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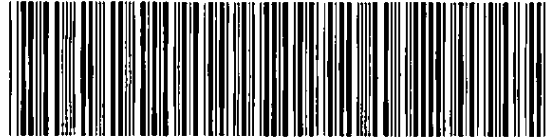
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April 30, 2024

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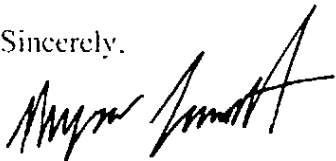
Re: Amended and Restated Articles of Incorporation of Warehouse Plaza Owner's
Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of Warehouse Plaza Owner's 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 Elizabeth P. Bonan, Esq.
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WAREHOUSE PLAZA OWNER'S ASSOCIATION, INC.**

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FLORIDA

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation submitted to the Secretary of State on April 21, 1987.

**ARTICLE I
NAME**

The name of the corporation shall be WAREHOUSE PLAZA OWNER'S ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE 2
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, as amended from time to time, for the operation of WAREHOUSE PLAZA, a Condominium, located upon lands lying and being in St. Lucie County, Florida, and more particularly described by Section 3 of the Declaration of Condominium for WAREHOUSE PLAZA, a Condominium.

2.2 The Association will make no distributions of income to its members, directors or officers.

**ARTICLE 3
POWERS**

The powers of the Association will include and be governed by the following provisions.

3.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

3.2 The Association will have all of the powers and duties set forth in the Condominium Act and those set forth in these Articles, the By-Laws and the Declaration of Condominium for the Condominium operated by the Association if not inconsistent with the Condominium Act; and it will have all of the powers and duties reasonably necessary to operate said condominium pursuant to the Declaration of Condominium, as amended from time to time, 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.
- c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.
- d. To maintain, repair, replace and operate the condominium properties.
- e. To purchase insurance for the condominium properties; and insurance for the protection of the Association and its members as condominium unit owners.
- f. To reconstruct improvements after casualty and to further improve the condominium properties.
- g. To make and amend reasonable regulations respecting the use of the condominium properties.
- h. To approve and disapprove the transfer, mortgage and ownership of condominium units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
- i. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the condominium properties.
- j. To contract with any person or entity for the operation, maintenance and repair of the condominium property. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act.
- k. To contract for the management or operation of such portions of the common elements of the condominium as are susceptible to separate management and operation, and to grant leases of those portions for this purpose.
- l. To enter into leases, as Lessee.
- m. To employ personnel to perform the services required for the proper management and operation of the condominiums.

3.3 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 members of the Association, in accordance with their respective interests under the Declaration of Condominium, and in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

3.4 The powers of the Association will be subject to and will be exercised and in accordance with the provisions of the Declaration of Condominium and the By-laws of the Association.

ARTICLE 4 MEMBERS

4.1 The members of the Association will consist of all of the record owners of the condominium units in the condominium, said condominium units being commercial units of various types; and after termination of any condominium at the time of such termination, their successors and assigns.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a condominium unit and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 his condominium unit.

4.4 The owner of each condominium unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights shall be determined by the By-laws of the Association.

ARTICLE 5 DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-laws of the Association, but not less than three directors; and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2 All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3 Directors of the Association will be elected at the annual meeting of the members in the manner determined by the By-laws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-laws of the Association.

ARTICLE 6 OFFICERS

The affairs of the Association will be administered by the officers designated in the By-laws of the Association and appointed at a meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

ARTICLE 7 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 in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement the indemnification will apply only when the Board of Directors approves such settlements and reimbursement as being for the best interests 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 8 BY-LAWS

The first By-laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said By-laws

ARTICLE 9 AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. The approval must be by the affirmative vote of a majority of the total votes of those voting in person (including written votes delivered prior to the meeting) or by proxy.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of St. Lucie County, Florida.

**ARTICLE 10
TERM**

The term of the Association shall be perpetual.

**ARTICLE 11
REGISTERED AGENT**

The Association's registered office and registered agent at the address shall be as designated by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation of Warehouse Plaza Owner's Association, Inc. were approved by at least two-thirds (2/3rds) of those voting at the meeting held on August 1, 2023, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 1st day of August, 2023.

WITNESSES AS TO PRESIDENT:

WAREHOUSE PLAZA OWNER'S
ASSOCIATION, INC.

Cynthia Lynn Price
Print Name: Cynthia Lynn Price

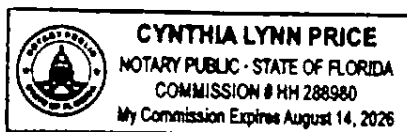
By: Rebecca Ann Duvall
Rebecca Ann Duvall, President

Margaret B Horchar
Print Name: Margaret B Horchar

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Rebecca Ann Duvall, as President of Warehouse Plaza Owner's Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on _____, 2023.

Notarial Seal



Cynthia Lynn Price
Notary Public
Print Name: Cynthia Lynn Price
My Commission Expires: Aug. 14, 2026

WITNESSES AS TO SECRETARY:

Cynthia Lynn Price
Print Name: Cynthia Lynn Price

Margaret B Horchar
Print Name: Margaret B Horchar

WAREHOUSE PLAZA OWNER'S
ASSOCIATION, INC.

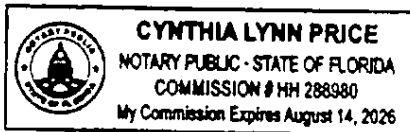
By: Debra Duvall, Secretary

CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was subscribed, sworn and acknowledged before me by means of ☒ physical presence or ☐ online notarization, by Debra Duvall, as Secretary of Warehouse Plaza Owner's Association, Inc., ☒ who is personally known to me, or ☐ who has produced _____ as identification on _____, 2023.

Notarial Seal



Cynthia Lynn Price
Notary Public
Print Name: Cynthia Lynn Price
My Commission Expires: Aug. 14, 2026