

N960000006449

TRANSMITTAL LETTER

96 DEC 16 PM 12:23

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

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: ADDISON TRACE MASTER ASSOCIATION, INC.

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

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

MITCHELL T. MCRAE, P.A.
ONE BOCA PLACE
2255 GLADES ROAD, SUITE 405-EAST
BOCA RATON, FLORIDA 33431
TELEPHONE: (561)241-6600
FAX: (561)241-6617

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-12/17/95--01058--017
***122.50 ***122.50

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

28
12/18/96

FILED

95 DEC 16 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF THE**

**ADDISON TRACE MASTER ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

ADDISON TRACE MASTER ASSOCIATION, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

c/o Mitchell T. McRae, P.A.
2255 Glades Road, Suite 405-East
Boca Raton, Florida 33431

ARTICLE III - PURPOSE(S)

The specific purposes for which the corporation is organized are to take title to, operate, administer, manage, lease and maintain the corporate recreational areas, or such portions thereof as are dedicated to or made the responsibility of the Corporation in the bylaws, declarations, supplements or amendments or any other Addison Trace documents, in accordance with the terms of and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the covenants and enforce the provisions of any Addison Trace documents.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as described in the bylaws of the corporation.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Mitchell T. McRae, Esquire
Mitchell T. McRae, P.A.
2255 Glades Road, Suite 405-East
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATORS

The name and the street address of the incorporator for these Articles of Incorporation are:

Gerald Robinson
23123 State Road 7, Suite 201
Boca Raton, Florida 33428

The undersigned incorporator has executed these Articles of Incorporation this 11 day of December, 1996.

Signature of Incorporator:

Gerald Robinson
Gerald Robinson

FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

96 DEC 16 PM 12:23

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE STATE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ADDISON TRACE MASTER ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Mitchell T. McRae, Esquire
Mitchell T. McRae, P.A.
2255 Glades Road, Suite 405-East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MITCHELL T. McRAE, ESQUIRE

12/11/96

DATE

N 96000006449

LAW OFFICES
MITCHELL T. McRAE, P.A.

ONE BOCA PLACE - SUITE 405 EAST
2205 GLADES ROAD
BOCA RATON FLORIDA 33431
TELEPHONE (561) 241-0000
TELECOPIER (561) 241-0017
E-MAIL BOCALAWMTM@AOL.COM

MITCHELL T. McRAE
ANNA M. McRAE

May 28, 1997

Florida Department of State
Division of Corporations
Amendments Section
P. O. Box 6327
Tallahassee, Florida 32314

600002198576--1
-05/02/97--01173--001
****105.00 ****05.00

- Re: Amended Articles of Incorporation of:
- (1) Addison Trace Master Association, Inc. (n/k/a Addison Trace Community Association, Inc.
 - (2) Addison Trace Homeowners' Association, Inc.
 - (3) Addison Trace Condominium Association, Inc.

Dear Sir or Madam:

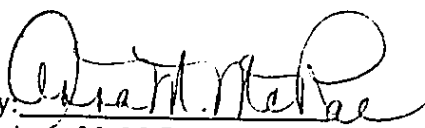
Enclosed please find the original and one (1) copy of Amended Articles of Incorporation for the referenced corporations, together with a stamped, self-addressed envelope and check no. 1098 in the amount of \$105.00.

Please file the Amended Articles and return to us a stamped copy with the filing information thereon.

Thank you for your assistance.

Very truly yours,

MITCHELL T. McRAE, P.A.

By: 

Anna M. McRae

Enclosure(s)

NC+
AM

7-13782
6-20
6-12

LAW OFFICES
MITCHELL T. McRAE, P.A.

ONE BOCA PLACE - SUITE 405 EAST
2255 GLADES ROAD
BOCA RATON FLORIDA 33431
TELEPHONE (561) 241-6600
TELECOPIER (561) 241-6617
E-MAIL BOCALAWMTM@AOL.COM

MITCHELL T. McRAE
ANNA M. McRAE

June 17, 1997

Karen Gibson, Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

- Re: Amended Articles of Incorporation of:
- (1) Addison Trace Master Association, Inc. (n/k/a Addison Trace Community Association, Inc.
 - (2) Addison Trace Homeowners' Association, Inc.
 - (3) Addison Trace Condominium Association, Inc.

Dear Ms. Gibson:

Enclosed please find the referenced amendments along with the executed forms necessary for adequate filing. If all is in order, please file the amendments and return a stamped copy to us.

Thank you for your assistance.

Very truly yours,

MITCHELL T. McRAE, P.A.

By: 

Anna M. McRae

Enclosure(s)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1997

ANNA M. MCRAE
MITCHELL T. MCRAE, P.A.
2255 GLADES RD., SUITE 405E
BOCA RATON, FL 33431

SUBJECT: ADDISON TRACE MASTER ASSOCIATION, INC.
Ref. Number: N96000006449

We have received your document for ADDISON TRACE MASTER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

THE CURRENT NAME (OLD NAME) OF THE CORPORATION SHOULD APPEAR IN THE HEADING OF THE ARTICLES OF AMENDMENT. ARTICLE 1 SHOULD STATE THAT THE NAME SHALL BE AMENDED TO ADDISON TRACE COMMUNITY ASSOCIATION, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 197A00031597

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

ADDISON TRACE MASTER ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

SEE ATTACHED

97 JUN 19 PM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: May 27, 1997

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

ADDISON TRACE COMMUNITY ASSOCIATION, INC.

Corporation Name

Gerald L. Robinson

Signature of Chairman, Vice Chairman, President or other officer

GERALD L. ROBINSON

Typed or printed name

PRESIDENT

Title

JUNE 17, 1997

Date

AMENDED
ARTICLES OF INCORPORATION
OF
ADDISON TRACE MASTER ASSOCIATION, INC.

THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act, and certify follows:

ARTICLE 1

NAME

1.1 The name of the corporation, formerly ADDISON TRACE MASTER ASSOCIATION, INC., is hereby amended to be ADDISON TRACE COMMUNITY ASSOCIATION, INC. For convenience this corporation shall be referred to as the "Association."

1.2 Except as otherwise provided herein, the terms used in these Articles of Incorporation and in the By-Laws of the Association shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions for Addison Trace Community Association (hereinafter referred to as "Declaration").

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

c/o Mitchell T. McRae, P.A.
2255 Glades Road, Suite 405-East
Boca Raton, Florida 33431

ARTICLE 3

PURPOSES

3.1 The purpose for which the Association is organized is to manage, operate and maintain Addison Trace (hereinafter referred to as the "Community").

3.2 This Association is organized for the purpose of providing a convenient means of administering the Community by the owners thereof. The Association is not a condominium association and is not created pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes.

3.3 The Association shall not issue shares of stock

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97 JUN 19 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 4

POWERS

4.1 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.

4.2 The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

(A) To adopt a budget or budgets and to make and collect assessments against members to defray the costs of the operation of the Association and the payment of Common Expenses.

(B) To use the proceeds of assessments in the exercise of its powers and duties.

(C) To maintain, manage, repair, replace and operate the portions of the Community required to be maintained by the Association under the Declaration and all the Common Areas, including but not limited to obtaining and maintaining adequate insurance to protect the Association and Common Area.

(D) To reconstruct improvements after casualty and construct further improvements to the Common Area.

(E) To make and amend rules and regulations governing the operation and use of the Common Area.

(F) To assess fines against members in accordance with the provisions of the By-Laws of the Association.

(G) To enforce by legal means the provisions of the Community Documents.

(H) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association except such as are specifically required by any of the Community Documents to have approval of the Board of Directors or the members of the Association.

4.3 All funds and the title to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Community Documents.

4.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Community Documents.

ARTICLE 5

MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

5.1 All Owners of Dwelling Units in the Community shall be members of this Association, and no other persons or entities shall be entitled to membership. Each Dwelling Unit shall be entitled to one (1) vote.

5.2 Changes in membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a change of record title to a Dwelling Unit in the Community and the delivery to the Association of a copy of such recorded instrument, the new Owner designated by such instrument thereby becoming a member of the Association. The membership of the prior

owner shall be thereby terminated. The Association shall keep a membership book containing the name and address of each member.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Dwelling Unit.

ARTICLE 6

DIRECTORS

6.1 All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) Directors as shall be determined by the By-Laws, provided that, except for the first Board of Directors, there shall always be an odd number of Directors. In the absence of a determination as to the number of Directors, the Board shall consist of three (3) Directors. Except for the first Board of Directors, all Directors shall be members of the Association.

6.2 Directors of the Association shall serve the terms and be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws.

6.3 Until the first election of Directors, the names and addresses of the members of the initial Board of Directors are as follows:

NAME	ADDRESS
Gerald L. Robinson	2255 Glades Road, Suite 405-East Boca Raton, FL 33431
Jerry Schiff	2255 Glades Road, Suite 405-East Boca Raton, FL 33431
Zave Aberman	2255 Glades Road, Suite 405-East Boca Raton, FL 33431

ARTICLE 7

OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be Directors, and as many Assistant Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be Directors. Such Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve without compensation at the pleasure of the Board of Directors. The same person may hold two (2) offices, the duties of which are not incompatible provided, however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	TITLE	ADDRESS
Gerald L. Robinson	President, Treasurer	2255 Glades Road, Suite 405-East Boca Raton, FL 33431
Zave Aberman	Vice-President	2255 Glades Road, Suite 405-East Boca Raton, FL 33431
Jerry Schiff	Secretary	2255 Glades Road, Suite 405-East Boca Raton, FL 33431

ARTICLE 8

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with 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 Director or Officer of the Association or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misconduct, gross negligence or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 9

BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended, or rescinded in the manner set forth in the By-Laws.

ARTICLE 10

AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner:

10.1 The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

10.2 Written notice of the meeting shall be sent by mail to each member at his address as it appears on the books of the Association not less than fourteen (14) days nor more than sixty (6) days prior to the date of the meeting. The notice shall set forth the proposed amendment or a summary of the changes to be effected thereby. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

10.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

10.4 Any number of amendments may be submitted to the members and voted upon by them at one meeting.

10.5 If a majority of the Directors and a majority of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the foregoing Sections had been satisfied.

10.6 The members may amend the Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

10.7 An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE 11

TERM

The Association shall have perpetual existence unless the Association is terminated sooner in accordance with the Community Association Documents. In the event of the dissolution of the Association, or any successor entity thereto, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by the Association or such successor.

ARTICLE 12

INCORPORATOR, REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Incorporator to these Articles of Incorporation is as follows:

NAME	ADDRESS
Gerald L. Robinson	2255 Glades Road, Suite 405-East Boca Raton, FL 33431

The name and the street address of the initial registered agent is:

Mitchell T. McRae, Esquire
Mitchell T. McRae, P.A.
2255 Glades Road, Suite 405-East
Boca Raton, Florida 33431

The undersigned has executed these Articles of Incorporation this 27th day of May, 19 97.

Signature of Incorporator:


Gerald L. Robinson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ADDISON TRACE COMMUNITY ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

**Mitchell T. McRae, Esquire
Mitchell T. McRae, P.A.
2255 Glades Road, Suite 405-East
Boca Raton, Florida 33431**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MITCHELL T. MCRAE, ESQUIRE

DATE

5/27/97