

N22000011403

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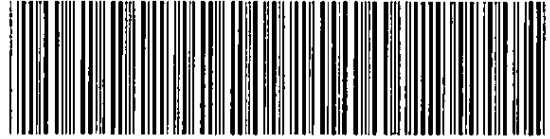
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OCEAN RESIDENCES AT SURFSIDE POA, INC.

DOCUMENT NUMBER: N22000011403

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

Please return all correspondence concerning this matter to the following:

Ramy Gali
STATE
FL

(Name of Contact Person)

OCEAN RESIDENCES AT SURFSIDE POA, INC.

(Firm/ Company)

9481 CAMP DRIVE

(Address)

LAKE WORTH, FL 33467

(City/ State and Zip Code)

surfsideland2020@gmail.com

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

For further information concerning this matter, please call:

Rich Marquis

(Name of Contact Person)

772 231-4343
at
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

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

Articles of Amendment
to
Articles of Incorporation
of

OCEAN RESIDENCES AT SURFSIDE POA, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N22000011403

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example.

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached.

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ALLIANCE

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

5/24/23

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)

Ramy Gali

(Typed or printed name of person signing)

President

(Title of person signing)

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TALLAHASSEE, FL

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF OCEAN RESIDENCES AT SURFSIDE POA, INC.

Pursuant to the provisions of §617.1007, Fla. Stat. (2022), OCEAN RESIDENCES AT SURFSIDE POA, INC., a Florida not for profit corporation (the "Association"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Association are hereby amended and restated in their entirety in the form attached hereto.
2. There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.
3. The undersigned officer of Ocean Residences at Surfside POA, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Board of Directors on March 8, 2023.

OCEAN RESIDENCES AT SURFSIDE POA, INC.

Ramy Gali

Ramy Gali (Apr 19, 2023 11:11 EDT)

Ramy Gali, President

Dated: Apr 19, 2023

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCEAN RESIDENCES AT SURFSIDE POA, INC.
(A Florida Not For Profit Corporation)**

We, the undersigned, being the President and Secretary of OCEAN RESIDENCES AT SURFSIDE POA, INC., a Florida not for profit corporation ("Association"), in accordance with its Articles of Incorporation and Bylaws do hereby certify:

1. The Association was originally incorporated on October 5, 2022, under Document Number N22000011403, pursuant to Chapter 617 of the laws of the State of Florida.
2. The original Articles of Incorporation of the Association ("Original Articles") are hereby duly amended and restated in their entirety in accordance with the provisions of Section 617.1007(1), Florida Statutes and Article IX of the Original Articles by the Board of Directors of the Association and no Members are entitled to vote thereon.
3. These Amended and Restated Articles of Incorporation have been duly executed by the President and Secretary of the Association on the dates hereinafter set forth on the execution page.
4. As so adopted, these Amended and Restated Articles of Incorporation replace the Original Articles in their entirety and are substituted therefor.

**ARTICLE I
DEFINITIONS**

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings, or if defined below as defined in the Declaration:

1. "Articles" means these Amended and Restated Articles of Incorporation and any amendments hereto.
2. "Assessments" means the assessments for which all Owners are obligated to the Association and includes "Individual Home Assessments" and "Special Assessments (as such terms are defined in the Declaration) and any and all other assessments which are levied by the Association in accordance with the Governing Documents.
3. "Association" means Ocean Residences at Surfside POA, Inc., a Florida not for profit corporation. The Association is not a condominium association and is not intended to be governed by Chapter 718, the Condominium Act, Florida Statutes.
4. "Board" means the Board of Directors of the Association.
5. "Bylaws" means the Bylaws of the Association and any amendments thereto.

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6. "City" means the City of Fort Pierce, Florida.
7. "Common Area" or "Common Property" means the property more particularly described in Article I of the Declaration.
8. "County" means Saint Lucie County, Florida.
9. "Declarant" means Surfside Land LLC, a Florida limited liability company, and any successor or assign thereof to which Surfside Land LLC specifically assigns all or part of the rights of Declarant under the Declaration by an express written assignment, whether recorded in the Public Records of the County or not. The written assignment may give notice as to which rights of Declarant are to be exercised and as to which portion of the Property. In any event, any subsequent declarant shall not be liable for any default or obligations incurred by any prior declarant, except as may be expressly assumed by the subsequent declarant.
10. "Declaration" means the Declaration of Covenants, Conditions, Restrictions and Easements for Ocean Residences at Surfside, which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.
11. "Director" means a member of the Board.
12. "Governing Documents" means in the aggregate the Declaration, the Articles and the Bylaws, the Plat, and any additional plat, any rules and regulations of the Association which may be promulgated, and all of the instruments and documents referred to therein.
13. "Home" means an attached residential dwelling unit constructed within Ocean Residences at Surfside, which is designed and intended for use and occupancy as a single-family residence.
14. "Lot" means any parcel of land within Ocean Residences at Surfside as shown on the Plat or any additional plat upon which a Home is permitted to be constructed, together with the Improvements thereon. Upon completion of construction of a Home on a Lot such Lot and the Improvements thereon are sometimes collectively referred to as a Lot in the Declaration and the Governing Documents.
15. "Member" means the Owner of a Lot in Ocean Residences at Surfside.
16. "Ocean Residences at Surfside" means that planned residential development located in the City and County which encompasses the Property. Ocean Residences at Surfside is presently intended to comprise Four (4) Homes and Common Property, but subject to change in accordance with the Declaration.
17. "Owner" means the record owner, whether one (1) or more persons or entities, of the fee simple title to any Lot or Home within Ocean Residences at Surfside, and includes Declarant for as long as Declarant owns fee simple title to a Lot or Home, but excluding therefrom those having such interest as security for the performance of an obligation.

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18. "Plat" means the plat of OCEAN RESIDENCES AT SURFSIDE, according to the plat thereof recorded or to be recorded in the Public Records of Saint Lucie County, Florida. In the event an additional plat is recorded in the Public Records of the County with respect to the Additional Property made subject to the Declaration pursuant to a Supplemental Declaration, then the term "Plat" as used herein shall also mean the additional plat. Not all of the property shown on the Plat is subject to the Declaration.

Unless otherwise defined herein, the terms defined in the Declaration are incorporated herein by reference and shall appear in initial capital letters each time such term appears in these Articles.

ARTICLE II

NAME

The name of this corporation shall be OCEAN RESIDENCES AT SURFSIDE POA, INC., a Florida not for profit corporation, whose principal address and mailing address is c/o Surfside Land LLC, 9481 Campi Drive, Lake Worth, FL 33467.

ARTICLE III

PURPOSES

The purpose for which the Association is organized is to take title to administer, operate, maintain finance, repair, replace, manage and lease the Common Area in accordance with the terms of, and purposes set forth in, the Governing Documents and to carry out the covenants and enforce the provisions of the Governing Documents.

ARTICLE IV

POWERS

The Association shall have the following powers and shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the Governing Documents. All of the provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

1. To perform any act required or contemplated by it under the Governing Documents.

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2. To make, establish, amend, abolish (in whole or in part) and enforce reasonable rules and regulations governing the use of the Property.

3. To make, levy and collect Assessments for the purpose of obtaining funds from its Members to pay Operating Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association. The foregoing shall include the power to levy and collect adequate Assessments for the costs of insurance maintenance, repair and operation for Common Property and the drainage system, including but not limited to, costs associated with maintenance, repair and operation of retention areas, drainage structures and drainage easements.

4. To enforce by legal means the obligations of the Members and the provisions of the Governing Documents.

5. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Property and to delegate to such professional manager certain powers and duties of the Association.

6. To enter into the Declaration and any amendments thereto and instruments referred to therein.

7. 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 things listed above or to carry out the Association mandate to keep and maintain Ocean Residences at Surfside in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of life at Ocean Residences at Surfside.

8. To borrow money and to obtain such financing as is necessary to maintain, repair and replace the Property in accordance with the Declaration and, as security for any such loan, to collaterally assign the Association's right to collect and enforce Assessments levied for the purpose of repaying any such loan.

9. To exercise and enforce architectural control, maintenance and use restrictions in accordance with the Declaration.

10. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the District Permit, as such District Permit may be amended, modified or reissued from time to time, and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

11. Notwithstanding anything contained herein to the contrary, in order to prevent the Board from incurring expenses not contemplated by the Governing Documents, for which the Owners will be responsible, the Association shall be required to obtain the approval of

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three-fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

- (a) the collection of Assessments;
- (b) the collection of other charges which Owners are obligated to pay pursuant to the Governing Documents;
- (c) the enforcement of any applicable use and occupancy restrictions contained in the Governing Documents;
- (d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members); or
- (e) filing a compulsory counterclaim.

ARTICLE V **MEMBERS AND VOTING**

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

A. Until such time as the first deed of conveyance of a Home from Declarant to an Owner is recorded amongst the Public Records of the County ("First Conveyance"), the membership of the Association shall be comprised solely of Declarant. Until the First Conveyance, Declarant shall be entitled to cast the one (1) and only vote on all matters requiring a vote of the membership.

B. Upon the First Conveyance, Declarant shall be a Member as to each of the remaining Lots until each such Lot is conveyed to another Owner, with the exception that the Declarant shall be entitled to vote five (5) votes for each Lot owned until the Turnover Date. After the Turnover Date, each and every Owner, including Declarant as to Lots owned by Declarant, shall be a Member and exercise all of the rights and privileges of a Member with one (1) vote for each Lot owned, with the exception of the Owner of either of the two (2) exterior Lots, which Owner is entitled to five (5) votes for each such Lot owned.

C. Membership in the Association for Owners other than Declarant shall be established by the acquisition of ownership of fee simple title to a Lot as evidenced by the recording of an instrument or conveyance amongst the Public Records of the County.

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D. No Member may assign, hypothecate or transfer in any manner their membership in the Association except as an appurtenance to their Lot.

E. Any Member who conveys or loses title to a Lot by gift, sale, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member resulting from ownership of such Lot.

F. There shall be only one (1) vote for each Lot. If there is more than one (1) Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one (1) person, such Members collectively shall be entitled to only one (1) vote. The vote of the Owners of a Lot owned by more than one (1) natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Representative"), and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Lot shall not be considered for a quorum or for any other purpose.

Notwithstanding the foregoing provisions, whenever any Lot is owned by a married couple they may, but shall not be required to, designate a Voting Representative. In the event a certificate designating a Voting Representative is not filed by the married couple, the following provisions shall govern their right to vote:

1. When both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.

2. When only one (1) spouse is present at a meeting, the person present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.

3. When neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Lot vote, when voting by Proxy is allowed, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Proxy by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.

G. A quorum shall consist of persons entitled to cast at least fifty percent (50%) of the total number of votes of the Members.

ARTICLE VI TERM

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The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association by unanimous vote of the Owners (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE VII **INCORPORATOR**

The name and address of the Incorporator of the Articles is: Ramy Gali, 9481 Campi Drive, Lake Worth, FL 33467.

ARTICLE VIII **OFFICERS**

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer, and additional Assistant Vice President(s), as needed.

The Board shall elect the President, Vice President, Secretary and Treasurer, and as many additional Assistant Vice Presidents, as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two (2) or more offices, the duties of which are not incompatible; however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE IX **FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Ramy Gali
Vice President/Treasurer	Daniel Keeskes
Secretary	Cigdem Gali

ARTICLE X **BOARD OF DIRECTORS**

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STATE OF FLORIDA
CLERK OF DISTRICT COURT
STATE OF FLORIDA

A. The number of Directors on the first Board of Directors of the Association ("First Board") and the "Initial Elected Board" (as hereinafter defined) shall be three (3). The number of Directors elected by the Members subsequent to the "Declarant's Resignation Event" (as hereinafter defined) shall be not less than three (3) nor more than five (5), as the Board shall from time to time determine prior to each meeting at which Directors are to be elected. Except for Declarant-appointed Directors, Directors need not be Members or the parents, children or spouses or officers or directors of Members. There shall be only one (1) vote for each Director.

B. The names and addresses of the persons who are to serve as Directors on the First Board are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Ramy Gali	9481 Campi Drive, Lake Worth, FL 33467
Daniel Kecskes	9481 Campi Drive, Lake Worth, FL 33467
Cigdem Gali	9481 Campi Drive, Lake Worth, FL 33467

Declarant reserves the right to replace and/or designate and elect successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

C. Declarant intends that Ocean Residences at Surfside will contain Four (4) Lots with Homes constructed thereon (collectively, "Total Developed Lots"). Notwithstanding the foregoing, however, Declarant has reserved the right in the Declaration to modify the plan of development for Ocean Residences at Surfside and the right to, among other things, modify the site plan and the right to change the recreational facilities, amenities, Home product types and the number of Homes to be constructed within Ocean Residences at Surfside, and/or the right to add land or withdraw land from Ocean Residences at Surfside, all in its sole and absolute discretion.

D. Upon the Turnover Date, the Members other than Declarant ("Purchaser Members") shall be entitled to elect not less than a majority of the Board. The election of not less than a majority of the Board by the Purchaser Members shall occur at a special meeting of the membership to be called by the Board for such purpose ("Initial Election Meeting"). The First Board shall serve until the Initial Election Meeting.

E. The Initial Election Meeting shall be called by the Association, through the Board, within sixty (60) days after the Purchaser Members are entitled to elect a majority of Directors as provided in Paragraph D hereof. A notice of meeting shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least fourteen (14) days' prior notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Purchaser Members and the remaining number of Directors designated by Declarant.

F. At the Initial Election Meeting, Purchaser Members, who shall include all Members other than Declarant, the number of which may change from time to time, shall elect two (2) of the Directors, and Declarant, until the Declarant's Resignation Event, shall be entitled to (but not obligated to) designate one (1) Director (same constituting "Initial Election Board"). Declarant

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reserves and shall have the right, until the Declarant's Resignation Event, to name the successor, if any, to any Director it has so designated.

G. The Board shall continue to be so designated and elected, as described in Paragraph F, above, at each subsequent "Annual Members' Meeting" (as defined in the Bylaws), until the Annual Members' Meeting following the Declarant's Resignation Event or until a Member-elected Director is removed in the manner herein provided.

A Director (other than a Declarant-appointed Director) may be removed from office upon the affirmative vote or the agreement in writing of a majority of the voting interests for any reason deemed to be in the best interests of the Members. A meeting of the Members to so remove a Director (other than a Declarant-appointed Director) shall be held upon the written request of fifty percent (50%) of the Members. Any such recall shall be effected and a recall election shall be held, if applicable, as provided in the HOA Act.

H. At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Members for a one (1) year term.

ARTICLE XI **INDEMNIFICATION**

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post judgment proceedings, reasonably incurred by or imposed upon them in connection with any negotiation, proceeding, arbitration, litigation or settlement in which they become involved by reason of their being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a Director or officer admits that they are or are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, the indemnification provisions in this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute of common law.

ARTICLE XII **BYLAWS**

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

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SECRETARY'S OFFICE

**ARTICLE XIII
AMENDMENTS**

A. These Articles may be amended solely the written consent by majority vote of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

B. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE XIV

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the Association is Gregg M. Casalino, Collins Brown Barkett, Chartered, 756 Beachland Boulevard, Vero Beach, FL 32963.

The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by Unanimous Written Consent of the Board of even date herewith.

By: Ramy Gali
Ramy Gali (Mar 8, 2023 12:13 EST)
Ramy Gali, President

Attest: Cigdem Gali
Cigdem Gali (Mar 8, 2023 12:24 EST)
Cigdem Gali, Secretary

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XIV of these Amended and Restated Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not-For Profit Corporation Act.

By: Gregg M. Casalino
Gregg M. Casalino

Dated: 3/8/23

SECRETARY OF STATE
TALLAHASSEE, FL

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