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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SANDALFOOT CENTRAL ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

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OF

SANDALFOOT CENTRAL ASSOCIATION, INC.,
a Florida Corporation Not-For-Profit

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The undersigned, being the directors and subscribers of SANDALFOOT CENTRAL ASSOCIATION, INC., a Florida corporation not-for-profit, hereby submit these ARTICLES of Incorporation in accordance with Florida Statutes § 617 and such other provisions of Florida Statutes as may be applicable, as they are amended from time to time.

ARTICLE I - NAME

The name of the corporation is "SANDALFOOT CENTRAL ASSOCIATION, INC." a Florida corporation not-for-profit, hereinafter referred to as the "CORPORATION."

ARTICLE II - PURPOSE

The purposes for which the CORPORATION is organized is to operate certain areas of Community of the Isle of Sandalfoot, herein referred to as the "DUTIES," in accordance with the BYLAWS of the CORPORATION, which consist of doing such things as determined by the Board which are of mutual benefit to the Members, that are delegable or not otherwise prohibited by the underlying Condominium Documents of the Members.

ARTICLE III - DEFINITIONS

The terms used in these ARTICLES and the BYLAWS shall have the same definitions and meanings as those set forth in Florida Statutes, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV - POWERS AND DUTIES

The CORPORATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions,

Kaye & Roger, P.A.
6261 NW 6 Way #103
Ft. Lauderdale, FL 33309
(954) 928-0680
Robert L. Kaye, Esq.
FONO. 06944316

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rights and duties provided in, or contemplated by the BYLAWS either expressed or implied, and to take any action reasonably necessary or appropriate to operate pursuant to the BYLAWS, including, but not limited to, the following:

- a. Performing its DUTIES;
- b. To make and collect assessments against MEMBER ASSOCIATIONS of the CORPORATION (herein the "DUES") to defray the costs, expenses and losses incurred or to be incurred by the CORPORATION, and to use the proceeds thereof in the exercise of the CORPORATION's powers and duties.
3. To maintain, repair, replace, reconstruct, and operate in accordance with its DUTIES.
4. To purchase insurance in connection with the DUTIES, where applicable, and insurance for the protection of the CORPORATION, its directors, officers and MEMBER ASSOCIATIONS, and such other parties as the CORPORATION may determine.
5. To make and amend reasonable rules and regulations relative to the DUTIES, and for the health, comfort, safety, welfare and benefit of the CORPORATION's MEMBER ASSOCIATION as it relates to the DUTIES.
6. To enforce by legal means the provisions of these ARTICLES, the BYLAWS, and the Rules and Regulations of the CORPORATION.
7. To contract for the performance of the DUTIES and to authorize a management agent or company to assist the CORPORATION in carrying out its powers and duties by performing such functions as the submission of proposals, collection of DUES, preparation of records, enforcement of rules, and maintenance, repair and replacement of the DUTIES with funds as shall be made available by the CORPORATION for such purposes, as well as exercising such other powers and rights delegated to it by the CORPORATION, which powers and rights are vested in the CORPORATION by virtue of these ARTICLES and the BYLAWS. The CORPORATION and its officers shall, however, retain at all times the powers and duties granted by these ARTICLES, including, but not limited to, the making of DUES, promulgation of rules, and execution of contracts on behalf of the CORPORATION.
8. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the CORPORATION and for the proper performance of the DUTIES and/or to contract with others, for the performance of such obligations, services and/or duties.

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ARTICLE V - MEMBERS

1. The Members of the CORPORATION shall consist of the following corporations: Isle of Sandalfoot Condominium, Inc., 2; Isle of Sandalfoot Condominium, Inc., 3; Isle of Sandalfoot Condominium, Inc., 4; Isle of Sandalfoot Condominium, Inc., 6; and, Isle of Sandalfoot Condominium, Inc., 7, herein referred to as the MEMBER ASSOCIATIONS.

2. The share of each MEMBER ASSOCIATION in the funds and assets of the CORPORATION, the DUTIES and the COMMON SURPLUS, and any MEMBER ASSOCIATION in this CORPORATION, cannot be assigned, hypothecated or transferred in any manner, except to the CORPORATION.

3. On all matters upon the Membership shall be entitled to vote, there shall be one vote for each MEMBER ASSOCIATION. The vote of each MEMBER ASSOCIATION shall be cast in accordance with the BYLAWS.

4. A MEMBER ASSOCIATION may withdraw from the CORPORATION only in accordance with the procedures set forth in the BYLAWS. Any Condominium within the Isle of Sandalfoot which is not an initial Member of the CORPORATION may join the CORPORATION upon the vote of a majority of the Members. Notwithstanding anything to the contrary contained herein, a MEMBER ASSOCIATION may withdraw at any time before the initial BYLAWS are adopted without further obligation.

ARTICLE VI - INCORPORATORS

The name and address of the incorporators (subscribers) are: Isle of Sandalfoot Condominium, Inc., 2, c/o Benchmark Property Management, 7932 Wiles Road, Coral Springs, Florida 33067; Isle of Sandalfoot Condominium, Inc., 3, c/o Benchmark Property Management, 7932 Wiles Road, Coral Springs, Florida 33067; Isle of Sandalfoot Condominium, Inc., 4, c/o Benchmark Property Management, 7932 Wiles Road, Coral Springs, Florida 33067; Isle of Sandalfoot Condominium, Inc., 6, c/o Benchmark Property Management, 7932 Wiles Road, Coral Springs, Florida 33067; and, Isle of Sandalfoot Condominium, Inc., 7, c/o Benchmark Property Management, 7932 Wiles Road, Coral Springs, Florida 33067.

ARTICLE VII

**INITIAL REGISTERED OFFICE ADDRESS AND
NAME OF REGISTERED AGENT**

The address of the initial registered office of the CORPORATION is 6261 N.W.

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6th Way, Suite 103, Lauderdale, FL 33309. The initial registered agent of the CORPORATION at that address is Kaya & Roger, P.A., Robert L. Kaya, Esq., President. The Address of the principle office is 7932 Wiles Road, Coral Springs, Florida, 33067.

ARTICLE VIII - DIRECTORS

- 1. The property, business and affairs of the CORPORATION shall be managed by a BOARD which shall consist of six (6) directors. Directors shall be appointed in the manner provided in the BYLAWS.
- 2. All of the duties and powers of the CORPORATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBER ASSOCIATIONS only when specifically required.
- 3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.
- 4. The names and addresses of the initial directors who shall hold office until their successor are appointed or elected are as follows:

Mickey Robinson
 George Schulman
 Joseph Dwloff
 Victor Lisabeth
 Pearl Mittleman

ARTICLE IX - OFFICERS

The officers of the CORPORATION shall be a president, vice-president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

PRESIDENT	Mickey Robinson
VICE PRESIDENT	Eugene Calden
SECRETARY	Natalie Aronson
TREASURER	Natalie Aronson

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ARTICLE X - INDEMNIFICATION

1. The CORPORATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the CORPORATION) by reason of the fact that he is or was a director, employee, officer or agent of the CORPORATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the CORPORATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the CORPORATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the CORPORATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the CORPORATION has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the CORPORATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the MEMBER ASSOCIATION.

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4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the CORPORATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the CORPORATION as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida; any Bylaw, agreement, vote of MEMBER ASSOCIATIONS or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The CORPORATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the CORPORATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the CORPORATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by a majority vote of the BOARD and may be altered, amended or rescinded in the manner provided by the BYLAWS. Any MEMBER that does not approve of the initial BYLAWS may withdraw from the CORPORATION without further obligation.

ARTICLE XII - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. A resolution for the adoption of the proposed amendment shall be adopted by the vote of not less than three-fifths (3/5ths) of the total votes of the MEMBER ASSOCIATIONS, as adopted by the BOARD. However, there shall be no change to Section 4 of Article V except upon the approval of 100% of the MEMBER ASSOCIATIONS, through the BOARD.

2. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of MEMBER ASSOCIATIONS without approval by all of the MEMBER ASSOCIATIONS. No amendment shall be

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made that is in conflict with the Florida Statutes.

3. Upon the approval of an amendment to these ARTICLES, articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be maintained in the CORPORATION records.

WHEREFORE, the undersigned, being the subscribers, MEMBER ASSOCIATIONS and directors of the Association, have executed these ARTICLES on this 31 day of December, 1997.

(Page 1 of 4 signature pages)

Witness:

Isle of Sandalfoot Condominium, Inc. 2

Eugene Calder
Thomas Calder

Mickey Robinson Pres.

Isle of Sandalfoot Condominium, Inc. 3

Eugene Calder
Thomas Calder

Henry J. Schulman Pres.

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Witness:

Eugene Calder
Blanca Calder

Eugene Calder
Blanca Calder

Isle of Sandalfoot Condominium, Inc. 4

Joseph D. Wall PRES

~~_____~~

Isle of Sandalfoot Condominium, Inc. 6

Vivian Lisabeth PRES

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Witness:

Eugene Calder
Sharon Calder

Isle of Sandalfoot Condominium, Inc. 7

Paul Mittelman PRES.

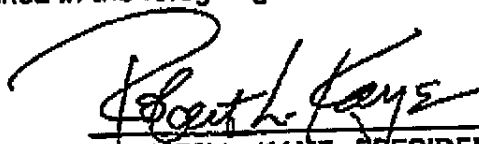
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts on behalf of Kaye & Roger, P.A., the appointment as registered agent contained in the foregoing Articles of Incorporation.



ROBERT L. KAYE, PRESIDENT

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TALLAHASSEE FLORIDA

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