

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
THE JUPITER BEACHCOMBER  
CONDOMINIUM ASSOCIATION, INC.

Articles Document No. 768236

1. Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

See attached Amended and Restated Articles of Incorporation for the Jupiter Beachcomber Condominium Association, Inc.

2. Adoption of Amendments: The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

BY: \_\_\_\_\_  
Name:  
Title: President

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
THE JUPITER BEACHCOMBER  
CONDOMINIUM ASSOCIATION, INC.

The undersigned certifies that the following Amended and restated Articles of Incorporation are the amendments to and restatement of the original subscribers by these Articles of Incorporation established associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, ~~and hereby adopt the following Articles of Incorporation:~~

ARTICLE 1  
NAME

The name of the corporation shall be THE JUPITER BEACHCOMBER 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 By-Laws of the Association as the "By-Laws".

ARTICLE 2  
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Palm Beach County, Florida, and known as THE JUPITER BEACHCOMBER, A CONDOMINIUM (the "Condominium").

ARTICLE 3  
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium as to be recorded in the Public Records of Palm Beach County, Florida, and modified from time-to-time, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4  
POWERS

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

- 4.1 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 provisions of these Articles, the Declaration, the By-Laws or the Act.
- 4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against its members, ~~the -as-~~ Unit Owners, and to sue the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
  - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.
  - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
  - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
  - (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
  - (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Condominium Property;

~~subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in way to claims or potential claims against the Developer as set forth in the declaration and/or By-Laws.~~

- (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent ~~(who may be an affiliate of the Developer)~~ to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers and directors shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for the proper operation of the Condominium.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Unit Owners ~~members~~ in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its Unit Owners ~~members~~, directors or officers, except to the extent required by the Declaration or the Act; and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except to the extent required by the Declaration or the Act.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

## ARTICLE 5 MEMBERS – UNIT OWNERS

5.1 Membership. The members of the Association shall be the Unit Owners and shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the

Condominium, shall also consist of those who were Unit Owners members at the time of such termination, and their successors and assigns.

- 5.2 Assignment. The share of a Unit Owner 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.
- 5.3 Voting. On all matters upon which the Unit Owners membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and in Section 3.5 of the By-laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The By-Laws shall provide for an annual meeting of Unit Owners, members, and may make provision for regular and special meetings of the Unit Owners members other than the annual meeting.

ARTICLE 6  
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7  
SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
<u>Armen Dabaghian</u>	<u>4162 U.S. Highway #1 Jupiter, Florida 33458</u>
<u>Dale W. Alexander</u>	<u>4161 U.S. Highway #1 Jupiter, Florida 33458</u>
<u>Marie Dabaghian</u>	<u>4161 U.S. Highway #1 Jupiter, Florida 33458</u>

ARTICLE 8  
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Unit Owners members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

~~Armen Dabaghian~~ Steven Valentine      ~~4161~~ 4162 U.S. Highway  
One, #N41  
Jupiter, Florida  
~~33477~~ 33458

Vice President:

~~Dale W. Alexander~~ Frank Fini      4161 U.S. Highway One,  
#L21  
Jupiter, Florida  
~~33477~~ 33458

Secretary-Treasurer:

~~Marie Dabaghian~~ Joan Nazare      4161 U.S. Highway One,  
#1J4  
Jupiter, Florida  
~~33477~~ 33458

Treasurer:

Mike Staley      4161 U.S. Highway One,  
#D2  
Jupiter, Florida 33477

ARTICLE 89  
DIRECTORS

9-18.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors, nor more than nine (9) directors. Directors must need not

be ~~Unit Owners members of the Association or residents of Units~~ in the Condominium, or if a Unit is owned by an entity or trust, the designated individual as authorized by the entity or trust to occupy the Unit by written certificate filed with the Association in accordance with Section 3.5 of the By-Laws.

9.28.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required by the Declaration, these Articles or the By-Laws .

9.38.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the ~~Unit Owners members~~ in the manner determined by and subject to the qualifications set forth in Article 4 of the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by Article 4 of the By-Laws.

~~9.4Term of Developer's Directors.— The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.~~

9.58.4 First Directors. The names and addresses of the current members of the ~~first~~ Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<del>Armen Dabaghian</del>	<del>4162 U.S. Highway #1 Jupiter, Florida 33458</del>
<del>Dale W. Alexander</del>	<del>4161 U.S. Highway #1 Jupiter, Florida 33458</del>
<del>Marie Dabaghian</del>	<del>4161 U.S. Highway #1 Jupiter, Florida 33458</del>
Mark Lenny	4161 U.S. Highway One, #A3 Jupiter, Florida 33477

Steven Valentine	4161 U.S. Highway One, #N4 Jupiter, Florida 33477
Frank Fini	4161 U.S. Highway One, #L2 Jupiter, Florida 33477
Joan Nazare	4161 U.S. Highway One, #J4 Jupiter, Florida 33477
Mike Staley	4161 U.S. Highway One, #D2 Jupiter, Florida 33477

ARTICLE 910  
INDEMNIFICATION

10.19.1 Indemnity. Only upon a finding by the Board of Directors that a person is or was a director, employee, officer or agent of the Association and was acting within the scope of their duties as such director, employee, officer or agent of the Association, the The Association shall indemnify any person (the "indemnitee") 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 the indemnitee he is or was a director, employee, officer or agent of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the indemnitee him in connection with such action, suit or proceeding; provided however, any indemnification authorized by the Board shall be rescinded if , unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the indemnitee he did not act in good faith, or nor in a manner the indemnitee he did not reasonably believe believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that the indemnitee he had reasonable cause to believe the indemnitee's his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied or rescinded. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a pleas of nolo contendere or its equivalent shall not, of itself, create

a presumption that the ~~indemnitee person~~ did not act in good faith and in a manner which ~~the indemnitee he~~ 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 ~~the indemnitee's his~~ conduct was unlawful.

~~10-29.2~~ Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section ~~9.140.1~~ above, or in defense of any claim, issue or matter therein, and as long as that a person is or was a director, employee, officer or agent of the Association and was acting within the scope of their duties as such director, employee, officer or agent of the Association, that person he shall be indemnified against expenses (including reasonable attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by that person him in connection therewith, without the prior resolution of the Board approving such indemnification.

~~10-39.3~~ Advances. If approved by resolution of the Board, the expenses ~~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 provided that the indemnitee shall deliver to the Association a written upon receipt of an ~~undertaking by or on behalf of the affected director, officer, employee or agent~~ to repay such amount, unless it shall ultimately be determined that such indemnitee he is entitled to be indemnified by the Association as authorized in this Article ~~9~~10. The Board shall have no duty or obligation, pursuant to this Article 9, to approve the payment of expenses or authorization for indemnification in advance of the final disposition of any such action, suit or proceeding.

~~10-49.4~~ Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Unit Owners members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

~~10-59.5~~ Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint

venture, trust or other enterprise, against any liability asserted against ~~such an indemnitee him~~ and incurred by ~~such indemnitee him~~ in any such capacity, or arising out of ~~the indemnitee's his~~ status as such, whether or not the Association would have the power to indemnify ~~the indemnitee him~~ against such liability under the provisions of this Article.

~~10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.~~

#### ARTICLE 1011 BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

#### ARTICLE 1112 AMENDMENTS

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

~~12.111.1~~ 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.

~~12.211.2~~ Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Unit Owners members of the Association. Directors and Unit Owners 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:

- (a) by not less than a majority of the votes ~~of all~~ of the Unit Owners members of the Association represented at a meeting in person or by proxy at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board of Directors; or

- (b) ~~after control of the Association is turned over to Unit Owners other than the Developer,~~ by not less than 80% of the votes ~~of all~~ of the Unit Owners members of the Association represented in person or by proxy at a meeting at which a quorum has been attained; or
- (c) by not less than 100% of the entire Board of Directors.

~~12.311.2 Limitation.~~ No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Unit Owners members, nor any material changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all Unit Owners members, and the joinder of all record owners or mortgages upon Units. ~~No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.~~

~~12.4 Developer Amendments.~~ ~~The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.~~

~~12.511.3 Recording.~~ A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Palm Beach County, Florida.

#### ARTICLE 12 13

The registered office of this corporation shall be at 1930 Commerce Lane, Suite #1, 4161 U.S. Highway #1, Jupiter, Florida 33458 with the privilege of having its office and branch offices at other places within or outside without the State of Florida. The initial registered agent at that address shall be Steven Inglis Armen Dabaghian.

IN WITNESS WHEREOF, the President has subscribers have affixed his/her their signatures ~~s~~ the days ~~s~~ and years ~~s~~ set forth below.

By: \_\_\_\_\_

Name:  
Title: President  
Date Approved by Members: \_\_\_\_\_

|

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First – That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Jupiter, County of Palm Beach, State of Florida, the corporation named in the said articles has named Steven Inglis at 1930 Commerce Lane, Suite #1, ~~ARMEN DABAGHIAN at 4161 U.S. Highway #1,~~ City of Jupiter, County of Palm Beach, State of Florida, 33458, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the name and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

ARMEN DABAGHIAN STEVEN INGLIS,  
REGISTERED AGENT

DATED THIS \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.