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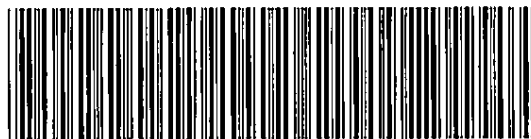
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SECRETARY OF STATE
TALLAHASSEE, FL

Amended & Restated

MAY 23 2023

D CUSHING

FIELDS & BACHOVE, PLLC

4440 PGA BOULEVARD, SUITE 308
PALM BEACH GARDENS, FL 33410
PHONE: (561) 625-1200
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evan@fbhoalaw.com

February 22, 2023

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

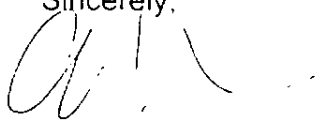
Re: Keystone Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Amendment to Articles of Incorporation for the above referenced Florida corporation. Also enclosed is our check in the amount of \$35.00 for the filing fee. Please file the original and return a stamped copy with your confirmation letter in the enclosed return envelope.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



EVAN R. BACHOVE

ERB:hs (enclosures)

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
KEYSTONE CONDOMINIUM ASSOCIATION, INC.
(Document Number N24050)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL

WHEREAS, the Articles of Incorporation of Keystone Condominium Association, Inc. were recorded at Official Records Book 5893, Page 2034, of the Public Records of Palm Beach County, Florida and were subsequently amended (referred to herein as the "Articles"); and

WHEREAS, the Articles provide for amendments, as set forth herein; and

NOW THEREFORE, the Articles are hereby amended as follows:

1. It is hereby certified that the attached Amended and Restated Articles of Incorporation of Keystone Condominium Association, Inc. were approved by a majority of the Board of Directors and a majority of the Voting Members of all Units, at a duly noticed membership meeting on the 1st day of February, 2023, at which a quorum was obtained, pursuant to Article XII, Section 2 of the Articles of Incorporation.

2. The Amended and Restated Articles of Incorporation of Keystone Condominium Association, Inc. are hereby filed and shall replace and supersede the prior version of the Articles. Said Amended and Restated Articles of Incorporation of Keystone Condominium Association, Inc. shall run with the real property subject to the Declaration of Condominium of Keystone Condominium and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit and burden of each owner and occupant thereof, subject to any amendments recorded hereafter.

[The remainder of this page intentionally left blank
Signatures and notarizations appear on following pages]

KEYSTONE CONDOMINIUM
ASSOCIATION, INC., a Florida not-for-profit
corporation

Maureen Oggeri
Witness Signature

By: Frank LaPlaca
Frank LaPlaca, President

Maureen Oggeri
Printed Name

Kathleen T. LaPlaca
Witness Signature

Kathleen T. LaPlaca
Printed Name

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 13th day of February, 2023, by **FRANK LAPLACA**, as President of Keystone Condominium Association, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. **FRANK LAPLACA** is ☒ personally known to me or ☐ has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

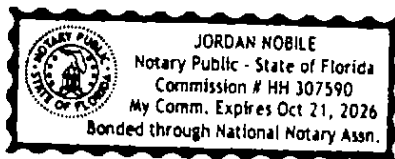
Physical Presence: x

OR

Online Notarization: _____

Jordan Nobile
Notary Public
Printed Name Jordan Nobile
State of Florida

My Commission Expires:



KEYSTONE CONDOMINIUM
ASSOCIATION, INC., a Florida not-for-profit
corporation

Kathleen T. LaPlaca
Witness Signature

Kathleen T. LaPlaca
Printed Name

Maureen Oggeri
Witness Signature

Maureen Oggeri
Printed Name

Attest: Michael Oggeri
Michael Oggeri, Secretary

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 13th day of February, 2023, by **MICHAEL OGGERI**, as Secretary of Keystone Condominium Association, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. **MICHAEL OGGERI** is [☒] personally known to me or [☐] has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

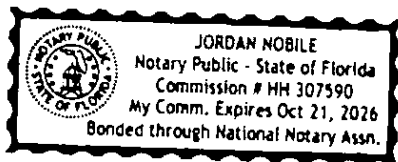
Physical Presence: x

OR

Online Notarization: _____

Jordan Mobile
Notary Public
Printed Name Jordan Mobile
State of Florida

My Commission Expires:



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KEYSTONE CONDOMINIUM ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

(Note: This document is a substantial rewording of the Original Articles of Incorporation. See the Original Articles of Incorporation for the prior text).

The undersigned incorporators by these articles associate themselves for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, and adopt the following articles of incorporation:

**ARTICLE I.
NAME**

The name of this corporation is KEYSTONE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles" and the bylaws of the association as the "bylaws".

**ARTICLE II.
TERM OF EXISTENCE**

This association shall have perpetual existence.

**ARTICLE III.
PURPOSE**

This association is organized for the purpose of providing an entity under Chapter 718, Florida Statutes (the "Condominium Act" or "Act"), as same may be amended from time to time, for the operation of a condominium located at Indian Creek, Jupiter, Palm Beach County, Florida, and known as Keystone Condominium, a Condominium and to be a member of the INDIAN CREEK COMMUNITY HOMEOWNER'S ASSOCIATION, INC. ("ICCHA"), whose Articles of Incorporation are recorded in Official Records Book 3711, Page 1010 and Bylaws are recorded in Official Records Book 3711, Page 1021 of the Public Records of Palm Beach County, Florida. Upon recordation of these articles the association shall become a member of the ICCHA.

**ARTICLE IV.
POWERS**

The association shall have the power:

1. To operate, manage, and administer a condominium consisting of one or more buildings and other facilities for the use and benefit of the individual owners of the Condominium Units as the agent of the Unit Owners.

2. To carry out all of the powers and duties vested in it pursuant to the Declaration of Condominium, the Bylaws, these Articles, and the Rules and Regulations, respectively, of the Condominium.

3. To enter into management contracts with responsible companies for the operation, management, and administration of the Condominium Property, to the extent allowed by law.

4. The association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 718, Florida Statutes, as same may be amended from time to time and Chapters 607 and 617, Florida Statutes, as applicable and as amended from time to time, if not inconsistent with Chapter 718, and to do any and all of the things necessary to carry out its operations as a natural person might or could do.

5. No part of the net earnings of this association may inure to the benefit of any private individual within the meaning of Section 528 of the Internal Revenue Code of the United States.

6. All funds and title to all interests in property acquired by this association, and the proceeds thereof, shall be held in trust by the association for the owners of the Condominium Units in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto.

7. All of the powers of this association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Exhibits thereto which govern the use of the land to be operated, managed and administered by this association.

8. The association has a reasonable right of entry into and upon any Unit to make emergency repairs and to do other work reasonably necessary for the proper maintenance and operation of the Condominium. The association shall reimburse the owners of said Unit for damages caused by the association under this provision, unless the Unit Owner's actions necessitated the association entry hereunder.

9. The association has the right, without the approval or joinder of any or all Unit Owners, to grant, modify or move exclusive and non-exclusive licenses, easements, permits, leases, or privileges to any individual or entity, including non-unit owners, over, under, across, and/or through the Common Elements, in its own name, as deemed necessary by the Board of Directors, provided that said action(s) shall not materially and permanently interfere with the uses for which the Units, the Common or Limited Common Elements or any portion thereof is intended.

10. To operate and maintain the surface water management systems as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.

11. To establish rules and regulations for the Association.

ARTICLE V.
MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the bylaws.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and official office address of the Association shall be as listed on sunbiz.org from time to time.

ARTICLE VII.
DIRECTORS

The names and addresses of the Board of Directors shall be as listed on sunbiz.org from time to time.

OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice President, Secretary, Treasurer, and such Assistant Secretaries, Assistant Treasurers, and other officers as may be authorized by the Board of Directors. A person may hold more than one office simultaneously except that the offices of President and Secretary may not be held by the same person. The President and the Vice President shall be elected from among the members of the Board of Directors. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The names of the officers shall be as listed on sunbiz.org from time to time.

ARTICLE VIII.
INCORPORATOR

The name and address of the Incorporator of these articles is Schaaf & Johnson, Inc., 202-A Wingfoot Drive, Jupiter, Florida 33458.

ARTICLE IX.
BYLAWS

The Bylaws of the association shall be adopted by a majority vote of the Board of Directors. The Bylaws may be amended, altered or rescinded as set forth in the Bylaws. In addition, said amendment shall conform to the requirements of the Declaration of Condominium of the Condominium.

ARTICLE X.
ASSESSMENTS AND REFUNDS

All assessments paid by the owners of Condominium Units for the maintenance, administration, and operation of the Condominium shall be utilized by the association only to pay for the cost of said maintenance, administration, and operation, and for reserves relating thereto, and as otherwise provided in the Declaration of Condominium and Exhibits thereto. The association shall have no interest in any funds received by it through assessments from the Unit Owners of Condominium Units or otherwise except to the extent necessary to carry out the powers vested in it as agent for said members.

The association shall make no distribution of income to its members, directors or officers, except as salaries for services rendered and reimbursement of expenses as provided for herein and in the Bylaws. The association shall be conducted as a nonprofit corporation.

Any Common Surplus shall be held for the use and benefit of the members in proportion to the percentage of their ownership in the Common Surplus of the association as provided in the Declaration of Condominium.

Upon termination of the Condominium and dissolution or final liquidation of this association, the distribution to the members of this association of the Common Surplus in proportion to the percentages of their ownership in the Common Surplus shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XI.
INDEMNIFICATION

1. The association shall defend and indemnify any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding. This defense and indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the association), brought by or against such Director or Officer, based on an act, or acts, alleged to have been committed by such Director or Officer of the association, in his capacity as such or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, association, joint venture, trust, or other enterprise which he served at the request of the association. In any such action, the Director or Officer shall be defended and indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Director or Officer did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon pleas of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Director or Officer acted with gross negligence or willful misconduct.

2. Defense and Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors,

and administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and former Officers as well.

3. The association shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the association against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the association would have the power to defend or indemnify him against such liability under the provisions of this Article.

4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XII. **AMENDMENTS**

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

1. Upon any amendment or amendments to these Articles being proposed by at least twenty-five percent (25%) of the members, or at least a majority of the directors, such proposed amendment or amendments shall be transmitted to the President of the association, or other officer of the association in the absence of the President, who shall thereupon present the proposed amendment or amendments for a vote either at a meeting or by written consent. If the vote is to be taken at a meeting, it shall be the duty of the Secretary to give to each member written or printed notice of such meeting in the same form and in the same manner as provided in the Bylaws. Notice shall also be posted at a conspicuous location on the Condominium Property.

2. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote, either at a meeting or by mailed written consent, of a simple majority of the Voting Members of all Units in the Condominium, and must be recorded with the Clerk of the Circuit Court in and for Palm Beach County, Florida. Such amendment or amendments shall also be filed with the Office of the Secretary of State of Florida for approval, along with the appropriate filing fee.

ARTICLE XIII. **DEFINITIONS**

Unless otherwise specifically provided, all definitions set forth in the Declaration of Condominium for the Condominium shall apply to these Articles of Incorporation.

ARTICLE XIV. **DISSOLUTION**

If the association is dissolved, and is not reinstated within ninety days of its dissolution, the Common Elements consisting of the surface water management system shall be conveyed to an appropriate agency of local government.