

N22371

(Requestor's Name)

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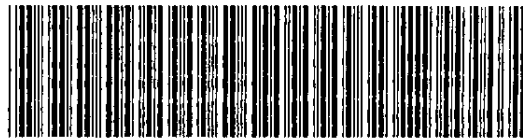
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Amend
[Signature]
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 APR 26 PM 12:35

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 29, 2011

BECKER & POLIAKOFF
C/O KENNETH S. DIREKTOR
625 N. FLAGLER DRIVE 7TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: SOUTH RIVER VILLAGE FOUR CONDOMINIUM ASSOCIATION,
INC.
Ref. Number: N22371

We have received your document for SOUTH RIVER VILLAGE FOUR CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 811A00007630



Bank of America Centre
625 N. Flagler Drive, 7th Floor
West Palm Beach, Florida 33401
Phone: (561) 655-5444 Fax: (561) 832-8987

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-987-7550

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

April 21, 2011

Reply To:
West Palm Beach
Kenneth S. Direktor, Esq.
Direct dial: (561) 820-2880
KDirektor@becker-poliakoff.com

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: Sylvia Gilbert, Regulatory Specialist II

RE: South River Village Four Condominium Association, Inc.

Dear Ms. Gilbert:

Pursuant to our telephone conversation, I am returning herein the Articles of Amendment to the Articles of Incorporation of South River Village Four Condominium Association, Inc. to be filed. As we discussed, the registered agent is not being changed and, therefore, no acceptance must be signed.

Please file the enclosed and return to our office as soon as possible. If you have any questions, please do not hesitate to contact our office.

Very truly yours,


Eileen Durrance
Legal Assistant

/ebd
Enclosures

ACTIVE: 3346704_1

- FLORIDA OFFICES
- BOCA RATON
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SOUTH RIVER VILLAGE FOUR CONDOMINIUM ASSOCIATION, INC.
P.L.L.C.

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOUTH RIVER VILLAGE FOUR CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **South River Village Four Condominium Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article 8 thereof, by the membership at a duly called and noticed meeting of the members held January 24, 2011. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
SOUTH RIVER VILLAGE FOUR CONDOMINIUM ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

The undersigned by these Articles associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME AND DEFINITIONS**

The name of the corporation shall be SOUTH RIVER VILLAGE FOUR CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the By-Laws of the Association as By-Laws.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes §718.111 for the operation of SOUTH RIVER VILLAGE FOUR CONDOMINIUM, located upon the following lands in Martin County, Florida:

SOUTH RIVER VILLAGE FOUR CONDOMINIUM

The part of Lots 6 and 7 of the Commissioners Subdivision of the Miles or Hanson Grant as recorded in Plat Book 1, Page 11, Palm Beach (now Martin) County, Florida, Public Records, more particularly described as

follows:

From the southwesterly corner of said Lot 6, proceed North 23°22'50" West along the line between said Lots 6 and 7 for a distance of 2809.45 feet to the Point of Beginning for the following described parcel:

Thence continue North 66°37'10" East along a line parallel to the South line of said Lot 6 for a distance of 880.77 feet; thence run North 23°22'50" West for a distance of 135.00 feet; thence run North 55°52'50" West for a distance of 118.57 feet; thence run South 66°37'10" West for a distance of 360.90 feet; thence run North 81°22'50" West for a distance of 205.69 feet; thence run South 66°37'10" West for a distance of 304.68 feet; thence run South 50°07'10" West for a distance of 95.88 feet; thence run South 33°37'10" West for a distance of 173.11 feet; thence run South 6°37'10" West for a distance of 117.91 feet; thence run South 66°37'10" West for a distance of 30.00 feet; thence run South 23°22'50" East for a distance of 51.96 feet; thence run South 6°37'10" West for a distance of 79.00 feet; thence run North 66°37'10" East along a line parallel to the South line of said Lot 6 for a distance of 388.53 feet to the Point of Beginning.

This parcel contains 7.725 acres, more or less.

ARTICLE III POWERS

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

3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium and to assess reasonable late charges against unit owners delinquent in the payment of assessments and maintenance payments.

b. To use the proceeds of assessments and charges 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 property and property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the condominium property for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; ~~provided, however, that all these regulations and their amendments shall be approved by not less than sixty (60%) percent of the votes of the entire membership of the Association before they shall become effective.~~

h. To approve or disapprove the leasing of units as may be provided by the Declaration of Condominium and the By-Laws.

i. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the By-Laws of the Association for the use of the property in the condominium.

j. To contract with any person, firm or entity for the operation, maintenance or repair of the condominium property; provided however, that any such contract shall not be in conflict with the powers and duties of the Association or the rights of the unit owners as provided in the Florida Condominium Act and the Declaration of Condominium of SOUTH RIVER VILLAGE FOUR CONDOMINIUM.

k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

l. To employ personnel to perform the services required for proper operation of the condominiums.

3.3 Purchase of Units. The Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount

secured by its lien (including fees and costs). This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 Condominium Property. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.5 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV MEMBERS

4.1 Membership. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. The change of membership in the Association shall be established by the recording in the Public Records of Martin County, Florida, of a deed or other instrument transferring ownership of the unit.

4.3 Assignment. 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 for which that share is held.

4.4 Voting. A member of the Association shall be entitled to one vote for each unit owned by him. In the event that more than one person owns a particular unit, the owners thereof shall be entitled to cast one singular vote appurtenant to said unit.

ARTICLE V DIRECTORS

5.1 Number and Qualification. The affairs of the Association shall be managed by a board consisting of ~~the number of directors determined by the By-Laws, but not less than three directors, and in the absence of that determination shall consist of three~~ five (5) directors.

5.2 Duties and Powers. 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 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

~~5.4 Election of Directors. The election of directors shall be pursuant to Florida Statutes §718.301. When unit owners other than the Developer own fifteen (15%) percent or more of the proposed 126 units (or 10 units), the unit owners other than Developer shall be entitled to elect no less than one-third (1/3) of the Directors. The election of a majority of Directors of the Association by members of the Association other than the Developer of the condominium shall not be held until three months after the Developer has closed the sales of 114 units or ninety (90%) percent of the units, or until the Developer elects to terminate its control of the condominium, or until after December 1, 1989, or until the Developer elects to terminate its control of the Directorship of the Association, whichever comes first.~~

~~5.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

~~Waldemar Schickendanz
49 Rio Vista Drive
Jensen Beach, FL 33457~~

~~Gail Schickendanz
49 Rio Vista Drive
Jensen Beach, FL 33457~~

~~Gerhard H. Schickedanz
5520 Boynton Beach Boulevard West
Boynton Beach, Florida 33435~~

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. ~~The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

President: Waldemar Schickendanz
49 Rio Vista Drive
Jensen Beach, Florida 33457

Vice President/
Treasurer: Gerhard H. Schickendanz
5520 Boynton Beach Blvd. West
Boynton Beach, Florida 33435

Secretary: Gail Schickendanz
49 Rio Vista Drive
Jensen Beach, FL 33457

ARTICLE VII INDEMNIFICATION

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall 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 the 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 or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE VIII BY-LAWS

~~The first By-Laws of the Association shall be adopted by the Board of Directors, executed by the Secretary, and approved by the President. The By-Laws may be altered, amended or rescinded by the vote of sixty (60%) percent of the total members of the Association at a regular or special meeting provided notice of the proposed change, amendment or rescission (and proposed replacement By-Laws) are included in the notice of any meeting at which the proposed vote is to be taken.~~

ARTICLE ~~IX~~ VIII
AMENDMENTS

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

9 ~~8~~.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9 ~~8~~.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by thirty (30%) percent of 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 the approval is delivered to the secretary at or prior to the meeting.~~ The approvals must be by ~~not less than sixty (60%) percent~~ a majority of the votes of the entire membership of the Association at an annual meeting or special meeting or by written agreement in lieu of a meeting.

9 ~~8~~.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in Sections 3.3 to 3.6 of Article III, entitled "Powers," without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9 ~~8~~.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Martin County, Florida.

ARTICLE ~~X~~ IX
TERM

The term of the Association shall be perpetual.

ARTICLE ~~XI~~ X
SUBSCRIBERS

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

Waldemar Schickedanz
49 Rio Vista Drive
Jensen Beach, Florida 33457

Gail Schickedanz
49 Rio Vista Drive
Jensen Beach, Florida 33457

Gerhard H. Schickendanz
5520 Boynton Beach Boulevard West
Boynton Beach, Florida 33435

ARTICLE XII XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 49 Rio Vista Drive, Jensen Beach, Florida 33457, and the name of the initial registered agent of this corporation at that address is Waldemar Schickedanz.

* * * * *

WITNESS my signature hereto this 24th day of February, 2011, at Stuart, Martin County, Florida.

Paul J. Korbal
Witness

BY: Nancy Stefanelli (SEAL)
President

Joseph A. Pineda
Witness

ATTEST: Marcella Bertolozzi (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF MARTIN :

The foregoing instrument was acknowledged before me this 24th day of February, 2011, by NANCY J. STEFANELLI and MARCELLA BERTOLOZZI, as PRESIDENT and SECRETARY, respectively, of South River Village Four Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced identification and did take an oath.

If no type of identification is indicated, the above-named persons are personally known to me.

Sherry J. Sanderson (Signature)
SHERRY J. SANDERSON (Print Name)
Notary Public, State of Florida at Large

ACTIVE: 3244697_1

