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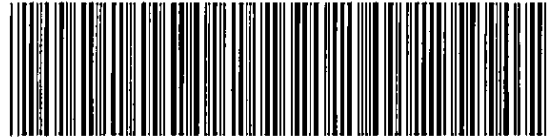
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2023 FEB 21 PM 3:42

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5/1/2023

ROSS EARLE BONAN ENSOR & CARRIGAN, P.A.

ATTORNEYS AT LAW

DEBORAH L. ROSS*
DAVID B. EARLE +*
ELIZABETH P. BONAN*

ROYAL PALM FINANCIAL CENTER
SUITE 101
789 SW FEDERAL HIGHWAY
STUART, FLORIDA 34994
(772) 287-1745

TRANSOCEAN BUILDING
SUITE 220
1701 HIGHWAY A1A
VERO BEACH, FLORIDA 32963
(772) 563-9555

JACOB E. ENSOR*
JOHN P. CARRIGAN*
GARY E. SIMMONS, JR.

*CERTIFIED CIRCUIT CIVIL MEDIATOR

BOARD CERTIFIED IN CONDOMINIUM*
& PLANNED DEVELOPMENT LAW

February 17, 2023

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

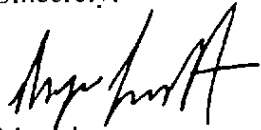
Re: Amended and Restated Articles of Incorporation of Sailfish Village Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Sailfish Village Condominium Association, Inc., together with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Sincerely,



Myra Laurent
Paralegal to Jacob E. Ensor, Esq.
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**SAILFISH VILLAGE CONDOMINIUM ASSOCIATION, INC.
A Corporation Not For Profit**

FILED
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TALLAHASSEE, FL

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the State of Florida on June 12, 1986. This is a corporation not for profit under Chapter 617, Florida Statutes, as may be amended from time to time.

ARTICLE I

The name of the corporation shall be SAILFISH VILLAGE CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

The purpose and object of the corporation shall be to administer the operation and management of BEACON 21 CONDOMINIUM "SAILFISH VILLAGE", in accordance with the terms, provisions, conditions, and authorizations contained in these Articles of Incorporation and in the Declaration of Condominium, as may be amended from time to time, which was recorded in the Public Records of Martin County, Florida. The Corporation shall own, operate, lease, sell, trade or otherwise deal with the Condominium property whether real or personal, as may be necessary or convenient in the administration of said Condominium. The Corporation shall be conducted as a not for profit corporation for the benefit of its members.

ARTICLE III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges set forth and described in Chapter 617, Florida Statutes, as amended from time to time, relating to corporations not for profit.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, but not limited to, the following:

(a) to make and establish reasonable rules and regulations governing the use of Condominium units, common elements and limited common elements, if any, in said Condominium as said terms may be defined in said Declaration of Condominium.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including

the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium units of said Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium property.

(d) To contract for the management of the Condominium and to delegate in such contractor all of the powers and duties of the Association, except those which may be required by the Declaration of Condominium to have approval of the Board of Directors and membership of the Corporation.

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation ~~which may hereafter be adopted~~, and the rules and regulations governing the use of said Condominium as may hereafter be established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Corporation, pursuant to the Declaration of Condominium aforementioned.

(g) To execute contracts and other instruments by its officers, and to own and otherwise deal with real and personal property.

(h) The Corporation shall have all of the powers and privileges set forth and described in Chapter 617, Florida Statutes, as amended from time to time, relating to corporations not for profit.

ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all Condominium units in the Condominium shall be members of the Corporation, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of fee title in a condominium unit in the Condominiums, or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree, or otherwise, and the membership of any party shall be automatically terminated upon him being divested of all title to, or his entire fee ownership in any Condominium unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more condominium units, or who may own a fee ownership interest in two or more Condominium units, so long as such party shall retain title to, or fee ownership interest in any Condominium Unit.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Condominium unit. The funds and assets of the Corporation shall be subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium.

4. On all matters on which the membership shall be entitled to vote there shall be only one vote for each Condominium unit in the Condominium. The votes may be exercised or cast by the owner or owners of each Condominium unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Shall any member own more than one Condominium unit such member shall be entitled to exercise or cast as many votes as he owns Condominium units in the manner established by the By-Laws.

ARTICLE V

The Corporation shall be perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be at a location in Florida as may be selected by the Board of Directors.

ARTICLE VII

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the direction of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisor, personnel or entities to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director or officer of the Corporation, as the case may be.

ARTICLE VIII

The number of members of the first Board of Directors of the Corporation shall be three. The number of members of succeeding Boards of Directors shall not be less than three nor more than five. The number of directors shall be determined by the Board of Directors. Any change in the number of Directors must be approved at least ninety (90) days before the election. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided in Chapter 718, Florida Statutes, as may be amended from time to time.

ARTICLE IX

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. Officers must be members of the Corporation. The same person may hold two offices, the duties of which are not incompatible, provided, however, that the office of the President and Vice President shall not be held by the same person; neither shall the office of the President and Secretary or Assistant Secretary be held by the same person.

ARTICLE X

The By-Laws of this Corporation were recorded among the Public Records of Martin County, Florida. Such By-Laws subject to the provisions herein and therein contained, may be altered, amended or added to in the manner provided for in these Articles of Incorporation and in conformity with the provisions and requirements of Chapter 718, Florida Statutes.

ARTICLE XI

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon, him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of him being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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.

ARTICLE XII

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the Condominium units in the Condominium, whether meeting as members or by instrument, in writing, signed by them. Amendments must be approved by a majority of the Voting Interest. Amendments may be approved at a meeting or by written consent. Amendments proposed by the members must also be approved by the Board of Directors before presented to the members for consideration.

No amendment to those Articles of Incorporation shall be adopted which would operate to prejudice or impair the rights or privileges of any institutional first mortgagee as such rights and privileges have been established in the Declaration of Condominium of BEACON 21 CONDOMINIUM "SAILFISH VILLAGE" or subsequent or prior phases.

The Amended and Restated Articles of Incorporation for Sailfish Village Condominium Association, Inc. were approved by a majority of the Voting Interest at a membership meeting on November 17, 2022.

SIGNATURES ON FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President and its Secretary this 9 day of January 2023

WITNESSES AS TO PRESIDENT:

SAILFISH VILLAGE CONDOMINIUM
ASSOCIATION, INC.

Kathryn A. Klug
Printed Name Kathryn A Klug

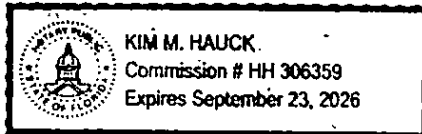
By: Michael Douglas
President

Kim M. Hauck
Printed Name Kim M. Hauck

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical appearance or ☐ online notarization by Michael Douglas, as President of Sailfish Village Condominium Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: His Driver's license].

Notarial Seal



Kim M. Hauck
Notary Public

WITNESSES AS TO SECRETARY:

SAILFISH VILLAGE CONDOMINIUM
ASSOCIATION, INC.

Kathryn A. Klug
Printed Name Kathryn A Klug

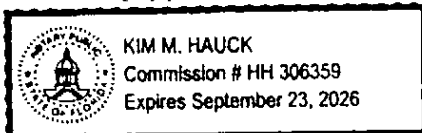
By: Janet Gaynor
Secretary

Kim M. Hauck
Printed Name Kim M. Hauck

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical appearance or ☐ online notarization by Janet Gaynor, as Secretary of Sailfish Village Condominium Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: Her Driver's license].

Notarial Seal



Kim M. Hauck
Notary Public