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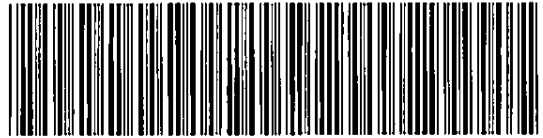
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2023

BECKER & POLIAKOFF
121 ALHAMBRA PLAZA 10TH FL
CORAL GABLES, FL 33134 US

SUBJECT: KEY COLONY BEACH CLUB CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W23000032340

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

The address principle and mailing address must be included in the articles of organization not just on the cover letter for the filing.,

If you have any further questions concerning your document, please call (850) 245-6052.

KAIN COSTELLO
Regulatory Specialist II
New Filing Section

Letter Number: 823A00005523

David H. Rogel
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: 305.260.1015 Fax: 305.442.2232
drogel@beckerlawyers.com

Becker

Becker & Poliakoff
121 Alhambra Plaza
10th Floor
Coral Gables, FL 33134

March 21, 2023

Via FedEx: 3960 4156 1640

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

Re: Articles of Incorporation - Key Colony Beach Club Condominium Association, Inc.
Ref. Number: W23000032340

Dear Sir/Madam:

Pursuant to your correspondence dated March 9, 2023 (copy attached), enclosed please find the original and one copy of the corrected Articles of Incorporation for filing.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



David H. Rogel
For the Firm

DHR/lh
Enclosures

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COUNTY OF DADE

**ARTICLES OF INCORPORATION
OF
KEY COLONY BEACH CLUB CONDOMINIUM ASSOCIATION, INC.**

These are the Articles of Incorporation of Key Colony Beach Club Condominium Association, Inc., pursuant to Chapter 617, Florida Statutes.

1. NAME. The name of the corporation is KEY COLONY BEACH CLUB CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation is referred to in this instrument as the "Association," the Declaration of Condominium of Key Colony Beach Club as the "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Monroe County, Florida, and known as Key Colony Beach Club, a Condominium (the "Condominium").

3. DEFINITIONS. The terms used in these Articles have the same definitions and meaning as those set forth in the Declaration and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association include the following:

4.1 General. The Association has 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 provisions of the Declaration and these Articles or of the Act.

4.2 Enumeration. The Association has all the powers set forth in the Act except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers reasonably necessary to operate the Condominium including, but not limited to, the following:

4.2.1 To make and collect Assessments (including Special Assessments) and other Charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, license, and trade both real and personal property and to grant easements and licenses as to same as may be necessary or convenient in the administration of the Association and the operation of the Condominium.

4.2.3 To maintain, repair, replace, reconstruct, add to, improve, and operate the Condominium Property and other property acquired or leased by the Association.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee members, and Members as Unit Owners.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

4.2.8 To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific, non-delegable approval of the Board or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominium.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, Special Assessments, income or rights.

5. MEMBERS. The Members of the Association consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium shall consist of those who were Members at the time of the termination and their successors and assigns. If transfer of a Unit has occurred without approval of the Association, and if in contravention of the provisions of the Declaration, the Association need not recognize a record Owner as the "Member," unless the Association chooses to ratify or waive its objection to the transfer of title.

5.1 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, pledged or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership is entitled to vote, there is only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one (1) Unit is entitled to one (1) vote for each Unit owned.

5.3 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

6. TERM OF EXISTENCE. The Association has perpetual existence.

7. SUBSCRIBERS. The names of the subscribers, and their addresses are:

(Articles of Incorporation)
Page 2 of 6

LAW OFFICES
BECKER & POLIAKOFF, P.A.
121 ALHAMBRA PLAZA, 10TH FLOOR, CORAL GABLES, FL 33134
TELEPHONE (305) 262-4433

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Mark Fine	501 East Ocean Drive Key Colony Beach, Florida, 33051
Mike Olszewski	501 East Ocean Drive Key Colony Beach, Florida, 33051
Bob Kenney	501 East Ocean Drive Key Colony Beach, Florida, 33051
Tina Martineau	501 East Ocean Drive Key Colony Beach, Florida, 33051

8. BOARD OF DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall always consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by or under the direction of the Board, as provided in the Bylaws, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. The following persons shall constitute the initial Board of Directors and they shall hold office until their successors are elected or appointed in accordance with the By-Laws:

Mark Fine	501 East Ocean Drive Key Colony Beach, Florida, 33051
Mike Olszewski	501 East Ocean Drive Key Colony Beach, Florida, 33051
Bob Kenney	501 East Ocean Drive Key Colony Beach, Florida, 33051
Tina Martineau	501 East Ocean Drive Key Colony Beach, Florida, 33051
Rich Milovich	501 East Ocean Drive Key Colony Beach, Florida, 33051

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9. **OFFICERS.** The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The initial Officers of the Association shall be:

Mark Fine, President	501 East Ocean Drive Key Colony Beach, Florida, 33051
Mike Olszewski, Vice President	501 East Ocean Drive Key Colony Beach, Florida, 33051
Bob Kenney, Treasurer	501 East Ocean Drive Key Colony Beach, Florida, 33051
Tina Martineau, Secretary	501 East Ocean Drive Key Colony Beach, Florida, 33051

10. **BYLAWS.** The Bylaws of the corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

11. **AMENDMENTS.** These Articles may be amended in the following manner:

11.1 **Proposal of Amendments.** An amendment may be proposed by the President of the Association, the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

11.2 **Adoption of Amendments.** A proposed amendment may be adopted by a vote of at least two-thirds (2/3) of the Voting Interests of the Association present (in person, by proxy or electronically) and voting at a duly noticed meeting at which a quorum has been attained, or by the written agreement of at least a majority of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, conflicts between the Condominium Documents may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote as may any amendment necessary to comply with the requirements of any governmental entity.

11.3 **Effective Date.** An amendment when adopted shall become effective after being recorded in the Monroe County Public Records according to law and filed with the Secretary of State according to law.

11.4 **Automatic Amendment.** These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration. Whenever the Act, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements without the need to change these Articles. The Board, without a vote of the

(Articles of Incorporation)
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Members, may also adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and the Act, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

12. INDEMNIFICATION.

12.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, or Committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board approves such settlement as being in the best interest of the Association.

12.2 Defense. To the extent that a Director, Officer, or Committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 12.1, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

12.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this Article 12. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred prior to the final disposition of the subject action.

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12.4 Miscellaneous. The indemnification provided by this Article 12 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee member and shall inure to the benefit of the heirs and personal representatives of such person.

12.5 Insurance. The Association has the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the duty to indemnify him or her against such liability under the provisions of this Article.

13. INITIAL MAILING ADDRESS AND PRINCIPAL ADDRESS. Until changed by the Association, the initial Mailing Address is P.O. Box 510169, Key Colony Beach, FL 33051-0169. Until changed by the Association, the initial Principal Address is 501 East Ocean Drive, Key Colony Beach, FL 33051.

14. REGISTERED AGENT/OFFICE. The street address of the initial registered office is 121 Alhambra Plaza, 10th Floor, Coral Gables, Florida 33134 and the name of the initial registered agent is David H. Rogel. The Board may, from time to time, change the designation of the registered office and the registered agent, in the manner provided by law.

15. INCORPORATOR. Mark Fine, as President of Key Colony Beach Club, Inc., a Delaware Corporation, is the Incorporator, whose street address is 501 E. Ocean Drive, Key Colony Beach, Florida 33051.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

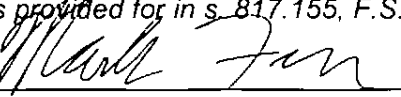


Required Signature of Registered Agent

03/21/23

Date

I submit this document and affirm that the facts stated herein are true, I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.



Required Signature of Incorporator

03/17/23

Date

(Articles of Incorporation)
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