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Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

19th Avenue Townhouses Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION  
FOR  
19<sup>TH</sup> AVENUE TOWNHOUSES HOMEOWNERS' ASSOCIATION, INC.**

**(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 720, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I. - NAME**

The name of the corporation shall be 19<sup>th</sup> Avenue Townhouses Homeowners' Association, Inc. (the "Association").

**ARTICLE II. - DEFINITIONS**

Each term used herein, except as otherwise defined herein, is defined in the Master Declaration of Easements, Restrictions and Protective Covenants for 19<sup>th</sup> Avenue Townhouses (the "Declaration") recorded, or to be recorded, among the Public Records of Broward County, Florida by 19<sup>th</sup> Avenue Townhouse Partners, Ltd., a Florida limited partnership (the "Developer") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III.  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the corporation shall be National Custom Homes, 1181 South Rogers Circle, Suite 31, Boca Raton, FL 33487.

**ARTICLE IV. - PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as 19<sup>th</sup> Avenue Townhouses and described in the Declaration.
2. To maintain, repair and replace the property for which the obligation to maintain and repair has been delegated and accepted.
3. To operate without profit for the benefit of its Members.
4. To perform those functions reserved by the Association in the Declaration.

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**ARTICLE V. - GENERAL POWERS**

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Parcels within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
5. To have all express powers conferred upon the Association by the Declaration.
6. To have all powers conferred upon a corporation by Section 617, Florida Statutes and the laws of the State of Florida, except as prohibited herein.

**ARTICLE VI.  
MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

**ARTICLE VII. - MEMBERS**

1. Every Owner of a Parcel which is subject to Assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to Assessment.
2. Members shall be all Owners, and shall be entitled to one vote for each Parcel owned. When more than one person holds an interest in any Parcel, all such persons shall be Members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Parcel.

**ARTICLE VIII. - DIRECTORS**

The Board of Directors of the Corporation shall be comprised of three (3) directors. The Owner of each Parcel shall appoint one director.

**ARTICLE IX. - OFFICERS**

The Officers of the Association shall be a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or

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more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws.

**ARTICLE X.**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the Corporation's initial registered office is: National Custom Homes, 1181 South Rogers Circle, Suite 31, Boca Raton, FL 33487 and the name of the initial Registered Agent at such address is Richard R. Pfendler.

**ARTICLE XI. - INCORPORATOR**

The name and street address of the Incorporator for these Articles of Incorporation is Richard Pfendler, National Custom Homes, 1181 South Rogers Circle, Suite 31, Boca Raton, FL 33487.

**ARTICLE XII. - CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE XIII. - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles.

**ARTICLE XIV.**  
**AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

Amendment of these Articles requires the approval of at least two-thirds of the membership votes.

**ARTICLE XV.**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer

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did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of September, 2004.

Richard R. Pfendler  
Richard R. Pfendler

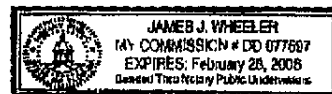
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of September, 2004, by Richard R. Pfendler, who is personally known to me or who has produced a Florida driver's license as identification.

James J. Wheeler  
Notary Public  
Name: James J. Wheeler

Serial Number: DD 077697  
Commission Expires: February 28, 2006

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**REGISTERED AGENT**

The undersigned hereby accepts appointment as Registered Agent of 19<sup>th</sup> Avenue  
Townhouse Partners, Ltd. Homeowners' Association, Inc. this 17<sup>th</sup> day of September,  
2004. The street and mailing address of the undersigned is National Custom Homes, 1181 South  
Rogers Circle, Suite 31, Boca Raton, FL 33487.

  
\_\_\_\_\_  
Richard R. Pfendler

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