

No 1000004413

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An Association of Professional Associations

Not a Partnership

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June 21, 2001

**VIA FEDERAL EXPRESS**

Ms. Doris Brown  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

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-06/13/01--01067--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Dockside Village Homeowners Association, Inc.**

Dear Ms. Brown:

Pursuant to your request, enclosed please find the Articles of Incorporation of this proposed not-for-profit corporation, which now include three (3) directors.

Also enclosed is your previous correspondence.

Thank you for your assistance in this matter.

Sincerely,

**SAAVEDRA, PELOSI & GOODWIN**

*Allyson Goodwin*

Allyson D. Goodwin, Esquire

ADG/ec.  
Encls.

D. BROWN JUN 25 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 15, 2001

ALLYSON D. GOODWIN  
312 SOUTHEAST 17TH STREET  
SECOND FLOOR  
FORT LAUDERDALE, FL 33316

SUBJECT: DOCKSIDE VILLAGE HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W01000013801

We have received your document for DOCKSIDE VILLAGE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 201A00036805

**ARTICLES OF INCORPORATION  
OF  
DOCKSIDE VILLAGE HOMEOWNERS ASSOCIATION, INC.**

a Florida Not-For-Profit Corporation

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The undersigned for the purpose of forming a not-for-profit corporation under the Florida General Corporation Act and Florida Statutes Chapter 617 hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is DOCKSIDE VILLAGE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION".

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS**

The principal office of the ASSOCIATION shall be care of Saavedra, Pelosi & Goodwin, 312 Southeast 17 Street, Second Floor, Fort Lauderdale, Florida, 33316, or such other place as may be subsequently designated by the Board of Directors, but meetings of Members and Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

**ARTICLE III – PURPOSE AND POWERS**

**SECTION 1. PURPOSES**

The general purposes for which the not-for-profit corporation is organized are:

1. To transact any lawful business under the laws of the State of Florida. Specifically to operate as a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes;
2. To maintain and enforce the covenants and restrictions that run with title to all land and properties as described in Exhibit "1" attached hereto, pursuant to Florida Statutes Chapters 617 and 720; and
3. To organize activities for the preservation, protection and fostering of its members rights as property owners, taxpayers, neighbors and consumers in conjunction with the maintenance of Property values of the members real property.

**SECTION 2. POWERS.**

For the purposes set forth in Section 1 above, and subject to any limitations set forth in the Declaration, the ASSOCIATION shall have the power to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the ASSOCIATION as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the ASSOCIATION, including all licenses, taxes or governmental charges levied or imposed against the property of the ASSOCIATION;

3. To carryout the duties and responsibilities of the ASSOCIATION as set forth in the Declaration, including the providing of an organizational structure, for the Members to engage in social and recreational activities, to provide for the operation and maintenance of Common Areas, to levy and collect assessments for the expenses of the ASSOCIATION, and to exert architectural control over the construction and maintenance of improvements on all land and properties as described in Exhibit "1" attached hereto.

4. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

5. Borrow money, guarantee payment or performance of obligations, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the ASSOCIATION. No such dedication or transfer shall be effective unless an instrument signed by 75% of the Owners of the Members agreeing to such dedication, sale or transfer has been recorded, or such dedication or transfer is to public agencies, authorities or utilities in accordance with the Declaration;

7. Establish and adopt Bylaws, the Dockside Village Homeowners Rules if so required by the Board and other rules and regulations deemed necessary and expedient to carry into effect the objects and purposes of the ASSOCIATION; and

8. Have and exercise any and all powers, rights and privileges which a not-for profit corporation organized under Florida Statute Chapters 617 may by law now or hereafter have or exercise.

### SECTION 3. LIMITATION ON PURPOSES.

No part of the net earnings of the ASSOCIATION shall inure to the benefit of any Owner, Member or individual (other than by promoting social and recreational activities for Members, by acquiring, constructing, or providing management, maintenance, and care of the Common Area, or by a rebate of excess membership dues, fees or Assessments).

## ARTICLE IV - MANNER OF ELECTION

Initially the Developer shall have the right to appoint all of the Directors. Members other than the Developer are entitled to elect at least a majority of the Board of Directors of the ASSOCIATION, in the manner set forth in the Bylaws, when the earlier of the following events occurs:

- (1) Three months after 90 percent of the parcels in all phases of the community that will ultimately be operated by the homeowners' association have been conveyed to members; or
- (2) Such other percentage of the parcels has been conveyed to members, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of parcels.

## ARTICLE V - INTIAL DIRECTORS/OFFICERS

The control and management of the affairs of this ASSOCIATION shall be vested in a Board of Directors of not less than ~~three~~ (3) and no more than five (5) Directors who need not be Members of the ASSOCIATION, The names and addresses of the persons who are to serve as Directors beginning with the incorporation of the ASSOCIATION until their successors are elected and qualified are:

<u>Names</u>	<u>Addresses</u>
Mr. J. Robert Jolley	2400 East Las Olas Blvd., Ft. Lauderdale FL 33301
Mr. Alec Hart	312 S.E. 17 <sup>th</sup> Street, 2 <sup>nd</sup> Floor, Ft. Lauderdale, Florida 33316
Mr. William Bibo	312 S.E. 17 <sup>th</sup> Street, 2 <sup>nd</sup> Floor, Ft. Lauderdale, Florida 33316

## ARTICLE VII - INCORPORATORS

The name and address of the Incorporator is:

<u>Names</u>	<u>Addresses</u>
Mr. J. Robert Jolley	2400 East Las Olas Blvd., Ft. Lauderdale FL 33301

## ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 312 S.E. 17<sup>th</sup> Street, 2<sup>nd</sup> Floor, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent at such address is ALLYSON D. GOODWIN, Esq.

## **ARTICLE VIII – MEMBERSHIP AND VOTING**

1. Each owner of a lot is a Member of the ASSOCIATION. Membership in the ASSOCIATION shall be appurtenant to and shall automatically follow the legal ownership of each lot and may not be separated from such ownership. Only lot owners shall be members of the ASSOCIATION.

2. On all matters upon which the Membership shall be entitled to vote, there shall be only one vote for each lot, in the manner provided in the Bylaws.

3. The Bylaws shall provide for an annual meeting of the Members of the ASSOCIATION and shall make provisions for special meetings.

## **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

## **ARTICLE X - AMENDMENT**

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

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

2. Initiation. A resolution to amend these Articles may be proposed either by any Director, or by or at the direction of ten (10%) or more of the Members of the ASSOCIATION. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Article \_\_\_\_ for present text." Non-material errors or omissions in the Article process shall not invalidate an otherwise properly promulgated amendment.

3. Adoption of Amendments.

(a) A resolution for the adoption of the proposed amendment shall be adopted by not less than a majority of the votes of the Members present in person or by proxy at a duly called meeting of the ASSOCIATION with a quorum present.

(b) Notwithstanding anything contained herein to the contrary, until a majority of the Board is elected by Lot Owners other than the Developer, these Articles may be amended by majority vote of the Board without the vote or approval of the Members of the ASSOCIATION.

4. Limitation. No amendment shall make any changes in the qualification for Membership nor in the voting rights or property rights of Members without approval by all of the Members affected and Mortgagees holding first mortgages on all Lots affected. No amendment shall be made that is in conflict with the Declaration or the Articles. So long as the Developer owns any Lot no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Developer, unless the Developer shall join in the execution of the amendment, including but not limited to any right of the Developer to appoint Directors.

5. Execution and Recording. No modification of, or amendment to, the Articles shall be valid until recorded in the public records of Broward County, Florida.

6. FHA/VA Approval. Notwithstanding anything contained herein to the contrary, any amendment to these Articles made by Developer, or made by the Members prior to the completion and conveyance by Developer of seventy-five (75%) of all of the Lots which may be constructed within the Property, must be approved by the Federal Housing Administration or by the Veterans Administration if any mortgage encumbering any Lot is guaranteed or insured by either such agency, and if such amendment materially and adversely affects the Members or the general scheme of development created by the Declaration. Such approval shall specifically not be required where the amendment is made to correct errors or omissions or is required to comply with the requirements of any Institutional Lender so that such lender will make, insure or guarantee mortgage loans for the Lots, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Developer or to the ASSOCIATION within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery, and such approval shall be conclusively evidenced by a certificate of Developer or the ASSOCIATION that the approval was given or deemed given.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17<sup>th</sup> day of June, 2001.

STATE OF FLORIDA  
COUNTY OF BROWARD

BY:

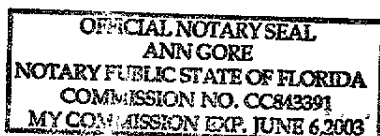
  
J. Robert Jolley

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared J. Robert Jolley, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 17<sup>th</sup> day of June, 2001.

  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS,  
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 DOCKSIDE VILLAGE HOMEOWNERS ASSOCIATION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Ft. Lauderdale, State of Florida, has named Allyson D. Goodwin, Esq. of Saavedra, Pelosi & Goodwin, located at 312 S.E. 17<sup>th</sup> Street, 2<sup>nd</sup> Floor, Fort Lauderdale, Florida 33316 as its agent to accept service of process within Florida.

**Dockside Village Homeowners Association, Inc.**

BY: 

J. Robert Jolley

Date:

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.

  
Allyson D. Goodwin, Esq.

Saavedra, Pelosi & Goodwin, A.P.A.

Date:

June 11, 2001