

*Draft dated 9-17-19*

**CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC.  
DEERFIELD BEACH, FLORIDA 33442**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

The following amends and completely restates the Amended Articles of Incorporation of the Condominium Owners Organization of Century Village East, Inc. dated February 9, 1976 as follows:

**ARTICLE I – DEFINITIONS**

- A. “ARTICLES” means this document.
- B. “CONDOMINIUM ASSOCIATION” means a corporation not for profit as same is defined in the Condominium Act, Chapter 718, Florida Statutes (1976) the statutory successor of Chapter 711.
- C. “BOARD” means the Board of Directors of this CORPORATION.
- D. “BYLAWS” means the Bylaws of this CORPORATION.
- E. “CENTURY VILLAGE EAST” means the planned residential condominium community developed on lands, whether or not contiguous, by CENTURY VILLAGE EAST, INC., or its successors in interest and designated and actually developed at CENTURY VILLAGE, Deerfield Beach, Broward County, Florida.
- F. “CENTURY VILLAGE EAST CONDOMINIUM” means certain lands and improvements at CENTURY VILLAGE EAST which were submitted to condominium ownership.
- G. “CORPORATION” means THE CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC.

- H. "ACT" means the Condominium Act, Chapter 718, Florida Statutes, and its predecessor, Chapter 711, Florida Statutes.
- I. "CONDOMINIUM DOCUMENTS" means the aggregate of the Declarations of Condominium, as amended, Long-Term Leases, as amended, Master Management Agreements and all other Exhibits annexed to the two hundred fifty-three (253) Declarations of Condominium, relating to and for CENTURY VILLAGE EAST CONDOMINIUMS.
- J. "DECLARATION" means the documents by which the CENTURY VILLAGE EAST CONDOMINIUMS were submitted to condominium ownership in accordance with the ACT.
- K. "DIRECTOR(S)" means a member of the BOARD.
- L. "COMMON ELEMENTS" means the portions of the condominium property not included in the units.
- M. "COOCVE" is an abbreviated form of "CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC."
- N. "MEMBER(S)" refers to any CONDOMINIUM ASSOCIATION in CENTURY VILLAGE EAST which has met the requirements hereinafter set forth.

## **ARTICLE II - PURPOSE**

The general nature and objectives of this CORPORATION, ~~subject to the limitations, if any, of Section 718.302 (2) Florida Statutes~~ are as follows:

- (a) To organize and exercise the power of a unified, viable umbrella federation consisting of all CONDOMINIUM ASSOCIATIONS

located at CENTURY VILLAGE EAST for the purpose of carrying out the common goals, rights, objectives, powers and purposes of the respective CONDOMINIUM ASSOCIATIONS and this CORPORATION.

- (b) To provide a unified effort for the fulfillment of the collective rights of MEMBERS and unit owners; to provide for the defense and prosecution of the rights of the MEMBERS; to negotiate with firms and entities on common matters to the end that most reasonable and viable terms be obtained; to make, publish and disseminate information and to engage in and perform all activities not prohibited by law which will promote the interest, welfare and living conditions of its MEMBERS.

### **ARTICLE III – LOCATION**

The address of its Registered office shall be the address on file with the State of Florida, Secretary of State, Division of Corporations. The CORPORATION may maintain offices elsewhere in Broward County, Florida, as may be determined by its BOARD of Directors.

### **ARTICLE IV – TERM**

The term for which the CORPORATION is to exist is perpetual.

### **ARTICLE V – SUBSCRIBERS**

The names and residences of the original subscribers of these Articles of Incorporation are as on file with the State of Florida, Secretary of State, Division of Corporations.

## **ARTICLE VI – BOARD OF DIRECTORS**

The power and authority to manage the affairs of the CORPORATION shall be vested in the BOARD who shall be elected in the manner and for the period provided for in the BYLAWS. The BOARD shall consist of the number of persons provided for therein.

All of the duties and powers of the CORPORATION existing under these ARTICLES and the BYLAWS will be exercised exclusively by the BOARD.

## **ARTICLE VII – OFFICERS**

The affairs of the CORPORATION shall be administered by the President of the CORPORATION, assisted by a First Vice President, Second Vice President, ~~Third Vice President~~, ~~Financial Secretary~~, Secretary, Controller, Treasurer and Sergeant-at-Arms elected in accordance with the provisions of the BYLAWS. The BOARD shall elect ~~annually~~ the corporate officers as provided for in the BYLAWS. Such Officers may be removed by the BOARD and other persons may be elected by the BOARD in the manner provided in the BYLAWS. The same person may not hold two (2) offices, except for the position of Secretary which cannot also be held by the President.

## **ARTICLE VIII – POWERS**

1. The CORPORATION shall have all the common law and statutory powers of a corporation not for profit ~~and a corporation for profit~~ which are not in conflict with the provisions of these ARTICLES, the BYLAWS, the DECLARATION and all documents, and agreements pertaining thereto.

2. The CORPORATION shall have all of the powers set forth in the ~~Condominium Act, those powers and duties set forth in these~~ ARTICLES and the BYLAWS, which are reasonably necessary to implement the purposes of this CORPORATION when so prescribed and as more particularly described in the BYLAWS, as they may be amended from time to time, including but not limited to:
- a. To maintain offices for the conduct of its business;
  - b. To employ personnel, retain independent contractors and professional personnel required for the implementation of its powers and purposes; to enter into, provide for and accept assignments of service contracts, leases and any other agreements deemed necessary by the BOARD to provide for or continue community and other services, ~~when duly authorized by the member association~~ and to enter into or accept assignments of any other agreements consistent with this CORPORATION's purpose.
  - c. To negotiate and consult with service contractors, the Master Management Company and any other firms and entities relating to common elements, community services, ~~interior and appliance service contracts~~, building design and construction, insurance coverage and obligations and other matters of common interest.
  - d. When duly authorized by resolution of the respective MEMBERS, to defend suits brought against MEMBERS or prosecute claims on behalf of MEMBERS on matters of common interest after approval by the BOARD of this CORPORATION.

- e. To oversee the performance of and to endeavor to enforce all contractual and other obligations of the sponsor, developer, Master Management Company and Lessor, pursuant to the CONDOMINIUM DOCUMENTS and all other instruments, representations and amendments pertaining thereto.
- f. To purchase insurance for the protection of the CORPORATION, its officers, DIRECTORS, and Executive Committee members.
- g. To recommend reasonable rules and regulations for the maintenance, conservation and use of the units and the CONDOMINIUM ASSOCIATIONS and for the health, comfort, safety and welfare of the MEMBERS.
- h. To operate, maintain and publish a newspaper or other publication designed to educate, inform and assist its MEMBERS.
- i. To enforce by legal means the provisions of these ARTICLES and the BYLAWS.
- j. To establish in its BYLAWS any procedures and guidelines necessary for the implementation of the purposes and powers of the CORPORATION.
- k. To exercise any and all other lawful powers, including without limitation, those enumerated in Chapter 607 and 617, Part 1, Florida Statutes.

## **ARTICLE IX - MEMBERS**

1. Membership is available to all CONDOMINIUM ASSOCIATIONS in CENTURY VILLAGE EAST. Membership is effective in the manner described in the BYLAWS.
2. For all items on which the membership will be entitled to vote, the vote must be exercised or cast in the manner provided by the BYLAWS.
3. The BYLAWS will provide for an annual meeting of MEMBERS and may make provisions for regular and special meetings of MEMBERS other than the annual meeting.

## **ARTICLE X – BYLAWS**

The BYLAWS of the CORPORATION, having been ratified and adopted by the BOARD, may be amended, altered or rescinded in the manner provided in the BYLAWS and as provided in Article XI, Amendments, below.

## **ARTICLE XI –AMENDMENTS**

The amendments to the ARTICLES of Incorporation shall be proposed and adopted in the following manner:

1. The ARTICLES may be amended at any regular or special meeting called therefor in the same manner as provided for the amendments of the BYLAWS.
- ~~2. No amendment may be made to the Articles of Incorporation, which shall in any manner reduce, amend or modify the provisions and obligations set forth in the Declaration of Condominium and related documents now in effect.~~

2. A copy of each amendment shall be filed with the State of Florida, Secretary of State, Division of Corporations.

**ARTICLE XII – MISCELLANEOUS**

The interest of a MEMBER in the funds and assets of the CORPORATION cannot be assigned, hypothecated or transferred in any manner. These funds and assets shall belong solely to the CORPORATION subject to the limitation that the same may be expended, held, or used for the benefit of the MEMBERS and for authorized purposes. No person or committee shall speak or make any commitment on behalf of the CORPORATION nor shall any officer, DIRECTOR or MEMBER make statements of any kind publicly or privately which may support any political, religious or charitable organization without the express authorization and consent of the BOARD.

The above amendments were duly adopted by the DIRECTORS of this CORPORATION in accordance with the requirements of the ARTICLES and BYLAWS thereof and appear upon the minutes of said CORPORATION and are unrevoked.

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Executed at Broward County, Florida, this \_\_\_\_ day of \_\_\_\_\_, 2019.

THE CONDOMINIUM OWNERS  
ORGANIZATION OF CENTURY  
VILLAGE EAST, INC.

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

\_\_\_\_\_, President

Attested by:

\_\_\_\_\_

\_\_\_\_\_, Secretary

[CORPORATE SEAL]

STATE OF FLORIDA     )  
  ) ss:  
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2019, by \_\_\_\_\_, as President, and \_\_\_\_\_, as Secretary of THE CONDOMINIUM OWNERS ASSOCIATION OF CENTURY VILLAGE EAST, INC., a Florida not-for-profit CORPORATION, and that they severally acknowledged executing same in the presence of two (2) subscribing witnesses freely and voluntarily under the authority duly vested in them by said CORPORATION and that the seal affixed thereto is the true corporate seal of said CORPORATION.

\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

NOTARY SEAL: