMillan & Stanley, PLLC
Name (Printed or typed)

33 NE 4th Ave.

Address

Delray Beach, FL 33483

City, State & Zip

(561) 276-6363

Daytime Telephone number

nick@macmillanstanley.com

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

NOTE: Please provide the original and one copy of the document.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CASA SERENA PROPERTY OWNERS ASSOCIATION, INC.

FILED

2023 JUN 15 PM 2: 39

**SECRETARY OF STATE
TALLAHASSEE, FL**

The following restatement and amendment of the Articles of Incorporation of the CASA SERENA PROPERTY OWNERS ASSOCIATION, INC., were approved by a meeting of the shareholders of the Corporation on the 15th day of March, 2023, as follows:

I. CORPORATE STATUS

The name of this non-stock corporation is CASA SERENA PROPERTY OWNERS ASSOCIATION, INC. (the "Association"), its principal office and mailing address shall be 2601 N. OCEAN BLVD., GULF STREAM, FL 33483, or at such other place as may be designated from time to time by the Board of Directors.

The initial Articles of Corporation were filed with the Secretary of State, State of Florida on **August 28, 1985**, and are hereby amended in their entirety and following Articles are substituted in their stead.

In all other respects the Articles of Incorporation previously filed with the Secretary of State, amended, are hereby ratified and confirmed.

The effective date of this Amendment shall be the date of filing this Amendment.

At a duly called meeting of the Members of the Association on the 15th day of March, 2023, this Amended and Restated Articles of Incorporation of Casa Serena was approved by not less than seventy percent (70%) of the voting interests of the membership.

II. PURPOSES

The general nature, object and purpose of the Association is to serve and promote the collective interests of the owners of property within the Community to be known as "Casa Serena" ("Property") as those interests relate to the Property subject to the Declaration of Covenants, Restrictions and Easements therefor (as may be amended and/or restated), as may be recorded in the Public Records of Palm Beach County, Florida and amended from time to time (the "Declaration"). (Capitalized terms used in these Articles of Incorporation and not otherwise defined herein shall have the meanings given them in the Declaration.) Specific purposes of the Association include, but are not limited to, maintenance of the Common Area, if any, and the enforcement of the terms and restrictions as set forth in the Declaration.

III. GENERAL POWERS

The Association shall have all of the powers provided for in Chapter 617, Florida Statutes, as amended from time to time, together with all other powers conferred by the Declaration, these Articles and/or the Bylaws, including but not limited to, the power to assess Members for the costs of performing Association duties and otherwise fulfilling its purposes, to maintain, repair, replace, operate and manage Common Area, and such surface water management system as the appropriate local governmental agencies may authorize and require, to promulgate rules and regulations to effectuate the Association's purposes and to do any and all acts necessary or expedient for carrying out any and all of the activities, objects and

purposes consistent with the provisions set forth in these Articles, the Declaration or the Bylaws and not prohibited by the laws of the State of Florida.

IV. MEMBERS

A. A person or entity shall become a Member of the Association upon becoming the Owner of any Unit within the Property. Membership shall continue until such time as the Member transfers or conveys the interest of record or the interest is transferred and conveyed by operation of law. If title to a Unit is held by more than one person, each person shall be a Member of the Association, but no Unit shall be entitled to more than one (1) vote. Membership shall be appurtenant to and may not be separated from ownership of a Unit.

B. There shall be one class of Members.

V. VOTING INTERESTS AND ASSESSMENTS

A. Voting rights of each class of membership shall be as provided in the Bylaws of the Association.

B. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

VI. BOARD OF DIRECTORS

A. The affairs of the Association shall initially be managed by a Board of Directors consisting of three (3) Directors. Election and removal of Directors shall be as provided in the Bylaws. The current Directors are as follows:

SUSAN AMBRECHT, President/Director
2601 N. OCEAN BLVD.
GULF STREAM, FL 33483

JAY TURNER, Treasurer/Director
2601 N. OCEAN BLVD.
GULF STREAM, FL 33483

HILARY GIULIANO, Secretary/Director
2601 N. OCEAN BLVD.
GULF STREAM, FL 33483

VII. OFFICERS

The officers of the Association shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association at this time are as follows:

SUSAN AMBRECHT, President/Director
2601 N. OCEAN BLVD.
GULF STREAM, FL 33483

JAY TURNER, Treasurer/Director
2601 N. OCEAN BLVD.
GULF STREAM, FL 33483

HILARY GIULIANO, Secretary/Director
2601 N. OCEAN BLVD.
GULF STREAM, FL 33483

XIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation.

X. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of Members representing seventy percent (70%) of the votes in the Association.

XI. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

The Association hereby indemnifies any Director, officer or Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer or Committee member, or in his capacity as Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts, paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal there if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, officer, or committee member did not act in good faith and in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful; and by or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member for the Association, or by reason of his being or having been Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association.

Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director, officer or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of the Directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he 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 of Directors or of a committee which authorized the contract or transaction.

XIII. DISSOLUTION OR MERGER OF THE ASSOCIATION

A. Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association shall be distributed among the Members as tenants in common, each Member's share of the assets to be distributed in accordance with its voting rights, unless they refuse to accept the conveyance in whole or in part.

2. Common property designated as streets, if any, shall be dedicated to the appropriate local government agency.

3. Any surface water management systems owned by the Association, if any, at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not for profit corporation to provide for the continued operation and maintenance of the surface water management system.

4. Remaining assets shall be distributed among the Members as tenants in common, each member's share of the assets to be distributed in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by not less than all of the Board of Directors, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617, Florida Statutes or statute of similar import, and approved by all of the voting rights of each and every class of membership as voted by the Members.

C. The Association may be merged into another not for profit corporation upon a resolution to that effect being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of each and every class of membership, as voted by the Members.

XIV. REGISTERED AGENT

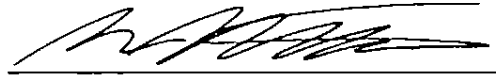
The registered agent for the Association and its office shall be:

MacMillan & Stanley, PLLC
33 NE 4th Avenue
Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 15th day of March, 2023.

Signed, sealed and delivered
in the presence of:

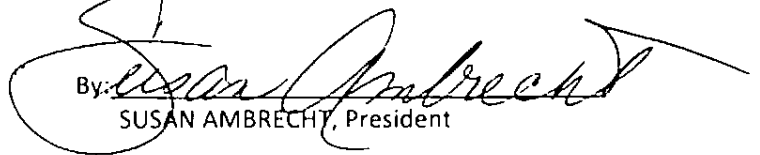
CASA SERENA PROPERTY OWNERS ASSOCIATION,
INC., a Florida corporation

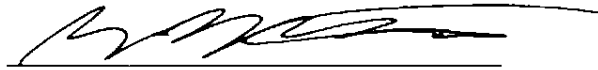


Witness Print Name Nicholas Ritaranu



Witness Print Name Thomas M. Stanley

By: 
SUSAN AMBRECHT, President



Witness Print Name Nicholas Ritaranu



Witness Print Name Thomas M. Stanley

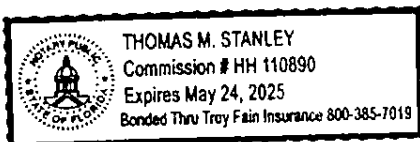
By: 
HILARY GIULIANO, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared by means of ☒ physical presence or ☐ online notarization, SUSAN AMBRECHT, President of this Corporation, and HILARY GIULIANO, Secretary of this Corporation, who are ☒ personally known to me or ☐ who have produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of March, 2023.



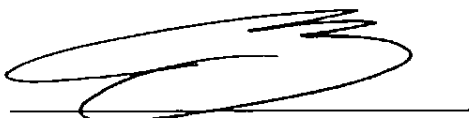


Print Name _____
Notary Public
My Commission Expires: _____

ACCEPTANCE OF THE OFFICE OF REGISTERED AGENT

Having been designated to accept service of process for the above stated Association at the place set forth hereinabove, MacMillan & Stanley, PLLC hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503, Florida Statutes. The undersigned is familiar with, and accepts the obligation that position.

MacMillan & Stanley, PLLC

A handwritten signature in black ink, appearing to be 'T. Stanley', written over a horizontal line.

Thomas M. Stanley, Esq.
Its: Manager

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CASA SERENA PROPERTY OWNERS ASSOCIATION, INC.

FILED

2023 JUN 15 PM 2:40

**SECRETARY OF STATE
TALLAHASSEE, FL**

The following restatement and amendment of the Articles of Incorporation of the CASA SERENA PROPERTY OWNERS ASSOCIATION, INC., were approved by a meeting of the shareholders of the Corporation on the 15th day of March, 2023, as follows:

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The effective date of this Amendment shall be the date of filing this Amendment.

At a duly called meeting of the Members of the Association on the 15th day of March, 2023, this Amended and Restated Articles of Incorporation of Casa Serena was approved by not less than seventy percent (70%) of the voting interests of the membership.

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The general nature, object and purpose of the Association is to serve and promote the collective interests of the owners of property within the Community to be known as "Casa Serena" ("Property") as those interests relate to the Property subject to the Declaration of Covenants, Restrictions and Easements therefor (as may be amended and/or restated), as may be recorded in the Public Records of Palm Beach County, Florida and amended from time to time (the "Declaration"). (Capitalized terms used in these Articles of Incorporation and not otherwise defined herein shall have the meanings given them in the Declaration.) Specific purposes of the Association include, but are not limited to, maintenance of the Common Area, if any, and the enforcement of the terms and restrictions as set forth in the Declaration.

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GULF STREAM, FL 33483

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GULF STREAM, FL 33483

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GULF STREAM, FL 33483

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Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director, officer or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

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A. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of the Directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he 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 of Directors or of a committee which authorized the contract or transaction.

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2. Common property designated as streets, if any, shall be dedicated to the appropriate local government agency.

3. Any surface water management systems owned by the Association, if any, at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not for profit corporation to provide for the continued operation and maintenance of the surface water management system.

4. Remaining assets shall be distributed among the Members as tenants in common, each member's share of the assets to be distributed in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by not less than all of the Board of Directors, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617, Florida Statutes or statute of similar import, and approved by all of the voting rights of each and every class of membership as voted by the Members.

C. The Association may be merged into another not for profit corporation upon a resolution to that effect being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of each and every class of membership, as voted by the Members.

XIV. REGISTERED AGENT

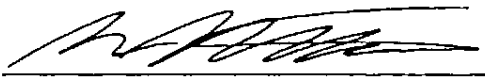
The registered agent for the Association and its office shall be:

MacMillan & Stanley, PLLC
33 NE 4th Avenue
Delray Beach, FL 33483

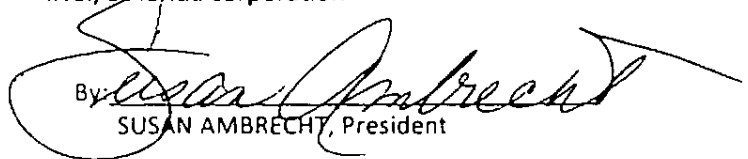
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 15th day of March, 2023.

Signed, sealed and delivered
in the presence of:

CASA SERENA PROPERTY OWNERS ASSOCIATION,
INC., a Florida corporation

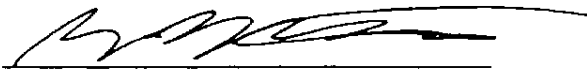


Witness Print Name Nicholas Ritaranu

By: 
SUSAN AMBRECHT, President




Witness Print Name Thomas M. Stanley



Witness Print Name Nicholas Ritaranu

By: 
HILARY GIULIANO, Secretary



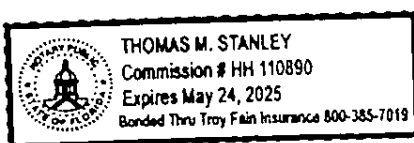
Witness Print Name Thomas M. Stanley

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared by means of ☒ physical presence or ☐ online notarization, SUSAN AMBRECHT, President of this Corporation, and HILARY GIULIANO, Secretary of this Corporation, who are ☒ personally known to me or ☐ who have produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of March, 2023.



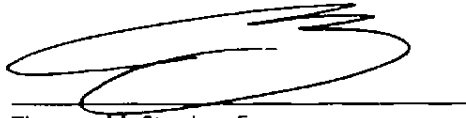


Print Name _____
Notary Public
My Commission Expires: _____

ACCEPTANCE OF THE OFFICE OF REGISTERED AGENT

Having been designated to accept service of process for the above stated Association at the place set forth hereinabove, MacMillan & Stanley, PLLC hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503, Florida Statutes. The undersigned is familiar with, and accepts the obligation that position.

MacMillan & Stanley, PLLC

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a horizontal line.

Thomas M. Stanley, Esq.
Its: Manager