

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Kings Point Insurance Alliance, Inc.

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**ARTICLES OF INCORPORATION
OF
KINGS POINT INSURANCE ALLIANCE, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I

NAME OF CORPORATION AND PRINCIPAL ADDRESS

The name of this corporation shall be **KINGS POINT INSURANCE ALLIANCE, INC.**, a Florida corporation not for profit, whose principal address and mailing address is c/o Prime Management Group, Inc., 6300 Park of Commerce Boulevard, Boca Raton, Florida 33487.

**ARTICLE II
PURPOSES**

The purpose for which the Corporation is organized is to form an alliance of condominium associations within the Kings Point community located in Palm Beach County, Florida, in order to obtain competitive, low-cost rates for any and all insurance needs of the members of this Corporation.

**ARTICLE III
POWERS**

The Corporation shall have the following powers and shall be governed by the following provisions:

A. The Corporation shall have all of the common law and statutory powers of a corporation not for profit.

B. The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation.

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ARTICLE IV
MEMBERS AND VOTING

The qualification of members of the Corporation and the manner of voting by members shall be as follows:

The Corporation shall have two (2) classes of voting membership:

1. The sole "Voting Member" shall be Prime Management Group, Inc., a Florida corporation ("Prime").

2. "Non-Voting Members" shall be all condominium associations within Kings Point which voluntarily elect to join the Corporation.

ARTICLE V
TERM

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI
INCORPORATOR

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

Mark F. Grant, Esq.
200 East Broward Boulevard
Fort Lauderdale, Florida 33301

ARTICLE VII
OFFICERS

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a 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.

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ARTICLE VIII
BOARD OF DIRECTORS

Prime shall appoint all members of the Board of Directors of the Corporation ("Board"). The number of Directors on the Board shall be determined by Prime prior to each meeting at which Directors are to be appointed.

ARTICLE IX
INDEMNIFICATION

Each and every Director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and postjudgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of his being or having been a Director or officer of the Corporation, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article IX shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Corporation, and in the event a Director or officer admits that he is or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of this Article IX shall not apply. The foregoing right of indemnification provided in this Article IX shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Corporation may be entitled under statute or common law.

ARTICLE X
BYLAWS

The Bylaws shall be adopted by the Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI
AMENDMENTS

A. These Articles may be amended solely by Prime as the sole Voting Member, without the prior consent of any other Members.

B. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made.

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ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 East Broward Boulevard, Fort Lauderdale, Florida 33301 and the initial registered agent of the Corporation at that address shall be Mark F. Grant, Esq.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 3rd day of December, 1999.

Mark F. Grant

Mark F. Grant
INCORPORATOR

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XII of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

Mark F. Grant

Mark F. Grant
REGISTERED AGENT

Dated: 12-3-99

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

SS:

The foregoing instrument was acknowledged before me this 3rd day of December, 1999, by Mark F. Grant, the person described as the Incorporator of these Articles who executed the foregoing Articles of Incorporation, who is personally known to me.

Norma Jean Lewis (SEAL)
Notary Public

My Commission Expires:

Printed, Typed or Stamped Notary Name



MY COMMISSION # CC06322 EXPIRES
December 4, 2000
BONDED THROUGH TROY FAIR INSURANCE CO.

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TALLAHASSEE, FLORIDA

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