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FLORIDA NON-PROFIT CORPORATION

Waterford Crossings Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**WATERFORD CROSSINGS PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME; PRINCIPAL OFFICE OF ASSOCIATION**

The name of the corporation shall be **WATERFORD CROSSINGS PROPERTY OWNERS ASSOCIATION, INC.** ("the Association"). The principal office of the Association shall be 3300 PGA Boulevard, Suite 620, Palm Beach Gardens, Florida 33410.

**ARTICLE II**

**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Protective Covenants for Waterford Crossings, recorded in Official Records Book 6596, Page 1058, of the Public Records of Palm Beach County, Florida, as amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Owners.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Owner or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Developer, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Owners.

Charles W. Edgar III, Esq. (FL Bar No. 291862)  
1645 Palm Beach Lakes Boulevard, Suite 1200  
West Palm Beach, Florida 33401  
Phone: (561) 686-3307

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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 and the Declaration including, without limitation, the power to borrow money (from the Developer or others) for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

### ARTICLE III

#### MEMBERS

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Parcel which is subject to the Declaration shall be a member of the Association. The term "Owner", as used herein and in the Declaration and By-Laws, shall be synonymous with the term "member" as used in Chapter 617, Florida Statutes.

Section 2. Voting Rights. The votes of the classes of Owners of the Association shall be cast by their respective classes of Voting Owners as follows:

Class A. Class A Owners shall be all those owners, as defined in Section 1, with the exception of the Developer (as long as the Developer maintains its Class B status and thereafter the Developer shall be a Class A Owner to the extent it qualifies as such).

Class B. The Class B Owner shall be the Developer, or a representative thereof designated by it in a written notice to the Association, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast by the Class A Delegates. Such Class B Owner representatives may be removed and replaced by the Developer in its sole discretion. The Class B Membership shall cease and terminate (and convert to a Class A Membership) as and when provided in the Declaration, at which time (or earlier, at the sole discretion of the Developer) the District Committees shall elect their Delegates.

Section 3. Meetings of Owners; Notices. The By-Laws of the Association shall provide for an annual meeting of the Owners, and may make provisions for regular and special meetings of Owners other than the annual meeting. A quorum for the transaction of business at any meeting of the Owners shall exist if the Owners having the power to cast a majority of the votes of the Owners shall be present at the meeting.

Notices of meetings of the Owners shall be given to the Owners and not to all of the Owners.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts, or otherwise, to a majority or specific

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percentage of the Owners, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of the Owners eligible to be cast by them at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum exists).

**ARTICLE IV**

**CORPORATE EXISTENCE; APPROVAL OF CERTAIN ACTS**

The Association shall have perpetual existence.

**ARTICLE V**

**BOARD OF DIRECTORS**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed and conducted by a Board of Directors of three (3) members initially, subject to increase as provided below.

Section 2. Election of Directors. Except as otherwise provided herein and for the first Board of Directors and their Developer-appointed replacements, directors shall be elected by the Owners at the annual meeting of the Association as provided by the By-Laws of the Association and as set forth herein, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate or other business entity, members of the Association, or designees of the Developer. Notwithstanding the foregoing, until the time provided in the following paragraph, the Class B Owner shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association, without the necessity of a vote.

The right of the Class B Owner to appoint majority of the Board of Directors shall terminate after all of the Parcels in The Properties have been conveyed to Class A Owners other than the Developer.

Section 3. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Owners and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Peter V. Cowie	3300 PGA Boulevard Suite 620 Palm Beach Gardens, Florida 33410

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Robert A. McIntosh

3300 PGA Boulevard  
Suite 620  
Palm Beach Gardens, Florida 33410

Donald C. Bainbridge

3300 PGA Boulevard  
Suite 620  
Palm Beach Gardens, Florida 33410

Section 5. Vacancies. If a Director shall for any reason cease to be a Director, the remaining directors shall elect a successor to fill the vacancy until the next annual meeting of the Association.

Section 6. Term of Office. Directors designated by the Class B Owner shall serve until same are removed by the Class B Owner or until same become legally incapacitated from serving in such position. Directors elected by Class A Owners shall serve one (1) year terms commencing on the first day of the calendar year following their election (but may succeed themselves) or until their successors are duly elected and have qualified.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation.

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Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

**ARTICLE VIII**

**AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided, however, (i) that to the maximum extent lawful the Developer may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Developer and (ii) the vote required to amend these Articles shall be 66 2/3% of the votes of the total votes of the Owners (and/or by the Class B Owner, where applicable).

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Article of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

**ARTICLE IX**

**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Charles W. Edgar, III	- 1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida

**ARTICLE X**

**INDEMNIFICATION**

Section 1. The Association 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 by reason of the fact that he/she is or was a

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director, employee, officer or agent of the Association, 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 such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

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

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Owners or otherwise, both as to action in his/her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association 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 Association, or is or was serving at the request of the Association 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, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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Section 6. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT


Until changed, Charles W. Edgar, III, shall be the registered agent of the Association and the registered office shall be at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his/her hand this 30th day of July, 1999.

  
\_\_\_\_\_  
CHARLES W. EDGAR, III

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 30th day of July, 1999, by Charles W. Edgar, III, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: TARA MACKI

[NOTARY SEAL]



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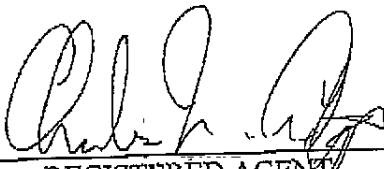
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at City of West Palm Beach, County of Palm Beach, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, located at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida- as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
REGISTERED AGENT

DATED this 30th day of July,  
1999.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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