

Prepared by and return to:
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CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PALMA DEL MAR CONDOMINIUM ASSOCIATION
NO. 5 OF ST. PETERSBURG, INC.

I hereby certify that at a duly called meeting of the members of Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., held on August 15, 2019, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation of Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., attached hereto, were duly adopted by the membership. The Articles of Incorporation of Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., were originally filed with State of Florida, Department of State, on July 15, 1980 and recorded in Pinellas County, Florida Official Records Book 5263, page 1100.

IN WITNESS WHEREOF, the Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., has caused this instrument to be signed by its duly authorized officer on this 6th day of September, 2019.

[Signature]

PALMA DEL MAR CONDOMINIUM ASSOCIATION
NO. 5 OF ST. PETERSBURG, INC.

(Signature of Witness #1)

Scott Fisher

(Printed Name of Witness #1)

Nancy DeRusha

(Signature of Witness #2)

Nancy DeRusha

(Printed Name of Witness #2)

By: Tommy Preuell

(Signature)

Tommy Preuell

(Printed Name and Title)

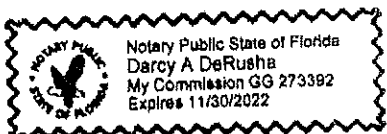
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6 day of September, 2019, by Tommy Preuell as president of Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.

Nancy DeRusha

Notary Public/State of Florida

My commission expires:



AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PALMA DEL MAR CONDOMINIUM ASSOCIATION
NO. 5 OF ST. PETERSBURG, INC.
(a corporation not for profit)

This document restates, supersedes, replaces and amends, all previously recorded Articles of Incorporation of Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., which were originally filed with State of Florida, Department of State, on July 15, 1980 and recorded in Pinellas County, Florida Official Records Book 5263, page 1100.

ARTICLE 1
NAME AND ADDRESS

The name of this corporation is Palma Del Mar Condominium Association No. 5 of St. Petersburg, Inc., hereinafter "Association." The principal place of business shall be designated from time to time by the Board of Directors.

ARTICLE 2
DEFINITIONS

The terms used herein shall be as defined in Chapter 718 of the Florida Statutes, hereinafter referred to as the "Condominium Act," and the Declaration of Condominium Ownership of Palma Del Mar V, a Condominium.

ARTICLE 3
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of the condominium property known as Palma Del Mar V, created pursuant to the Condominium Act; to transact all business necessary and proper in connection with the operation of the condominium property for the mutual benefit of its members; to operate said condominium property for the sole use and benefit of its members; to perform any other act for the well-being of its members; and to perform any other act in maintaining an atmosphere of community and high standard of occupancy by and for its members. The Association shall also have such power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Florida Statutes, Chapter 617, the "Florida Not-for-Profit Corporation Act" and the Condominium Act, both as amended from time to time. The Association shall not be operated for profit, no dividends shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers.

ARTICLE 4
POWERS

The corporation shall have all of the common law and statutory powers of a corporation not-for-profit, and all of the powers of condominium associations under the Condominium Act, and all of the powers reasonably necessary to implement the purposes of the corporation, which are not

in conflict with the terms of these Articles, the Declaration of Condominium, and the Bylaws of this corporation, all as amended from time to time.

ARTICLE 5
EXISTENCE

The Association shall have perpetual existence.

ARTICLE 6
BOARD OF DIRECTORS

- 6.1 The affairs of the Association shall be managed by a Board of Directors. The number of Directors shall be as set forth in the Bylaws of the Association.
- 6.2 The Board of Directors shall be elected at the annual meeting of members in the manner determined by the Bylaws of the Association and applicable Florida Statutes.

ARTICLE 7
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or the settlement of any proceeding to which such director or officer may be a party, or may be involved by reason of being or having been a director or officer of the Association, whether or not such individual is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of gross negligence or willful misfeasance in the performance of his or her duties, or in such cases where the proceeding arose out of actions taken outside the scope of the duties or office of the person involved. In the event of a settlement, the Board of Directors is entitled to make the determination of whether indemnification taken under this section is appropriate. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

ARTICLE 8
MEMBERS

- 8.1 The members of the Association shall consist of all record owners of units within the Palma Del Mar V Condominium.
- 8.2 Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Palma Del Mar V Condominium unit. The unit owner(s) designated in such deed or other instrument shall thereupon become member(s) of the Association, and the membership of the prior owner(s) of the unit shall be terminated.
- 8.3 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 a unit.

- 8.4 The total number of votes ("voting interests") is equal to the total number of units in the Palma Del Mar V Condominium and is not divisible.
- 8.5 Voting. Unit owners are entitled to one (1) vote for each unit owned. If a unit is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the unit. If a unit is owned jointly by two (2) or more persons, that unit's vote may be cast by any of the owners provided only one (1) vote shall be cast. If multiple owners of a unit cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that unit will not be counted. The vote of a unit owner who is not a natural person, shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.
- 8.6 There shall be no cumulative voting.
- 8.7 Any matter of controversy or dispute between members or between a member and the Association shall be settled in accordance with applicable Florida Statutes.
- 8.8 The members of this Association shall be subject to all of the covenants, conditions, and restrictions contained in the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association, and rules and regulations, as may be amended from time to time.

**ARTICLE 9
BYLAWS**

The operation of the Association shall be defined in the Bylaws.

**ARTICLE 10
AMENDMENTS**

Amendments may be proposed by the Board of Directors or by a petition signed by at least twenty-five percent (25%) of the unit owners, provided that any amendment proposed by unit owners is subject to editing as to form and legality by legal counsel for the corporation. Amendments must be approved by at least sixty percent (60%) of the those owners who participate in the voting, in person or by proxy, at a meeting at which a quorum is attained. As to any amendments which are approved, a Certificate of Amendment signed by the president or vice president, with two witnesses and a notary, will be recorded in the public records along with the approved amendments.

**ARTICLE 11
REGISTERED AGENT**

The registered agent of the Association shall be determined by the Board of Directors from time to time, and shall be on file with the Florida Secretary of State.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION