

N18000007633

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

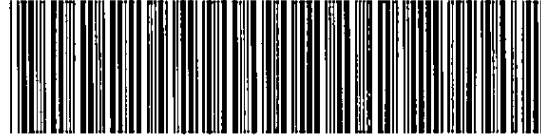
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000318692330

09/26/18--01024--029 **35.00

FILED
2018 SEP 26 AM 10:17
CLERK OF SUPERIOR COURT
FALL AUBURN, ALABAMA

Amended/Restated

SEP 27 2018
FALL AUBURN, ALABAMA

ROBERT L. KAYE, B.C.S.*
MICHAEL S. BENDER
JEFFREY A. REMBAUM

PETER C. MOLLENGARDEN
ANDREW B. BLACK, B.C.S.*
GERARD S. COLLINS
DEBORAH S. SUGARMAN

DANIELLE M. BRENNAN
EMILY E. GANNON
JEFFREY D. GREEN
ALLISON L. HERTZ, B.C.S.*
JAY S. LEVIN
RYAN N. LUMBRERAS
LAUREN T. SCHWARZFELD
ASHLEY R. TULLOCH

KERSTIN HENZE, OF COUNSEL
LISA A. MAGILL, OF COUNSEL

KBR **Kaye Bender**
Rembaum, P.L.
Attorneys At Law

Serving clients throughout Florida

REPLY TO...

9121 NORTH MILITARY TRAIL,
SUITE 200
PALM BEACH GARDENS, FL 33410
TEL. (561) 241-4462
FAX (561) 223-3957
(800) 974-0680

JREMBALM@KBRLLEGAL.COM

WITH AN ADDITIONAL OFFICE
IN POMPANO BEACH, FLORIDA

*BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

September 24, 2018

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Paradise Villas Marina Condominium Association, Inc.;
Amended and Restated Articles of Incorporation

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for Paradise Villas Marina Condominium Association, Inc. along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. Also enclosed is a check in the amount of \$35.00 made payable to the Secretary of State to cover the cost of filing same.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.


Jeffrey A. Rembaum, Esq.
For the Firm

JAR/tr
Enclosures

This Instrument Prepared by
and after recording return to:

Jeffrey A. Rembaum, Esq.
Kaye Bender Rembaum, P.L.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

FILED
2018 SEP 26 AM 10:17
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

SPACE ABOVE THIS LINE FOR PROCESSING DATA

SPACE ABOVE THIS LINE FOR PROCESSING DATA

**CERTIFICATE OF FILING THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, Paradise Villas Marina Condominium Association, Inc. is a Florida not-for-profit corporation formed pursuant to the Articles of Incorporation of Paradise Villas Marina Condominium Association, Inc., Document Number N18000007633 filed on July 12, 2018 (the "Articles"); and

WHEREAS, pursuant to Article IX, Section A of the Articles, the Articles may be amended by the affirmative vote of a majority of the Directors, prior to ninety percent (90%) of the Dock Units being conveyed to Unit Owners; and

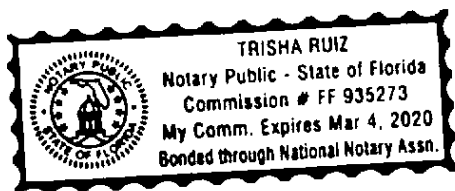
WHEREAS, as of the date of this Certificate of Filing, less than ninety percent (90%) of the Dock Units have been conveyed to Unit Owners; therefore, members are not entitled to vote on a proposed amendment to the Articles; and

WHEREAS, the Board adopted the amendments to the Articles as set forth in the Amended and Restated Articles of Incorporation of Paradise Villas Marina Condominium Association, Inc., attached hereto and incorporated as if fully set forth herein as Exhibit "A" (the "Amended and Restated Articles"), on September 19, 2018 by unanimous written consent in lieu of a meeting of the Board in accordance with section 617.0821, Florida Statutes.

NOW, THEREFORE, the undersigned hereby certifies that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles adopted by the Board, as set forth above, and that the attached Amended and Restated Articles replace the original Articles.

**SEE ATTACHED
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.**

.....
[Signature and Notary Page to Follow]



FILED
2018 SEP 25 AM 10:17
CLERK OF DISTRICT COURT
JANICE L. BARNES

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I
Definitions

All initially capitalized terms used herein shall have such meaning as set out in the Declaration of Condominium of Paradise Villas Marina, A Condominium, to which these Amended and Restated Articles of Incorporation of Paradise Villas Marina Condominium Association, Inc. are attached as Exhibit "C", unless an alternative meaning is set out herein.

ARTICLE II
Name and Address of Corporation

The name of the corporation is PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC. The principal address and mailing address of the Association shall be 108 Paradise Harbour Boulevard, Unit 108, North Palm Beach, Florida 33408, or at such other principal address or mailing address as may be subsequently designated by the Board.

ARTICLE III
Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Act for the creation and administration of the Condominium and such purposes as are authorized by the Condominium Documents, including, without limitation, to provide for maintenance, preservation, and operation of the Condominium and to engage in such other lawful activities as may be to the mutual benefit of the Unit Owners and the Condominium Property.

ARTICLE IV
Powers

Without limitation, the powers of the Association will include and be governed by the following provisions:

4.1. The Association will have all of the common law and statutory powers of a Florida not for profit corporation, including, without limitation, Chapter 617, Florida Statutes, that are not in conflict with the Condominium Documents or the Act. In the event of any conflict between the provisions of Chapter 617, Florida Statutes, and the Act, the provisions of the Act shall apply.

4.2. The Association will also have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Condominium Documents, including, but not limited to, the following:

(a) To make and collect Assessments against members to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of Assessments in the exercise of its powers and duties and other expenses incident to the conduct of the business of the Association.

(c) To maintain, repair, replace, reconstruct, improve, and operate the Condominium Property and improvements thereon and to cause such exterior maintenance and repairs to be performed as may be necessary in accordance with the Declaration.

(d) To purchase insurance for the Condominium Property and insurance for the protection of the Association and its directors, officers and members.

(e) To reconstruct improvements after casualty and to further improve the Condominium Property.

(f) To make and amend reasonable regulations respecting the use of the Condominium Property.

(g) To approve or disapprove the transfer, lease, mortgaging and ownership of Units as may be provided by the Declaration.

(h) To enforce by legal means the provisions of the Act and the Condominium Documents.

(i) To contract for the management and operation of the Condominium and to delegate to management all such powers and duties of the Association except such as are specifically required by the Condominium Documents and the Act to have approval of the Board or the Unit Owners.

(j) To employ personnel to perform the services required for the proper management and operation of the Condominium.

(k) To buy, accept title, own, operate, lease, sell, trade and mortgage both real and personal property to be held for the benefit of the Association and its Unit Owners.

(l) To be identified as the Developer in the Declaration for purposes of the creation and governance of the Condominium and to take all such actions as reasonably necessary as related thereto.

(m) To have and exercise any and all powers, rights, and privileges necessary to implement, enforce, and carry into effect the powers above described.

(n) To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of purposes and powers of the Association under the Condominium Documents and the Act.

4.3. All funds, except such portions thereof as are expended for the Common Expenses of the Condominium, and the titles of all properties, will be held in trust for the Unit Owners in

accordance with their respective interests under the Condominium Documents. The Association will make no distributions of income to the Unit Owners or its directors or officers.

ARTICLE V

Members

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

5.1. The members of the Association consist of all of the record owners of Units in the Condominium and, in the event of termination of the Condominium, will consist of those Unit Owners who were members at the time of such termination, their successors and assigns. 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 Unit.

5.2. In order to be a member of the Association, the member must both (i) be a Residential Unit Owner and (ii) own a Unit in the Condominium. Only deeds or other title instruments recorded in the Official Records of the County shall be used to determine ownership of a residential unit in Paradise Villas and of a Unit in the Condominium. Each prospective member of the Association must provide to the Association (i) a copy of their recorded deed or other title instrument evidencing residential unit ownership in Paradise Villas and (ii) a copy of their recorded deed or other title instrument evidencing Unit ownership in the Condominium and, upon presentation of both deeds, shall be a member of the Association. Notwithstanding the foregoing, in the event a lender or other third party obtains title to a Unit by foreclosure or deed in lieu of foreclosure, such party may own the Unit and shall be deemed a member of the Association, but such party cannot use the Unit to moor a Vessel unless and until such party becomes a Residential Unit Owner and meets all other requirements set out in the Condominium Documents.

5.3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit.

5.4. Upon transfer or loss of ownership of either (i) the residential unit in Paradise Villas or (ii) the Unit in the Condominium, membership in the Association is automatically, immediately and fully terminated. Notwithstanding the foregoing, in the event a lender or other third party obtains title to a Unit by foreclosure or deed in lieu of foreclosure, such party shall be deemed a member of the Association until transfer or loss of ownership of the Unit.

5.5. Unit Owners will be entitled to one (1) vote for each Unit owned as a member of the Association, subject to the manner of exercising voting rights as determined by the Bylaws.

5.6. When reference is made in the Condominium Documents to a majority or specific percentage of Unit Owners, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Unit Owners (one (1) vote per Unit) and not of the Unit Owners themselves.

ARTICLE VI

Directors

6.1. The affairs of the Association shall be managed by the Board consisting of not less than three (3) directors nor more than five (5) directors, which number shall be an odd number; and in the absence of such determination, the Board will consist of three (3) directors. All directors shall be natural persons who are eighteen (18) years of age or older and members of the Association and must comply with any and all additional eligibility requirements set forth in the Act and the Condominium Documents. If a Unit is owned by an entity and not an individual, such entity may appoint an officer, director, partner, or member of the entity on its behalf to be eligible to serve on the Board, and such appointment may not be changed more than once every five (5) years for so long as the entity owns the Unit.

6.2. Directors named in these Articles shall serve until the first election of directors. Directors of the Association will 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 will be filled in the manner provided by the By-Laws of the Association.

6.3. The names and addresses of the members of the first Board who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Thomas McElroy
108 Paradise Harbour Blvd., #102
North Palm Beach, FL 33408

Weston Springer
104 Paradise Harbour Blvd., #202
North Palm Beach, FL 33408

Eric Markisen
18 Commodore Place
Palm Beach Gardens, FL 33418

ARTICLE VII

Officers

The affairs of the Association will be administered by the officers designated in the Bylaws. Said officers will be elected by the Board and will serve at the pleasure of the Board. The names and addresses of the officers who will serve until their successors are designated are as follows:

President:	Thomas McElroy	108 Paradise Harbour Blvd., #102 North Palm Beach, FL 33408
------------	----------------	--

Vice President:	Eric Markisen	18 Commodore Place Palm Beach Gardens, FL 33418
-----------------	---------------	--

Secretary/Treasurer:

Weston Springer

104 Paradise Harbour Blvd., #202
North Palm Beach, FL 33408

ARTICLE VIII **Indemnification**

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except when a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided that in the event of a settlement, the indemnification will apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX **Bylaws**

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded in the manner set out in the Bylaws; provided, however, that at no time shall Bylaws conflict with these Articles or the Declaration. Any attempt to amend contrary to this prohibition shall be of no force or effect.

ARTICLE X **Amendments**

Amendments to these Articles will be proposed and adopted in the following manner:

10.1. Prior to the expiration of one hundred twenty (120) days from the date the Declaration is recorded amongst the Official Records of the County or prior to ninety percent (90%) of the Units being conveyed to Residential Unit Owners, whichever is later, these Articles may be altered or amended by the affirmative vote of a majority of the Board for any reason whatsoever.

10.2. After the expiration of one hundred twenty (120) days from the date the Declaration is recorded amongst the Official Records of the County or after ninety percent (90%) of the Units have been conveyed to Residential Unit Owners, whichever is later, these Articles may be amended or altered in the following manner:

a. Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

b. Adoption of a proposed amendment shall be by the affirmative vote of not less than two-thirds (2/3) of the entire membership of the Association.

10.3. No amendment will make any changes in the qualifications for membership, nor the voting rights of members, without approval in writing of all voting members and the joinder of all Institutional Mortgages upon the Units. No amendment will be made that is in conflict with the terms of the Declaration or the Bylaws. Any attempt to amend contrary to this prohibition shall be of no force or effect.

10.4. A copy of each amendment shall be attached to a recordable certificate certifying that the amendment was duly adopted as an amendment of these Articles. A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the Official Records of the County. An amendment shall be effective when recorded in the Official Records of the County and filed in the Office of the Secretary of State, State of Florida.

ARTICLE XI

Term

The term of the Association will be perpetual.

ARTICLE XII

Initial Subscribers

The names and addresses of the initial subscribers of these Articles are as follows:

Thomas McElroy
108 Paradise Harbour Blvd., #102
North Palm Beach, FL 33408

Weston Springer
104 Paradise Harbour Blvd., #202
North Palm Beach, FL 33408

Eric Markisen
18 Commodore Place
Palm Beach Gardens, FL 33418

ARTICLE XIII

Registered Agent

The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles.

7

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of **PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, at the place designed in these Amended and Restated Articles of Incorporation of Paradise Villas Marina Condominium Association, Inc., the undersigned hereby accepts to act in this capacity and agree to comply with the provision of all statutes relative to keeping open said office and to the proper and complete discharge of his duties.

Dated this 20th day of September, 2018.

KAYE BENDER REMBAUM, P.L.

By: _____

Jeffrey Rembaum, Member
(Registered Agent)