

N190000006164

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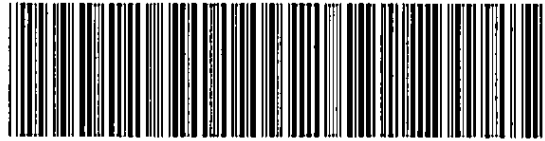
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATE REGISTRATION

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Ella Street Townhomes Owners Association Inc.

**DOCUMENT NUMBER:** N19000006164

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

Please return all correspondence concerning this matter to the following:

Stephen Badalamenti

(Name of Contact Person)

Ella Street Townhomes Owners Association Inc.

(Firm/ Company)

521 Thor Ave SE

(Address)

Palm Bay, FL 32909

(City/ State and Zip Code)

Steve@leos-concrete.com

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

For further information concerning this matter, please call:

Stephen Badalamenti

321

288-3339

(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Amended and Restated Articles of Incorporation of  
ELLA STREET TOWNHOMES OWNERS ASSOCIATION, INC.

A Corporation Not for Profit

FILED

2021 NOV 12 AM 11:08

SECRETARY OF STATE  
TALLAHASSEE, FL

Pursuant to the provisions of § 617.1006, Florida Statutes, Ella Street Townhomes Owners Association, Inc., a Florida not-for-profit corporation, hereby adopts the following Amendments to its Articles of Incorporation:

**ARTICLE I—NAME OF CORPORATION**

**UNCHANGED.** The corporation may hereinafter be referred to as "the Association."

**ARTICLE II—DEFINITIONS**

All terms that are defined in the Declaration of Covenants and Restrictions for Ella Street Townhomes (hereinafter referred to as "the Declaration") shall have the same meaning when used herein.

**ARTICLE III—REGISTERED AGENT AND ADDRESS**

**UNCHANGED.**

**ARTICLE IV—AUTHORITY AND PURPOSE**

Section 4.1. The Association shall be a not for profit corporation. No portion of any funds received by the Association shall inure to the benefit of any officer, director, or member of the Association.

Section 4.2. The purposes for which the Association is organized and the Association's powers are as follows:

(a) To operate, maintain and manage the Surface Water and Stormwater Management System in a manner consistent with the St. Johns River Water Management District requirements and applicable rules, and to enforce the Declaration which relate to the Surface Water and Stormwater Management System.

(b) To enforce the Declaration, the By-Laws of the Association, and the rules and regulations adopted from time to time by the Board of Directors.

(c) To engage in such other activities as may be to the mutual benefit of the members or to the property, including but not limited to the common area, in accordance with and as provided in the Declaration.

(d) To levy and collect annual and special assessments from the owners in an amount sufficient to pay for the Association's annual expenditures, including items not anticipated in the Association's annual budget, and to expend such assessments for the benefit of its members.

(e) To bring, defend, and settle suits on behalf of the Association.

(f) To adopt reasonable rules and regulations in accordance with and as provided in the Declaration.

(g) To enter into contracts for management and professional services, and for any other goods or services, for the mutual benefit of the members of the Association or the property.

(h) To hire independent contractors or employees or both to carry out or assist with any of the Association's legitimate activities and responsibilities as provided in the Declaration.

(i) To purchase and maintain policies of insurance, in accordance with and as provided in the Declaration, and to be the named insured party in any such policy.

(j) To foreclose claims of lien recorded against Lots in the subdivision, take title to such Lots, and, upon taking title, to sell or lease the property.

(k) To take any other action or actions as provided and in accordance with the Declaration, the By-laws, or as authorized in Chapters 617 and 720, Florida Statutes.

#### ARTICLE V—MEMBERSHIP AND VOTING RIGHTS

Section 5.1. Every person or entity that is a record owner of a fee or an undivided fee interest in any Lot in the Subdivision shall be a member of the Association.

Section 5.2. The Association shall have two classes of membership: Class A and Class B.

Class A members shall be all persons or entities owning one or more Lots. Class A members shall be entitled to one (1) vote per Lot owned.

Class B member shall be the Developer, Ella Street Townhomes, L.L.C. The Class B member shall be entitled to three (3) votes per Lot owned.

The Class B membership shall terminate at such time as the developer no longer owns any Lots in the subdivision or when the Developer turns over control of the Association to the Class A members, whichever happens first.

#### ARTICLE VI—DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) directors. The initial Board of Directors shall remain in office until the election of their successors at the first annual meeting of the Association. Thereafter, directors shall be elected by the members of the Association and shall serve for a term of two (2) years. Except for the members of the initial Board of Directors, all directors must be members of the Association.

The names and addresses of the members of the Board of Directors are as follows:

Stephen Badalamenti  
521 Thor Avenue, SE  
Palm Bay, Florida 32909

Nicholas LaMonica  
521 Thor Avenue, SE  
Palm Bay, Florida 32909

Peter Badalamenti  
521 Thor Avenue SE  
Palm Bay, Florida 32909

#### ARTICLE VII—OFFICERS

The officers of the Association shall consist of a President, a Secretary and a Treasurer. The officers of the Association shall be appointed by majority vote of the Board of Directors and shall serve at the pleasure of the board. An officer need not be a member of the board or a member of the Association. Any two offices may be held by the same person, except for the offices of President and Treasurer. The officers shall be:

Pres./Treas.: Stephen Badalamenti  
521 Thor Avenue, S.E.  
Palm Bay, Florida 32909

Secretary: Nicholas Lamonica  
521 Thor Avenue, S.E.  
Palm Bay, Florida 32909

## ARTICLE VIII—INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against any and all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon such director/officer in connection with any proceeding or any settlement of any proceeding to which such director/officer may be a party, or in which such director/officer may become involved, by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases in which the director/officer acted in bad faith, or against the interests of the Association, or is guilty of misfeasance or malfeasance in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification provided herein shall apply only when the Board of Directors approves the settlement and the reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights and remedies to which the director/officer may be entitled.

## ARTICLE IX—BY-LAWS

The Association shall adopt By-laws governing the conduct of its affairs, which may be amended as provided in the By-laws.

## ARTICLE X—AMENDMENT

These Articles may be amended by an affirmative vote of the Board of Directors at a duly noticed meeting.

Articles of Amendment adopted on: September 7, 2021.

Effective date: September 7, 2021.

These Articles of Amendment to the Articles of Incorporation for Ella Street Townhome Owners Association, Inc., were adopted by the Board of Directors of the corporation. There are no members or members entitled to vote on the amendment.

Dated: September 7, 2021.

  
Stephen Badalamenti  
Chair, Board of Directors