

ARTICLES OF INCORPORATION

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RECORDED: JANUARY 14, 2015

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PINES OF DELRAY ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation for the Pines of Delray Association, Inc. originally filed with the Florida Department of State the 4th day of April, 1974, and which were attached to the original Declarations of Condominium. Matters of only historical interest have been omitted.

1. **NAME.** The name of the corporation is Pines of Delray Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association," the amended and restated Declaration of Condominiums governing all condominiums in the Pines of Delray Condominium Community as "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 as it is amended from time to time (the "Act") for the operation of those certain condominiums located in Palm Beach County, Florida, and known as Pines of Delray (the "Condominium").

3. **DEFINITIONS.** The terms used in these Articles shall 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 shall include the following:

❖ **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 the Declaration, these Articles or of the Act.

❖ **Enumeration.** The Association shall have all the powers and duties 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 and duties reasonably necessary to operate the Condominium including but not limited to the power:

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

4.1.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium without regard to deed restrictions as to same governing other owners.

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

4.1.4 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.

4.1.5 To make and amend reasonable rules and regulations that relate in any way to the Condominium Property.

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

4.1.7 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations of the Association.

4.1.8 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 approval of the Board of Directors or the membership of the Association.

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

4.1.10 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, or income, including but not limited to Assessments.

4.2 Condominium Property. 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 Act, the Declaration, these Articles and the Bylaws.

4.3 Distribution of income. The Association shall make no distribution of income to its members, Directors or Officers.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. 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 were Members at the time of the termination and their successors and assigns.

5.1 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.

5.2 Voting. On all matters upon which the 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 Bylaws. Any person or entity owning more than one Unit shall be entitled to one 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 shall have perpetual existence.

7. **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 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 of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. **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.

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 the Board of Directors, subject only to approval by Unit Owners 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. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. **BYLAWS.** The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

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

10.1 **Proposal of Amendments.** An amendment may be proposed by the President of the Association or by a majority of the Directors.

10.2 **Proposed Amendment Format.** Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."

10.3 **Notice.** Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 **Adoption of Amendments.** Amendments shall be adopted if 2/3 of the people present at any meeting (in person or by proxy) vote in favor of the Amendment. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

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

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, same are incorporated herein by reference.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

IN WITNESS WHEREOF, we have set our hands and seals this 23 day of December, 2014.

CERTIFICATION

I HEREBY CERTIFY attest and affirm that this Amended and Restated Declaration of Condominiums was duly adopted on December 11, 2014.

DATED this _____ day of December, 2014.

PINES OF DELRAY ASSOCIATION, INC.

Thomas J. Faulkner
President

Thomas J. Faulkner
Printed Name

Witness: Jay Horn
JAY HORN
Printed Name

Kathleen Murphy
Secretary

Kathleen Murphy
Printed Name

Witness: J. Holtzman
J. Holtzman
Printed Name

STATE OF FLORIDA)
PALM BEACH COUNTY)

The foregoing instrument was acknowledged before me this 23 day of December, 2014, by Thomas J. Faulkner as President and by Kathleen Murphy as Secretary of PINES OF DELRAY ASSOCIATION, INC. freely and voluntarily under authority duly vested in them by the Association who took an oath and stated that the Amended and Restated Articles above are true and correct copies of the ones that were duly adopted by the Members of the Association. ☒ is personally known to me or produced _____ as identification.

Angela Dean-Wright
NOTARY PUBLIC

