

No3000000875

Florida Department of State

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000040330 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : HAILE, SHAW & PFAFFENBERGER, P.A.
Account Number : 076326003550
Palm Beach Phone : (561) 622-8500
Palm Beach Fax Number : (561) 622-7602

PLEASE FAX TO OUR
PALM BEACH OFFICE

FLORIDA NON-PROFIT CORPORATION

The Bear's Club Golf Homes Condominium Association, Inc.

Certificate of Status	0
Certified Copy	L
Page Count	08
Estimated Charge	\$78.75

2003 FEB -3 AM 7:57

FILED

2003 FEB -3 AM 7:57

January 31, 2003

F:\DMS client files\BEARS\Condominiums\Golf Homes\Articles of Incorporation 1-31.doc

**ARTICLES OF INCORPORATION
OF
THE BEAR'S CLUB GOLF HOMES CONDOMINIUM ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of corporations not for profit, I, the undersigned, hereby form a corporation for the purpose and with the powers hereinafter mentioned:

I.

The name of the corporation shall be The Bear's Club Golf Homes Condominium Association, Inc. This corporation shall be referred to hereinafter as the "Association".

II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation and governance of The Bear's Club Golf Homes, A Condominium, the "Condominium", at The Bear's Club, Jupiter, Florida. The Condominium is to be established by a Declaration of Condominium (the "Declaration") recorded or to be recorded in the Public Records of Palm Beach County, Florida. All capitalized terms not defined herein shall have the same meaning as provided in the Declaration, unless the context requires otherwise.

The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

III.

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declaration or the Condominium Act.
2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association as specified in the Declaration and the Condominium Act, including, but not limited to:

- (a) To establish Rules and Regulations governing the use of the Condominium Property.
- (b) To levy and collect Assessments against members of the Association as provided for in the Declaration.
- (c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Property.
- (d) To contract for the management of the Condominium Property and to delegate in such contract all or any part of the powers and duties of the Association, subject to the provisions of the Declaration and the Condominium Act.
- (e) To enforce the provisions of the Declaration and said Rules and Regulations.
- (f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon, the Association.
- (g) As provided in the Declaration, to acquire and lease real and personal property.
- (h) Subject to the provisions of the Declaration and the Condominium Act, the Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.
- (i) To act as a Neighborhood Association in accordance with the Master Declaration for The Bear's Club.
- (j) To obtain and maintain warranty as required in the Declaration and the Condominium Act.

IV.

The qualification of members, the manner of their admission, termination of such membership, and voting by members shall be as follows:

1. The Owners of all Units in the Condominium shall be the members of the Association. No other persons or entities shall be entitled to membership.

HO3000040330

2. Subject to the provisions of the Declaration and the By-Laws of this Association, membership shall be established by the acquisition of fee title to a Unit in the Condominium. The membership of any person shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominium. Membership is non-transferable except as an appurtenance to a Unit.

3. On all matters on which the membership shall be entitled to vote, each Unit Owner shall be entitled to cast one vote for each Unit owned. Voting by Unit Owners shall be governed by the provisions of the Declaration and the By-Laws.

4. Until such time as the Condominium Property which this Association is intended to operate is submitted to condominium ownership by the recordation of the Declaration, the membership of the Association shall be comprised of the Incorporator.

V.

The Association shall have perpetual existence.

VI.

The street address and mailing address of the Association shall be located at 2000 PGA Boulevard, Suite 2204, North Palm Beach, FL 33408 and the registered agent at such address shall be Robert Whitley.

VII.

The affairs of the Association will be managed by a Board of Directors initially consisting of three (3) directors who need not be members of the Association.

Directors of the Association shall be elected at the annual meeting in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws. The Directors shall be subject to recall as provided in the Condominium Act.

The Directors named in these Articles shall serve pursuant to the Declaration, By-Laws and the Condominium Act.

The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Robert B. Whitley

c/o Whitley Development Corp.
2000 PGA Boulevard, Suite 2204
North Palm Beach, Florida 33408

HO3000040330

H03000040330

Ira C. Fenton

Golden Bear International, Inc.
11780 U.S. Highway #1
North Palm Beach, Florida 33408

Ivan C. Frederickson

2000 PGA Boulevard, Suite 2204
North Palm Beach, Florida 33408

The transfer of control of the Board to the Unit Owners shall be in accordance with the provisions of the Declaration, Condominium Act and the By-Laws.

Each Director shall discharge his duties as a director, including any duties as a member of a committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinion, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

VIII.

Subject to the provisions of the By-Laws, the officers of the Association shall be elected by the Board at their first meeting following the members annual meeting. Officers shall serve at the pleasure of the Board. The names of the initial officers who shall serve until their successors are elected are as follows:

President: Robert B. Whitley

Vice President: Ira C. Fenton

Secretary and Treasurer: Ivan C. Frederickson

IX.

The Incorporator of these Articles of Incorporation is Robert B. Whitley, whose address is c/o Whitley Development Corp., 2000 PGA Boulevard, Suite 2204, Palm Beach Gardens, FL 33408.

H03000040330

X.

The initial By-Laws of the Association shall be adopted by a majority vote of the Directors of the Association. The By-Laws may be altered or rescinded in the manner provided therein.

XI.

These Articles of Incorporation may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of a majority of the entire Board. Notice shall be delivered not less than twenty(20) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Condominium Property. If the notice is mailed with postage thereon prepaid, at least twenty (20) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as appears on the membership books.

3. Vote. In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of two-thirds of the Board and 80% of the Unit Owners.

4. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the Association by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida.

Notwithstanding the foregoing provisions of this Article, ten (10) day written notification of the proposed amendment shall first be provided to Declarant for determination by Declarant if the same would be detrimental to sales of Units by Declarant (if any). No amendment shall be made that is in conflict with the Condominium Act or the Declaration.

XII.

The share of any 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. The funds and assets of the Association shall belong solely to the Association and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declaration. Upon dissolution or liquidation of the Association, any assets of the Association shall be distributed in accordance with the Declaration and the Condominium Act.

XIII.

Subject to the provisions of the Condominium Act, the Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest whatsoever. No contract, including those entered or to be entered into with Declarant shall be invalidated in whole or part by the Association, any subsequent officers, director and/or member(s) on the grounds that the officers, directors and/or members) had an interest, whether adverse or not, in the party contracted with or the subject matter of the contract or profited thereby regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the Association.

At any meeting of the Board which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with full force and effect, as if he had no such interest (provided that in such case the nature of such interest shall be disclosed). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the Association by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to the Association or to any member or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member is involved be accountable for any gains or profits realized thereby.

XIV.

The Association does and shall indemnify its officers and directors as provided in the By-Laws.

XV

The Association shall maintain official records as required by the Condominium Act. The Association comply with the financial reporting requirements required by the Condominium Act.

H03000040330

XVI

The initial registered agent for the Association shall be Robert B. Whitley, whose address is 2000 PGA Boulevard, Suite 2204, North Palm Beach, FL 33408.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 29 day of JANUARY, 2003.

(SEAL)

Lori F. Potkus
Print: LORI F. POTKUS

Matilde Lanier
Print: MATILDE LANIER

Robert B. Whitley
Robert B. Whitley

H03000040330

H03000040330

I hereby accept the designation as Registered Agent as set forth in these Articles of Incorporation.

By: [Signature]
Name: Robert B. Whitley

STATE OF FLORIDA)
) S S :
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert B. Whitley known to me to be the person described in the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me or I relied upon the following form of identification of the above-named person.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of JANUARY, 2003.

My Commission Expires: 2-7-04

Notary Public: Lori E. Potrekus

Printed Name of Notary: LORI E. POTREKUS



FILED
2003 FEB -3 AM 7:57
TALLAHASSEE
FLORIDA