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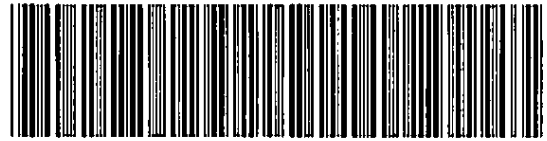
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2020 JAN 31 PM 5:03
NOTARY PUBLIC

COVER LETTER

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

SUBJECT: Limestone Landing Association, Inc., a Florida corporation not-for-profit

(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: Julie L. Hogan, Esq.

Name (Printed or typed)

1340 N US Highway 1, Suite 135

Address

Jupiter, FL 33469

City, State & Zip

(561) 295-5206; (413) 335-6385

Daytime Telephone number

capitalinvestments@usa.com

E-mail address: (to be used for future annual report notification)

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

2020 JAN 31 PM 5:03

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**ARTICLES OF INCORPORATION
OF
LIMESTONE LANDING ASSOCIATION, INC.,
a Florida corporation not-for-profit**

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be LIMESTONE LANDING ASSOCIATION, INC., a Florida corporation not-for-profit, (hereinafter the "Association").

ARTICLE II

Definitions

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Protective Covenants, Conditions and Restrictions for Limestone Landing Association, Inc., a Florida corporation not-for-profit, (hereinafter the "Declaration"), recorded, or to be recorded, in the Public Records of Palm Beach County, Florida by Grey Jupiter Investment, LLC, a Florida limited liability company, (hereinafter the "Developer"), and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III

Purpose

The Association is organized as a corporation not-for-profit under Chapter 617, Florida Statutes, subject to the extent applicable, to Chapter 720, Florida Statutes. The specific purposes for which the Association is organized are:

- A. To promote and protect the value of the property of the Members of the Association.
- B. To own, maintain, repair and replace the Association Property and the Common Property and other items, including landscaping and other improvements in and/or benefiting the Association Property and Common Property for which obligation and repair has been delegated and accepted.
- C. To maintain the Other Property.
- D. To control the specifications, architecture, design, appearance, elevation and

location of, and landscaping around, all buildings and improvements of any type, including walls, fences, antennae, sewer, drains, disposal systems or other structures constructed, placed or permitted to remain on the Property, as well as the alteration, improvement, addition or change thereto.

E. To exercise all other powers and privileges and to perform all other duties and Obligations of the Association as defined and set forth in the Declaration, and as the same may be amended from time to time as therein provided, including the establishment and enforcement of payment of charges and Assessments contained therein.

F. To operate without profit and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE IV

Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Bylaws or the Declaration.

B. The Association shall have all of the powers and duties set forth in the Declaration and all of the powers and duties reasonably necessary to operate the Association according to the Declaration as it may be amended from time to time, including, but not limited to the following:

- i. to operate and manage the Common Property in accordance with the purpose and intent contained in the Declaration;
- ii. to make and collect Assessments against Members as Owners to defray the Common Expenses;
- iii. to levy and collect fines against Members as provided in the Declaration;
- iv. to use the proceeds of Assessments in the exercise of its powers and Duties and to incur debt for the purpose of the Association;
- v. to maintain, repair, replace and operate the Common Property;
- vi. to maintain the Other Property;
- vii. to reconstruct Improvements upon the Property after casualty and to

further improve the Property:

viii. to make and amend the Bylaws for the Association and regulations respecting the use of the Property;

ix. to pay all taxes and other assessments which are liens against the Common Property;

x. to purchase of insurance on the Common Property and insurance for the protection of Limestone Landing and its Members;

xi. to enforce any legal means the provisions of the Declaration, these Articles, the Bylaws and the Rules and Regulation for the use of the Property;

xii. to contract the management of the Association and to employ personnel to perform the services required for the proper operation of the Association;

xiii. to sue and be sued;

xiv. to possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the powers to acquire, hold, convey and deal in real and personal property.

C. All funds and titles to all property acquired by the Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws. No part of the income, if any, of the Association shall be distributed to the Members, Directors, or Officers of the Association.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE V

Members

A. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association and subject to the terms and conditions of the Declaration.

B. The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two (2) or more lots so long as such member owns at least one (1) lot.

C. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

D. Notwithstanding anything else to the contrary set forth herein, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association.

E. The Association shall have two (2) classes of voting membership.

Class A: Class A Members shall be all those Owners, with the exception of the Developer, and shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the single vote for such Lot shall be exercised as they among themselves determine but, subject only to the following subsection, in no event shall more than one (1) vote be cast with respect to any such Lot.

Class B: The Class B Member shall be the Developer. The Class B Member shall be entitled to three (3) votes for each of the votes held by all other Members of the Association plus one (1); provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to appoint the entire Board of Directors of the Association until three (3) months after ninety percent (90%) of the Lots have been conveyed to Owners other than the Developer or its designated successor or assigns, or at an earlier date at the sole discretion of the Developer. At such time, the Developer shall call a meeting in accordance with the provisions of the Declaration and/or the Bylaws, to provide for the turnover of control of the Board of Directors to the Owners. The Developer shall have the right, in its sole discretion, to appoint one (1) member of the Board of Directors for so long as the Developer owns at least five percent (5%) of the Lots within the Property.

F. When reference is made herein, or in the Declaration, Bylaws, Rules and Regulations or otherwise, to a majority or specific percentage of members, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of the Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Lots.

ARTICLE VI

Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) Directors and no more than nine (9) Directors. Directors shall be elected or appointed pursuant to the provisions of the Bylaws.

B. The names and addresses of the members of the first Board of Directors who

shall hold office until their successors are elected and are qualified, or until removed are as follows:

<u>Name:</u>	<u>Address:</u>
Ergun Abalioglu	550 Okeechobee Blvd. #1208 West Palm Beach, FL 33401
Mustafa E. Altinok	212 Lone Pine Drive Palm Beach Gardens, FL 33410
Hilmi A. Isbasar	801 S Olive #821 West Palm Beach, FL 33401
Seval Altinok	212 Lone Pine Drive Palm Beach Gardens, FL 33410

C. As long as Developer or its designated successor or assigns shall have the right to appoint one (1) or more members of the Board of Directors, such Directors appointed by the Developer need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer and may be removed from office and a successor Directors may be appointed at any time by the Developer. After Turnover of control of the Association, Directors shall be elected or appointed in accordance with the Bylaws and any such Directors elected by the Members of the Association must be Members of the Association.

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at the annual meetings of the Directors as provided int they Bylaws and shall serve at the pleasure of the Board of Directors. Until such time as the Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the Officers so elected. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
President	Ergun Abalioglu	550 Okeechobee Blvd. #1208

West Palm Beach, FL 33401

Vice President	Mustafa E. Altinok	212 Lone Pine Drive Palm Beach Gardens, FL 33410
Secretary	Hilmi A. Isbasar	801 S Olive #821 West Palm Beach, FL 33401
Treasurer	Seval Altinok	212 Lone Pine Drive Palm Beach Gardens, FL 33410

ARTICLE VIII **Indemnification**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of him/her being or having been a Director or Officer of the Association, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided that, in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officers may be entitled.

ARTICLE IX **Bylaws**

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles or the Declaration; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected; and provided further that after the Developer relinquishes control of the Association, no amendment, alteration or rescission of the Bylaws shall be made without Association's prior written approval. Until such time as Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force and effect.

ARTICLE X
Amendments

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not for Profit Corporations Act; provided, however, that no such amendments shall conflict with the terms of the Declaration or affect the rights of the Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of an Institutional Mortgagee, without the express written consent of the Institutional Mortgage so affected; and provided further that after the Developer relinquishes control of the Association, no amendment, alteration or rescission of the Bylaws shall be made without Association's prior written approval. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force and effect. Notwithstanding the foregoing: (a) for so long as the Developer has the right to appoint the entire Board of Directors of the Association, the Developer or its successor or assigns shall be permitted to unilaterally amend these Articles of Incorporation; and (b) for so long as the Developer owns any portion of the Property, no amendments to these Articles of Incorporation shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Developer, unless the Developer joins in the execution of the amendment.

ARTICLE XI
Incorporator

The name and the address of the incorporator of the Association is:

Name:

Address:

Ergun Abalioglu

**550 Okeechobee Blvd.
#1208
West Palm Beach, FL 33401**

ARTICLE XII
Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Association are the same: 212 Lone Pine Drive, Palm Beach Gardens, FL 33410.

ARTICLE XIII
Registered Agent and Registered Office

The name and address of the initial Registered Agent of the Association is:

Name:

Address:

Capital Investments Real Estate Corp.

212 Lone Pine Drive
Palm Beach Gardens, FL 33410

The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XIV
Corporate Existence

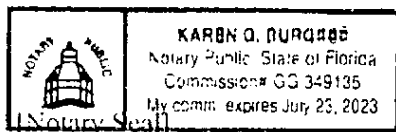
The Association shall have perpetual existence. If the Association is dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

IN WITNESS WHEREOF, for the purpose of forming this corporation not-for-profit under the Laws of the State of Florida, the undersigned incorporator affirms that the facts stated herein are true. The undersigned is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in s. 817.155, F.S. The undersigned further understands the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status and has executed these Articles of Incorporation at Palm Beach County, Florida this 28 day of January, 2020.


Ergun Abalioglu, Incorporator and Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that the Articles of Incorporation was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 28 day of January, 2020 by Ergun Abalioglu, the Incorporator and Director named therein, who is personally known to me or ☐ has produced Passport Photo as identification.




Notary Public

Name typed, printed or stamped

My Commission Expires: 7/23/2023

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
AGENT UPON WHOM PROCESS MAY BE SERVED**

LIMESTONE LANDING ASSOCIATION, INC.,

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

LIMESTONE LANDING ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a corporation not-for-profit, with its principal office as indicated in its Articles of Incorporation, has named Capital Investments Real Estate Corp., whose address is 212 Lone Pine Drive, Palm Beach Gardens, FL 33410, as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091 and Chapter 617.0501, Florida Statutes, relative to keeping said office open for service of process.

Dated this 28 day of January, 2020.

Capital Investments Real Estate Corp.

By: 

Seval Altinok, President