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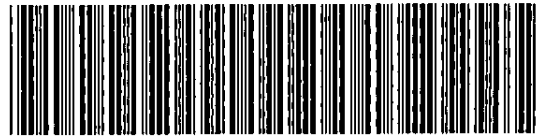
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Kings Point Recreation Corporation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Karl M. Scheuerman, Esquire
Name (Printed or typed)

660 East Jefferson St., Ste. 202
Address

Tallahassee, Florida 32301
City, State & Zip

850-412-0306
Daytime Telephone number

kscheuerman@ssclawfirm.com
E-mail address: (to be used for future annual report notification)

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12 AUG 31 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
KINGS POINT RECREATION CORPORATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KINGS POINT RECREATION CORPORATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be 7000 W. Atlantic Avenue, Delray Beach, Florida 33446, which office may be changed from time to time by the Board of Governors.

ARTICLE III - REGISTERED AGENT

The name and mailing address of the registered agent of the Corporation shall be:
Peter S. Sachs, Esquire
6111 Broken Sound Parkway NW
Suite 200
Boca Raton, Florida 33487

ARTICLE IV - PURPOSE AND POWERS OF THE CORPORATION

The Corporation does not contemplate pecuniary gain or profit to its Members. The specific purpose for which the Corporation is formed in accordance with Ch. 617, Florida Statutes, is to promote the general welfare of the Members of the Corporation in the use of that certain real property known as Kings Point Recreation Area (the "Properties"). The purposes of this Corporation shall include, without limitation, the maintenance of the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to these Articles of Incorporation, the Corporation Bylaws, the Master Recreation Area Management Agreement recorded in the public records on July 20, 1992 ("RAMA"), the Master Service Agreement for Recreation Area ("SARA") dated December 15, 2005, as amended and restated from time to time, which amends and restates RAMA, and the various Agreements for Deed entered into between the member Condominium Associations and Kings Point Housing Corporation. For the foregoing purposes, this Corporation is empowered:

(1) to exercise all of the powers and privileges, and to perform all of the duties and obligations of the Corporation as set forth in these Articles of Incorporation, the Bylaws of the Corporation, the various Agreements for Deed entered into between the member Condominium Associations and Kings Point Housing Corporation, RAMA, and SARA, (hereinafter "Governing Documents"), as each of them may be amended from time to time as therein provided;

(2) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Governing Documents, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation, including but not limited to all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Corporation;

(3) to acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property owned by the Corporation, if any, or interests therein, in connection with the affairs of this Corporation;

(4) to borrow money, and to mortgage, pledge, deed in trust, or hypothecate any or all Corporation's Property (real or personal), if any, as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Corporation assessment collection rights;

(5) to dedicate, sell, or transfer all or any part of the Corporation's Property, if any, for such purposes and subject to such conditions as may be agreed to by the Board of Governors;

(6) to grant easements to the public and private utility companies, over, under or through the Properties, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development or operation of the Properties, and the providing of utility and other services thereto;

(7) to adopt, alter, amend, and rescind rules and regulations from time to time regarding all aspects of the use and operation of the Properties and to make rules and regulations protecting the health, safety and welfare of the those persons using or entering the Properties;

(8) to contract for the maintenance, operation, and management of its Properties, and to delegate to the party with whom such contract has been entered such powers and duties of the Board or members except for those which require specific approval of the Board of Governors;

(9) to provide optional programs, products and services to its Members;

(10) to sue or be sued;

(11) to adopt such annual budgets as are necessary to carry out the provisions of the governing documents; and

(12) to have and exercise any and all powers, rights, and privileges as are necessary and convenient in the pursuit of the purposes of the Corporation and any and all

powers, rights, and privileges, which a corporation organized under Chapter 617, Florida Statutes, may properly exercise.

ARTICLE V - MEMBERS; MEETINGS OF MEMBERS

(1) Class Memberships; Non-voting Member. There shall be 2 classes of members, Class A members and Class B members. The following shall be Class A members: Independent Condominium Associations of Kings Point, Inc., a Florida non-profit corporation (hereinafter ICA), Kings Point Community Association, Inc., a Florida non-profit corporation (hereinafter KPCA), and the Independents which is at present an unincorporated entity consisting of Seville Condominium Association, Inc., a Florida non-profit corporation and a condominium association governed by Ch. 718, Florida Statutes, Valencia Area Condominium Association, Inc., a Florida non-profit corporation and a condominium association governed by Ch. 718, Florida Statutes, and Waterford Condominium Association, Inc., a Florida non-profit corporation and a condominium association governed by Ch. 718, Florida Statutes. The Independents may incorporate in the future. The Board of Governors shall annually designate a nonvoting member who shall be a non-voting member in both Class A and Class B. The non-voting Member shall not be a unit owner in any condominium in Kings Point. Every condominium association in the Kings Point Community which holds an interest as a tenant-in-common in the Properties and whose members are entitled to the non-exclusive use of the Property shall be a Member of the Corporation. The condominium associations shall be Class B members. Unit owners are not members in the Corporation.

(2) Annual Meeting. There shall be an annual meeting of the Members on such date and at such time and place as may be directed by the Board of Governors.

(3) Special Meetings. Special meetings of the Members may be called at any time by the Chairman or by the Board of Governors, and a special meeting shall be called upon written request of Members representing one-third (1/3) of the Voting Interests. No business shall be transacted at any special meeting except as stated in the notice thereof.

(4) Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary of the Corporation or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to the President and Secretary or other designated agent of each Member, addressed to the Members' address appearing on the books of the Corporation. Such notice shall specify the place, day and hour of the meeting, and shall include an agenda, and in the case of a special meeting, the purpose of the meeting.

(5) Quorum. The presence, either in person or by proxy, of a majority of the Members entitled to cast fifty percent (50%) of the weighted votes plus one shall constitute a quorum for any action except as otherwise provided in the governing documents. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at such meeting shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum as aforesaid shall

be present. Except as otherwise provided herein or in the other Governing Documents, every act or decision done or made by a majority of the Members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Members.

(6) Class Voting, Certified Representatives. Class A members are entitled to vote on any matters which properly come before the Class A members for a vote, but shall not be entitled to vote on matters calling for a vote of the Class B members as provided in the Bylaws. The Class B members shall have the voting rights as set forth in the Bylaws and are authorized to vote only on those matters provided in Article VIII section 2 of the Bylaws. As to all other matters, the Class B Member Associations are non-voting members. Class B Members may vote outside a Members' meeting as provided by Article VIII section 4 of the Bylaws. Both Class A members and Class B members may take action outside a membership meeting as provided by section 617.0701, Florida Statutes. At all meetings of the Members, Members shall vote through a certified representative, designated by the Board of Directors of the Member as applicable. Such vote may be cast in person or by proxy. All designations of a certified representative shall be in writing and filed with the Secretary of the Corporation. The President of each Member association, in the absence of any designation to the contrary, shall be considered the certified representative of a Member association for voting purposes. Weighted Voting, as provided for in the Bylaws of the Corporation, shall be used at all meetings of the Members, and the vote of each Member shall be equal to the number of units managed and operated by a Member.

Section 6. Place. All Members meetings shall be held at such location as may be selected by the Board of Governors from time to time.

Section 7. Majority Vote. When a quorum is present at any meeting, the holders of a majority of the Voting Interests entitled to vote and present in person or represented by proxy shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Articles of Incorporation, these Bylaws, or applicable law, a different vote is required, in which case the express provision shall control.

Section 8. Meeting Procedure and Order of Business. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the Members. Items not included on the agenda may not be discussed or voted upon at the meeting. All Members meetings shall be conducted in accordance with the procedures set forth in the controlling documents and Robert's Rules of Order (latest edition) adopted herein to the extent that the governing documents do not specifically address the issue or procedure raised. The Chairman may, for the sake of expedience, modify the procedures used for the conduct of a meeting unless overruled by a majority of the Board.

ARTICLE VI BOARD OF GOVERNORS

The property, business and affairs of this Corporation shall be managed by a Board of Governors, which shall consist of the number of Governors and Alternate Governors as provided in the Bylaws. The Board of Governors is the Board of Directors. Governors and Alternative Governors shall be elected or selected by Members of the Corporation in accordance with the Bylaws of the Corporation. The names and addresses of the persons, who are to act in the capacity of initial Governors and Alternate Governors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

Stan Arden	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Jessica Brown	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Stanley Cohen	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Arthur Gelfand	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Dick Herman	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Estelle Hoffman	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Frank Iovine	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Ron Kern	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Elinor Lichten	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Annette Miller	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Iris Poch	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Ray Rigoletto	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Eric Strauss	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Frank Surface	7000 W. Atlantic Avenue Delray Beach, Fl. 33446
Pat Suttleman	7000 W. Atlantic Avenue Delray Beach, Fl. 33446

ARTICLE VII - OFFICERS

The Corporation shall be administered by such officers as may be designated in the Bylaws, who shall be elected at the time and in the manner prescribed in the Bylaws.

ARTICLE VIII - DISSOLUTION

The Corporation will exist in perpetuity. However, the Corporation may be dissolved in accordance with the laws of the State of Florida.

ARTICLE IX - BYLAWS

The Bylaws of this Corporation shall be initially adopted by the Board of Governors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided below in Article X of these Articles.

ARTICLE X AMENDMENT OF BYLAWS

(1) An amendment to the Bylaws may be proposed by (a) the Bylaws Committee, or (b) by any member of the Board of Governors.

(2) If an amendment is proposed by a Governor and 30% of those Governors present and entitled to vote favor consideration of the proposed amendment, the proposed amendment shall be referred to the Bylaws Committee for drafting and recommendation to the Board unless the Board decides to consider the proposed amendment without referral to the Bylaws Committee.

(3) The proposed amendment shall be reduced to writing and distributed to all members of the Board of Governors. Any recommendations of the Bylaws Committee shall also be in writing and distributed to all Governors.

(4) At the first meeting of the Board of Governors at which the proposed amendment shall have been distributed to the full Board, the proposal shall be discussed by the Board and the matter shall then be deferred until the next meeting of the Board. At the second meeting at which the proposed amendment will be considered, the Board will again discuss the proposal and then take a vote. Except as provided in (5) below, an amendment can be adopted only upon the affirmative 2/3 vote of the entire Board, exclusive of those Governors not entitled to vote.

(5) Article VIII Section 2(a), (b) and (c) of the Bylaws, which identifies certain matters which must be approved by the condominium associations, cannot be amended without the approval of 100% of the Class B members.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended from time to time as provided herein. An amendment to the Articles may be proposed by any member of the Board of Governors. If an amendment is proposed by a Governor, and if not less than 30% of those Governors present and entitled to vote at a meeting favor consideration of the proposed amendment, then the proposed amendment shall be reduced to writing and distributed to all Governors. At the first meeting of the Board of Governors at which the proposed

amendment shall have been distributed to the Full Board, the proposal shall be discussed by the Board and the matter shall be deferred until the next meeting of the Board. At the second meetings at which the proposed amendment will be considered, the Board will again discuss the proposal and put the matter to a vote. An amendment can be adopted only upon the affirmative vote of not less than 2/3 of the entire Board, exclusive of any Governors not entitled to vote, except that Article X Section 5 above can only be amended by 100% of the Class B members as provided therein.

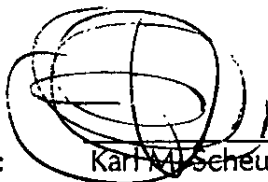
ARTICLE XII - INDEMNIFICATION

Every Governor and Alternate Governor, and every officer and committee member of the Corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Governor, Alternate Governor, officer, or committee member of the Corporation, whether or not he is a Governor, Alternate Governor, officer, or committee member at the time such expenses are incurred. The foregoing right of indemnification shall be reasonably construed and is provided in addition to and not exclusive of all other rights to which such Governor or officer may be entitled.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 31st day of August, 2012.

INCORPORATOR:

NAME:



Karl M. Scheuerman, Esquire
Sachs Sax Caplan
660 East Jefferson Street
Suite 202
Tallahassee, Florida 32301

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KINGS POINT RECREATION CORPORATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 30th day of August, 2012.



Peter S. Sachs, Esquire
Registered Agent

Registered Office:

6111 Broken Sound Parkway NW
Suite 200
Boca Raton, Florida 33487

Principal Corporation Office:

7000 W. Atlantic Avenue
Delray Beach, Florida 33446

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TALLAHASSEE, FLORIDA