

CONTACT:

N96000000801

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

507475
96 FEB 15 PM 2:17
FILED
TALLAHASSEE, FL
800001716178
-02/15/96--01087-016
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Byrd Beach Estates Homeowners'
(Corporation Name) (Document #)
2. Association Articles of Incorporation
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy ☐ ARTICLES ONLY
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status ☐ ALL CHARTER DOCS
☐ CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- ☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

F. CHESSEY FEB 15 1996

Examiner's Initials

**Articles of Incorporation
of the
Byrd Beach Estates Homeowners' Association, Inc.**

In order to form a corporation not-for-profit under and in accordance with the provisions of Florida Chapter 617 of the Florida Statutes, the undersigned subscribers hereby incorporate by the Articles of Incorporation of Byrd Beach Estates Homeowners' Association, Inc. ("Articles"), this corporation not-for-profit for the purposes and with the powers set forth herein. The undersigned, for the above-stated purposes, certify as follows:

**ARTICLE I
Definitions**

A. All terms which are defined in the Declaration of Restrictions and Protective Covenants, Conditions, and Restrictions for Byrd Beach Estates ("Declaration") recorded or to be recorded in the Public Records of Palm Beach County, Florida, shall be used herein with the same meanings as defined in said Declaration.

B. Association as used herein shall mean Byrd Beach Estates Homeowners' Association, Inc., a Florida Association not-for-profit, the Association formed by these Articles, its successors or assigns. The Association is NOT a condominium association, pursuant to Florida Chapter 718.

C. Byrd Beach Estates Association documents shall mean the Declaration, as may be amended from time to time, these Articles, and the By-Laws of the Association.

**ARTICLE II
Name**

The name of this Association shall be **BYRD BEACH ESTATES HOMEOWNERS' ASSOCIATION, INC.** (hereinafter referred as the Association), whose present address is 7000 West Palmetto Park Road, 2nd Floor, Boca Raton, Florida 33433.

**ARTICLE III
Purposes**

The purposes for which this Association is organized are to take title to, operate, administer, manage, lease and maintain the Association Common Areas, or such portions thereof, being that certain property known as **BYRD BEACH ESTATES**, Town of Highland Beach, Palm Beach County, Florida as are dedicated to or made the responsibility of the Association in the Declaration, a Supplement or in any Association 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 Associations not-for-profit in order to carry out the covenants and enforce the provisions of any Association Documents. The Association is not organized for profit and no part of the net earning, if any, shall inure to any Member or individual person, firm or corporation.

ARTICLE IV Powers

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

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

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

1. To perform any act required or contemplated by it under the Declaration, any Supplement or any other Association Documents.

2. To make, establish and enforce reasonable rules and regulations governing the use of the Committed Property or any portions thereof, including, without limitation, the Association Common Areas.

3. To maintain, repair, replace and operate the Association Common Areas in accordance with the Association Documents.

4. To enforce the provisions of the Declaration and other Association Documents.

5. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of the Committed Property; and to enter into any other agreements consistent with the purposes of the Association, including but not limited to agreements with respect to the installation, maintenance and operation of a master television antenna system and cable television system, or for professional management of the Committed Property and to delegate to such professional management certain powers and duties of the Association.

6. To establish Rules and Regulations regarding the use of property operated and managed by it.

7. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon Association of similar character by the provisions of Chapter 617, Florida Statutes.

8. The Association is not authorized to profit nor shall it have the power to issue certificates of stock or pay dividends and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. The Association may pay compensation in reasonable amount to its Members, Directors or Officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation shall be paid to a Director in his or her capacity as an officer or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to this Association.

9. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise and the proceeds thereof shall be held in trust for Members of the Association.

10. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE V Members and Voting

The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

A. *Membership.* Every person or entity who is a record Owner of a fee or undivided fee interest in any fee simple single family Lot which is subject by covenants of record to assess by the Association shall be a Member of the Association, provided that no such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member

B. *Voting Rights* Voting rights shall be as follows:

1. *Person Entitled to Vote:*

(a) The vote of the owners of a Lot owned by more than one natural person or by the Association or other legal entity shall be cast by the person (Voting Member) named in a proxy or certificate of voting authorization (Certificate) executed by all of the Owners of the Lot, if appropriate, by properly designated officers, partners or principals of the respective legal entity and filed with the Secretary of the Association. If such a proxy or Certificate is not filed

with the Secretary of the Association, the vote of such Lot shall not be considered for a quorum or for any other purpose.

(b) Notwithstanding the provisions of Paragraph immediately above, whenever any Lot is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a proxy or Certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote: (i) where both husband and wife are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting; (ii) where only one (1) spouse is present at a meeting, the spouse present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Association by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Lot shall not be considered; (iii) where neither spouse is present, the person designated in a proxy or Certificate signed by either spouse may cast the Lot vote, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Voting Member by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Voting Member by the other spouse, the vote of said Lot shall not be considered. The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against any such Member's Lot shall remain unpaid for more than thirty (30) days after the due date for the payment thereof.

2. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Association Documents.

3. *Meetings of Members* The By-Laws of the Association shall provide for Annual Meetings of Members, and may make provisions for regular and special meetings of Members in addition to the annual meetings. The number of votes necessary and required to constitute a quorum, any meeting of Members shall be established in the By-Laws of the Association.

ARTICLE VI

Term

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

ARTICLE VII

Incorporators

The name and street address of each of the Incorporators of the Association are as follows:

<i>Name</i>	<i>Address</i>
Morris L. Stoltz II	7000 W. Palmetto Park Road, 2nd Floor, Boca Raton, FL 33433
Charles Johnson	7000 W. Palmetto Park Road, 2nd Floor, Boca Raton, FL 33433

ARTICLE VIII Officers

A. The affairs of the Association shall be managed by the President of the Association, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer; and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a member of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX First Officers

The names of the officers who are to serve until the first election of officers by the Board of Directors are as follows:

President: Morris L. Stoltz II

Vice President: Charles Johnson

Secretary: Charles Johnson

Treasurer: Morris L. Stoltz II

ARTICLE X Board of Directors

A. The number of members of the First Board of Directors ("First Board") shall be two (2). Thereafter, the number of members of the Board shall be as provided in Paragraph C of this Article X.

B. The name and street address of each person who is to serve as the First Board are as follows:

<i>Name</i>	<i>Address</i>
Morris L. Stoltz II	7000 W. Palmetto Park Road, 2nd Floor, Boca Raton, FL 33433
Charles Johnson	7000 W. Palmetto Park Road, 2nd Floor, Boca Raton, FL 33433

The First Board shall be the Board of the Association until the first Annual Members' Meeting. The Developer shall have the right to appoint, designate or elect all the members of the First Board until the first Annual Members' Meeting and in the event of any vacancy, fill any such vacancy. Developer reserves the right to remove any Director from the First Board.

C. 1. After the Association Turnover Date, the Board shall be composed of three (3) Directors plus those Directors, if any, which Developer is entitled to designate as set forth in Paragraph D of this Article X. The Association Turnover Date shall occur in accordance with Article III, Section 3 of the Declaration.

2. Within one hundred twenty (120) days subsequent to the date the Developer no longer holds title to any Lots, Developer shall relinquish its right to appoint, designate or elect Directors and shall cause all the Directors on the First Board to resign.

3. The term Conveyed shall mean the sale of a Lot in fee simple to a purchaser who is not designated as the Developer and the recording of an instrument of conveyance to such purchaser amongst the Public Records of the County.

D. 1. At the first Annual Members' Meeting, and at all Annual Members' Meetings thereafter until the Association Turnover Date, the Members shall elect one Director.

2. At the first Annual Members' Meeting after the Association Turnover Date, and at all Annual Members' Meetings thereafter, the Members shall elect all of the Directors. Furthermore, after the Association Turnover Date and for so long as Developer owns five percent (5%) of the Lots, Developer shall have the right, but not the obligation, to designate one additional Director and his/her successors (Developer Director). The Directors to be elected by the Members shall be elected to Initial Terms (as that term is hereinafter defined) of one (1) year.

E. Except for Directors designated by Developer on the First Board and Developer Director, all Directors must be Members.

F. The resignation of a Director who has been designated, appointed or elected by Developer, or the resignation of an officer of the Association who was elected by the First Board, shall remise, release, acquit, and forever discharge such Director or officer of and from any and all manner of action(s), cause(s) of action, suits debts, dues, claims, bonds, bills, covenants, contracts, controversy, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Members had, now have, or will have; or which any personal representative, successor, heir or assign of the Association or Members hereafter may have against such Director or officer by reason of his having been a Director or officer of the Association.

ARTICLE XI Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration or settlement 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, whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common law or statute.

ARTICLE XII By-Laws

By-Laws of the Association shall be adopted by the First Board and thereafter may be altered, amended, or rescinded in the manner provided for in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XIII Amendments

A. These Articles may be amended by the following methods:

1. (a) The Board 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 Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of all Members entitled to vote thereon.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Directors and all Members setting forth their intention that an amendment to these Articles be adopted.

B. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

C. A copy of each amendment shall be filed and certified by the Secretary of State of Florida.

D. A certified copy of each such amendment shall be attached to any certified copy of these Articles and shall be part of such Articles and an exhibit to the Declaration upon the recording of the Declaration; or, in lieu thereof, Restated Articles (as hereinafter described) may be adopted and a certified copy thereof shall be attached as an exhibit to the Declaration upon recordation thereof.

E. Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend, or alter the rights of: (i) Developer, including the right to designate and select the Directors as provided in Article X hereof, without the prior written consent thereto by Developer; (ii) any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XIV Successor Entities

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 this Association, or such successor.

ARTICLE XV Transactions in which Directors or Officers are Interested

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be valid, void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XVI Restatement of Articles

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as Restated Articles and adopted by the Board. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Association's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the Office of the Secretary of State of the State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article XIII hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Association of the Association.

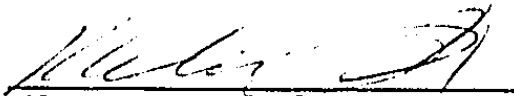
C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article XIII are complied with. In such event, the Articles of Association shall be specifically designated as such.

ARTICLE XVII

Registered Office and Registered Agent

The street address of the initial registered office of the Association is 301 Yamato Road, Suite 2110, Boca Raton, FL 33431 and the initial Registered Agent of the Association at that address shall be Mitchell B. Kirschner.

IN WITNESS WHEREOF, we, MORRIS L. STOLTZ II and CHARLES JOHNSON, the Incorporators of Byrd Beach Estates Homeowners' Association, Inc., have hereunto affixed our signatures and caused the corporate seal thereof to be hereunto affixed this 14 day of February 1996.


MORRIS L. STOLTZ II


CHARLES JOHNSON

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That Byrd Beach Estates Homeowners' Association, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal officer of business at the City of Boca Raton, State of Florida, has named MITCHELL B. KIRSCHNER, located at 301 Yamato Road, Suite 2110, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in his capacity, and I further agree to comply with the provisions of all statutes relative to the Property and complete performance of my duties.

Dated this 10 day of February, 1996.



MITCHELL B. KIRSCHNER

FILED
96 FEB 15 PM 2:17
TALLAHASSEE, FLORIDA