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FLORIDA NON-PROFIT CORPORATION

VILLA SAN REMO NEIGHBORHOOD "B" HOMEOWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
VILLA SAN REMO NEIGHBORHOOD "B"
HOMEOWNERS' ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 AND PRINCIPAL ADDRESS

The name of this corporation shall be VILLA SAN REMO NEIGHBORHOOD "B" HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as the "Association". The principal address, which is the same as the registered office, is: c/o JARED BEDICK, 8632 Via Giulia, Boca Raton, Florida 33496.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for VILLA SAN REMO dated March 23, 1989 and recorded in Official Records Book 6007, Page 1853, as amended in Official Records Book 6181, Page 574 and Official Records Book 7647, Page 260 all of the Public Records of Palm Beach County, Florida, (the "Declaration"). All terms used herein and in the Bylaws shall have the meanings, if any, assigned to them in the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall be distributed to any of its members, directors or officers.

The Association by and through its Board of Directors shall have the following powers:

1. 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.

Prepared By:

Howard B. Nadel, Florida Bar No. 0885060

Neimark & Nadel, P.A.

800 Corporate Drive, Suite 420

Fort Lauderdale, Florida 33334

Telephone: (954) 493-8000

Telefax: (954) 493-6505

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2. All of the powers and duties reasonably necessary to operate the Association as set forth in the Declaration and Bylaws, as they may be amended from time to time.

ARTICLE III

MEMBERS

Section 1. Membership.

A. The members of the Association shall consist of every person or entity who is a record owner of a fee or undivided fee interest in any lot which is located in Boca Azul Phase Two, according to the Plat thereof, as recorded in Plat Book 60, Page 157 of the Public Records of Palm Beach County, Florida, and in Boca Azul Phase Three, according to the Plat thereof, as recorded in Plat Book 61, Page 108 of the Public Records of Palm Beach County, Florida, and is subject to the covenants of record to assessment by the Association as set forth in the Declaration, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

B. Change of 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 record title to a lot and the delivery to the Association of a copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

C. 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 lot.

Section 2. Voting Rights. The members of the Association shall be entitled to one vote for each lot owned by them. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. The presence, in person or by proxy, of the members in good standing representing one-third (1/3) of the total votes of the Association shall constitute a quorum for the transaction of business at any meeting of the members.

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ARTICLE IV

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of three (3) members or five (5) members, the final determination of which shall be as set forth in the Bylaws, as said Bylaws may be amended from time to time. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the members of the first Board of Directors of the Association, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

JUNE ROTHBERG: 8668 Via Giulia, Boca Raton, Florida 33496.

JACK SCHNEIDER: 8608 Via Giulia, Boca Raton, Florida 33496.

JARED BEDICK: 8632 Via Giulia, Boca Raton, Florida 33496.

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association. The Bylaws shall also provide for the method of voting in the election, removal from office of directors, the term of office of directors, the duties of the directors and the method for filling vacancies. All directors shall be members of the Association.

ARTICLE VI

OFFICERS

Section 1. Offices Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect in accordance with the Bylaws of the Association.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and serve until qualified successors are duly elected and

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have taken office. The Bylaws 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 and Vice President shall be directors; 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.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President:	JACK SCHNEIDER	8608 Via Giulia, Boca Raton, Florida 33496
Vice-President:	JUNE ROTHBERG	8668 Via Giulia, Boca Raton, Florida 33496
Secretary/Treasurer:	JARED BEDICK	8632 Via Giulia, Boca Raton, Florida 33496.

ARTICLE VII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and shall be consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express

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their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

3. Approval of an amendment must be by not less than two thirds (2/3) of the entire membership of the Board of Directors and by not less than two thirds (2/3) of the votes of the entire membership of the Association; or by not less than eighty percent (80%) of the votes of the entire membership of the Association.

4. Notwithstanding the aforementioned, no amendment shall: (a) make any changes in the qualifications for membership nor the voting rights of members, without the written approval or affirmative vote of all members of the Association; or (b) in any manner conflict with the terms, covenants and provisions contained in the Declaration.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director or officer of the Association, whether or not 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 misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. 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 under statute or common law.

ARTICLE X

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 invalid, 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.

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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 XI

REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: JARED BEDICK 8632 Via Giulia, Boca Raton, Florida 33496

ARTICLE XII

INCORPORATOR

JARED BEDICK is the Incorporator of these Articles.

IN WITNESS WHEREOF, the said Incorporator has hereunto set her hand this 13 day of JANUARY, 1999.

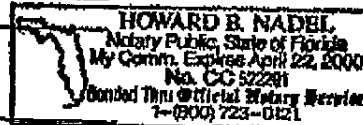
Jared Bedick
JARED BEDICK
8632 Via Giulia, Boca Raton, Fl. 33496

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of JANUARY, 1999 by JARED BEDICK who is personally known to me or has produced her driver's license as identification.

Howard B. Nadel
Printed Name:

NOTARY PUBLIC
My Commission Expires: _____



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That VILLA SAN REMO NEIGHBORHOOD "B" HOMEOWNERS' ASSOCIATION, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 8632 Via Giulia, Boca Raton, Florida 33496 with JARED BEDIK as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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

Jared Bedik
JARED BEDIK

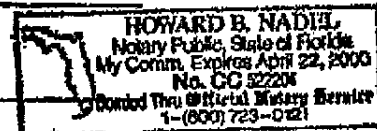
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JARED BEDIK who is personally known to me or has produced his driver's license as identification and is the person described as Registered Agent and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on the 13 day of January, 1999.

Howard B. Nadell
Printed Name:

NOTARY PUBLIC
My Commission Expires: _____



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