

N35850

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

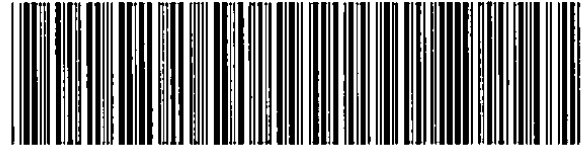
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400330247914

06/14/19--01:01 1.5 **A.G.

FILED
2019 JUN 14 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FL

JUN 27 2019
C Kinsey

Mark D. Friedman, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: (561) 820-2868 Fax: (561) 832-8987
mfriedman@beckerlawyers.com

Becker

Becker & Poliakoff
625 N. Flagler Drive
7th Floor
West Palm Beach, Florida 33401

June 10, 2019

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

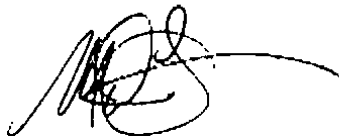
RE: Lanikai Villas Condominium Association, Inc.
Document No. N35850

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Articles of Amendment to the Articles of Incorporation of Lanikai Villas Condominium Association, Inc., as well as a check in the amount of **\$35.00** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be 'MDF', with a long horizontal flourish extending to the right.

Mark D. Friedman
For the Firm

MDF/ebd
Enclosures

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LANIKAI VILLAS CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **Lanikai Villas 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 IX thereof, by the membership at a duly called and noticed meeting of the members held **March 27, 2019**. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 30th day of May, 2019, at Delray Beach, Palm Beach County, Florida.

**LANIKAI VILLAS CONDOMINIUM
ASSOCIATION, INC.**

Ann Becker
Witness

BY: Bob Gitlin (SEAL)
President

Robert Gitlin
Witness

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

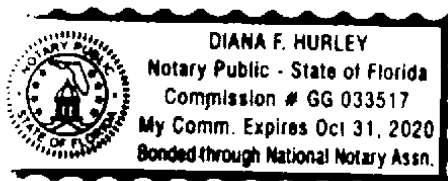
The foregoing instrument was acknowledged before me this 30th day of May, 2019, by Robert Gitlin, as President of Lanikai Villas Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me, or has produced _____ as identification and did take an oath. If no type of identification is indicated, the above-named person is personally known to me.

Diana F. Hurley (Signature)

DIANA F. HURLEY (Print Name)

Notary Public, State of Florida at Large

ACTIVE: 12249197_2



2019 JUN 14 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

PROPOSED AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
LANIKAI VILLAS CONDOMINIUM ASSOCIATION, INC.

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

For historical reference only the original registered agent was Norman R. Bender and the original registered agent address was 320 South Ocean Blvd., Apt. L-K, Delray Beach, Florida.

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

ARTICLE I
NAME

The name of the corporation shall be LANIKAI VILLAS 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 Bylaws of the Association as Bylaws.

ARTICLE II
PURPOSE

~~The purpose for which the Association is organized is to provide an entity pursuant to F.S. 718.11 1 for the operation of a condominium.~~ The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act"), as amended from time to time, for the operation of that certain condominium to be known as Lanikai Villas, A Condominium (the "Condominium") located upon the following lands in Palm Beach County, Florida:

Beach Lot Thirty (30), Except the South One Foot (S. 1 FT.), of said Lot in the CITY OF DELRAY BEACH (formerly Linton), Florida, according to the Plat thereof recorded in the Office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, in Plat Book 1, page 25, according to Plat of Survey of said property dated May, 1954, (T.S. 8303) made by the office of GEORGE S. BROCKWAY, REGISTERED ENGINEER & SURVEYOR, West Palm Beach, Florida.

FILED
2019 JUN 14 AM 9:27
SECRETARY OF STATE
JALMALASSER
Page 1 of 8

ARTICLE III

POWERS

The powers of the Association shall include, without limitation, 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 the Not-For-Profit Corporation Act, as either is amended from time to time, except as limited by these Articles and the Declaration of Condominium, 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.

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 and insurance 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 those regulations and their amendments shall be approved by owners of three of the four units before they shall become effective.

h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the Bylaws.

i. To enforce by legal means the provisions of the ~~Condominium Act~~, the Declaration of Condominium, these Articles, the Bylaws of the Association and the

Regulations for the use of the property in the condominium.

j. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.

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

3.3 Condominium property. All funds and the titles 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 Bylaws.

3.4 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

~~3.4~~ 3.5 Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

~~3.5~~ 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 Bylaws.

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. The members of the Association shall consist of all of the record owners of units in the condominium; and, after termination of the condominium, if same shall occur, the members of the Association shall consist of those who are members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium parcel in the condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and~~

the membership of the prior owner as to the parcel designated shall be terminated.

4.2 Evidence. After transfer of ownership of a unit, change of membership in the Association shall be established by recording in the public records of Palm Beach County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and delivery to the Association of a certified copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated.

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 at least one vote for each unit owned by him. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

4.5 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

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 Bylaws, ~~but not less than three directors, and in the absence of that determination shall consist of three directors.~~ Directors ~~need not~~ must be members of the Association.

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 Bylaws 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 Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

~~5.4 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:~~

~~Norman R. Bender~~

~~320 S. Ocean Blvd., Apt. L-K
Delray Beach, Florida 33483~~

Roger Goettsche	320 S. Ocean Blvd., Apt. L-M Delray Beach, Florida 33483
John Finocan	320 S. Ocean Blvd., Apt. V-E Delray Beach, Florida 33483
Margaret C. Adams	320 S. Ocean Blvd., Apt. L-N Delray Beach, Florida 33483
Tony Cardi	320 S. Ocean Blvd., Apt. L-Q Delray Beach, Florida 33483

~~5-5~~ 5.4 Annual Election of Directors. After the termination of the first Board, the Board shall serve until the next annual meeting of the members of the Association, whereupon the members shall elect all of the directors to serve on the Board in accordance with the Bylaws of the Association, and the Board shall continue to be so elected at the subsequent annual meetings of the members of the Association.

ARTICLE VI 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 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:~~

OFFICE	NAME & ADDRESS
President	Norman R. Bender, 320 S. Ocean Blvd., Apt. L-K, Delray Beach, FL 33483
Vice-President	Roger Goettsche, 320 S. Ocean Blvd., Apt. L-M, Delray Beach, FL 33483
Vice-President	John Finocan, 302 S. Ocean Blvd., Apt. V-E, Delray Beach, FL 33483
Secretary	Margaret C. Adams, 320 S. Ocean Blvd., Apt. L-N, Delray Beach, FL 33483
Treasurer	Tony Cardi, 320 S. Ocean Blvd., Apt. L-Q, Delray Beach, FL 33483

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 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 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.~~

7.1 Indemnity. To the fullest extent permitted by Florida law:

(A) The Association shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(B) The Association shall indemnify any person who is a party to any proceeding brought by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Association against liability incurred in connection with such proceeding.

(C) The foregoing indemnity shall include, without limitation, costs and attorney's fees incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the actual and reasonable expenses incurred in connection with the defense or settlement of such proceeding, including appeal thereof.

7.2 Limitations. The foregoing indemnity obligations shall be subject to such limitations and restrictions as are now or hereafter set forth in the applicable Statutes.

7.3 Included. The indemnification provided for herein shall include any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in any such action, suit or proceeding, and any inquiry or investigation that might lead to such an action, suit or proceeding.

7.4 Recovery of Expenses. Expenses incurred by any person entitled to indemnification hereby shall be paid in advance of the final disposition of the proceeding

upon receipt of any undertaking acceptable to the Association, by on or behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification pursuant to law.

7.5 Non-exclusive. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and, to the extent permitted by law, the Association may make any other or further indemnification or advancement of expenses if approved by a majority of the disinterested Directors or vote of the Members, or as permitted under any By-Law or agreement, to the extent permitted by law.

7.6 Application for Indemnity. Nothing herein is intended to restrict a party's authority, as provided by law, to apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

ARTICLE VIII

BYLAWS

~~The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended, or rescinded by the directors and members in the manner provided by the Bylaws.~~

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 fifty percent (50%) 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. Thereafter the amendment must be approved by seventy-five percent (75%) of the voting interests.

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 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 Palm Beach County, Florida.

8.5 Scrivener's Errors. The Board of Directors may correct and record corrections to scrivener's errors in these Articles of Incorporation without the necessity of unit owner approval.

ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

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

Norman R. Bender	320 S. Ocean Blvd., Apt. L-K, Delray Beach, FL 33483
Roger Goettsche	320 S. Ocean Blvd., Apt. L-M, Delray Beach, FL 33483
John Finocan	302 S. Ocean Blvd., Apt. V-E, Delray Beach, FL 33483
Margaret C. Adams	320 S. Ocean Blvd., Apt. L-N, Delray Beach, FL 33483
Tony Cardi	320 S. Ocean Blvd., Apt. L-Q, Delray Beach, FL 33483

ARTICLE XI

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation shall be Bob Gittlin, 320 S. Ocean Boulevard, Delray Beach, Florida 33483.