

3/28/2018

Division of Corporations

Florida Department of State

Division of Corporations

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Account Number : I201700000007
Phone : (561)276-6363
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VILLA D'ESTE OF GULF STREAM CONDOMINIUM ASSOCIATION,

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VILLA D'ESTE OF GULF STREAM CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N14000004183

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

Please return all correspondence concerning this matter to the following:

Thomas M. Stanley, Esq.

(Name of Contact Person)

MacMillan & Stanley, PLLC

(Firm/ Company)

29 NE 4th Avenue

(Address)

DeBary Beach, FL 33483

(City/ State and Zip Code)

tom@macmillanstanley.com

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

For further information concerning this matter, please call:

Thomas M. Stanley

561

276-6363

at

(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:

- | | | | |
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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

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This instrument was prepared by:
Thomas M. Stanley, Esq.
MacMillan & Stanley, PLLC
29 NE 4th Avenue
Delray Beach, FL 33483

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VILLA D'ESTE OF GULF STREAM CONDOMINIUM ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

These are the Second Amended and Restated Articles of Incorporation for VILLA D'ESTE OF GULF STREAM CONDOMINIUM ASSOCIATION, INC., A FLORIDA CORPORATION NOT FOR PROFIT, the First Amended and Restated Articles of Incorporation being filed with the Florida Department of State May 1, 2014. The Amendments included have been added pursuant to Chapter 617, Florida Statutes.

For historical reference, the street address of the initial principal office was 2665 N. Ocean Blvd., Gulf Stream, Florida 33483, and the initial mailing address was 2665 N. Ocean Blvd., Gulf Stream, Florida 33483. The names of the incorporator for the First Amended and Restated Articles of Incorporation was Carol Jackson and her address at the time of the filing of the First Amendment and Restated Articles of Incorporation was 2665 N. Ocean Blvd., Gulf Stream, FL 33483.

The name and address of the current registered agent is MacMillan & Stanley, PLLC and the registered office is located at 29 NE 4th Avenue, Delray Beach, FL 33483. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

ARTICLE 1

NAME AND ADDRESS

The name of the corporation is VILLA D'ESTE OF GULF STREAM CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Palm Beach County, Florida, and known as VILLA D'ESTE OF GULF STREAM, a Condominium (the "Condominium").

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ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Act, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The powers of the Association shall include the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, or the Act.

4.2 Enumeration. The Association shall have all the powers set forth in the Act, except as limited by the Declaration, these Articles, and the Bylaws, and all of the powers reasonably necessary to operate the Condominium including but not limited to the following:

4.2.1 To make and collect Assessments against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

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 the Association and the operation of the Condominium.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and any other property acquired or leased by the Association.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee Members, and Members as Unit Owners.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and other applicable laws, and the policies of the Association.

4.2.8 To contract for the management of the Condominiums and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and

duties of the Association except those that require specific approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominiums.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special Assessments, or income or rights.

4.3 Condominium 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 Act, Declaration, these Articles, and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its Members, Directors, or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, the Bylaws, and the Act.

ARTICLE 5

MEMBERS

The Members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium, shall consist of those who were Members at the time of the termination and their successors and assigns. [Only Include if Board has approval rights in the Declaration, which most will.] If transfer of a Unit has occurred without approval of the Association, and if in contravention of the provisions of the Declaration, the Association need not recognize a record Owner as the "Member," unless the Association chooses to ratify or waive its objection to the transfer of title.

5.1 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, pledged, or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension, and such Voting Interests shall be subtracted from the

required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension, and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

5.3 Meetings. The Bylaws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for filling vacancies, and for the duties of the Officers.

ARTICLE 8

DIRECTORS

8.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors and no more than twelve (12) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations shall be exercised exclusively by the Board of Directors, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 9

BYLAWS

The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

ARTICLE 10

AMENDMENTS

These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by 51% of the entire Voting Interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be struck through. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."

10.3 Notice. Written notice setting forth the proposed amendment or a summary of the changes shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of not less than three-fifths (3/5) of the entire Voting Interests of the Association and voting at a duly noticed meeting, or by the written agreement of not less than three-fifths (3/5) of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Condominium Documents may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Public Records of Palm Beach County, Florida according to law and filed with the Secretary of State according to law.

ARTICLE 11

INDEMNIFICATION

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or 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 proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. 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 failed to act in good faith and in a manner that 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 proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

11.2 Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or 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 proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred before the final disposition of the subject action.

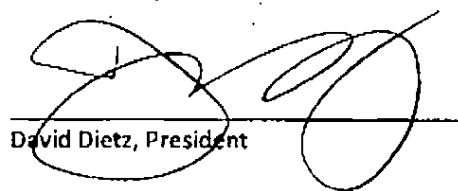
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11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or 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 status as such, whether or not the Association would have the duty to indemnify him or her against such liability under the provisions of this Article.

12. Adoption. This Second Amendment and Restatement of the Articles of Incorporation was adopted by the members and the number of votes cast for the amendment(s) were sufficient for approval.

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the foregoing Second Amended and Restated Articles of Incorporation.


David Dietz, President

STATE OF FLORIDA

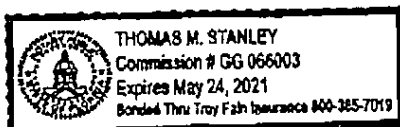
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on 28th day of March, 2018, by DAVID DIETZ, as President of VILLA D'ESTE OF GULF STREAM CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of said corporation, ☒ is personally known to me or [] has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid on 28th day of March, 2018.

(SEAL)


NOTARY PUBLIC — STATE OF FLORIDA AT
LARGE



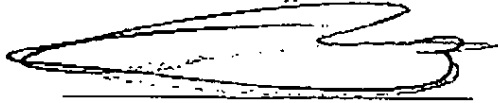
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ACCEPTANCE OF REGISTERED AGENT:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

MacMillan & Stanley, PLLC

A handwritten signature in black ink, appearing to read 'Thomas M. Stanley', written over a horizontal line.

Thomas M. Stanley, Esq., Manager
Signature of New Registered Agent

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

3/27/18

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DAVID DIETZ

(Typed or printed name of person signing)

President

(Title of person signing)

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