

N030000006268

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

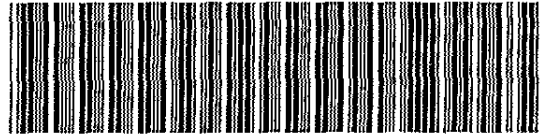
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600021480096

07/16/03--01029--004 **87.50

FILED

03 JUL 23 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

44 7/23

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Phoenician Cove Homeowners Association
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Karen R See (1)

Name (Printed or typed)

2525. Embassy Dr #2

Address

Copper City FL 33026

City, State & Zip

954-442-7771

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



-- FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 17, 2003

KAREN R. SPELL
2525 EMBASSY DRIVE #2
COOPER CITY, FL 33026

SUBJECT: PHOENICIAN COVE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W03000020356

We have received your document for PHOENICIAN COVE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please note in Article V Section 2 you need to put the date of the first annual meeting or take that sentence out of the articles.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 303A00042032

RECEIVED
JUL 23 11:10:47
FLORIDA

03 JUL 23 PM 10:47

FILED

FILED

03 JUL 23 AM 11:59

**ARTICLES OF INCORPORATION
OF
PHOENICIAN COVE HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be PHOENICIAN COVE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, which is hereinafter (in these Articles) referred to as the "Association." Whose principal place of business is 11441 Interchange Circle South Miramar, FL 33025

**ARTICLE II
PURPOSES AND POWERS**

The objectives and purposes of the association are to own, operate, manage, and administer those portions of real property, and to perform those objectives and purposes, as are authorized by the Declaration recorded (or to be recorded) in the Public Records of Broward County, Florida, and amendments filed in accordance therewith and set forth in these Articles of Incorporation and the Bylaws of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Phoenician Cove Member or other Person.

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 entered into the powers and duties of the Association.

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, the Bylaws or the Sub-Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

**ARTICLE III
MEMBERS AND VOTING RIGHTS**

Section 1. Membership. Every Person who is a record Owner of a fee interest in any Lot which is or is at any time made subject to the Declaration shall be a Phoenician Cove Member of the Association, provided that any such Person who holds such interest merely as a security for the performance of an obligation shall not be a Member. Membership in the Association and

transfer thereof shall be upon such terms and conditions as is provided for in the Declaration, Bylaws or these Articles.

Section 2. Multiple Ownership.

- (a) If there is more than one Phoenician Cove Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one Person, such Phoenician Cove Members collectively shall be entitled to only one vote. The vote of the Owners of a Lot owned by more than one Person shall be cast by the person ("Voting Member") named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent such certificate. If such certificate is not filed with the Secretary of the Association, the vote of such Lot shall not be considered.
- (b) Notwithstanding the provisions of Section 5(a) above, whenever any Lot is owned by a husband and wife, they may, but shall not be required to, designate a Voting Member. If 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:
 - (1) When 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. If 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.
 - (2) When only one spouse is present at a meeting, the spouse present may cast the Lot vote without establishing the concurrence of the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Phoenician Cove Member shall not be considered.
- (c) When neither spouse is present, the person designated in a proxy or certificate signed by either spouse may cast the 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 Phoenician Cove Member shall not be considered.

Section 3. Meetings of Phoenician Cove Members. The Bylaws of the Association shall provide for an annual meeting of Phoenician Cove Members, make provision for regular and special meetings of Phoenician Cove Members other than the annual

meeting and set the quorum requirements for meetings of the Phoenician Cove Members. Business of any nature whatsoever may be conducted at any special or annual meeting including, but not limited to, the election of directors.

- Section 4. No Transfer or Hypothecation. No Phoenician Cove Member may assign, hypothecate or transfer in any manner his membership in the Association except as an appurtenance to his Lot.
- Section 5. Loss of Membership. Any Phoenician Cove Member who conveys or loses title to a Lot by sale, gift, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Phoenician Cove Member resulting from ownership of such Lot.

ARTICLE IV CORPORATE EXISTENCE

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 by a Board of Directors, which shall consist of not less than three persons and no more than seven persons. The number of Directors if in excess of three persons shall be determined by the membership. A majority of the Directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of Directors.
- Section 2. Board of Directors. The names and addresses of the Board of Directors of the Association, who shall hold office until the first annual meeting of Phoenician Cove Homeowners Association, Inc. (which first annual meeting shall take place on or before December 31, 2006 And thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Carl Lunetta, President	11441 Interchange Circle S., Miramar, FL 33025
Arlene Lunetta, V.P.	11441 Interchange Circle S., Miramar, FL 33025
Carmen Lunetta, Sec./Treas.	11441 Interchange Circle S., Miramar, FL 33025

ARTICLE VI AMENDMENTS

- Section 1. Manner of Amendment. Amendments to these Articles of Incorporation shall be

proposed and approved by the Board of Directors and thereafter submitted for approval by at least two thirds (2/3) of the Lot Owners at a meeting of the membership of the Association, provided that no amendment shall be effective which would affect the rights of the Class B Member without the approval of the Class B Member, and no amendment shall be effective which will adversely affect the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee. No amendment shall be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Sub-Declaration. Any amendment to these Articles shall be filed with the Secretary of State of the State of Florida, and a certified copy of such amendment from the Secretary of State shall be recorded in the Public Records of the County.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control.

ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Karen R. Spell	Spell & Associates, P.A. 2525 Embassy Drive #2 Cooper City, Florida 33026

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnity. 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, or suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, incorporator, 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 if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was

brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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 and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses. To the extent that a Director, officer, incorporator, 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 shall be indemnified against expenses (including attorneys' fees, appellate attorneys' fees and court costs) reasonably incurred by him in connection therewith.

Section 3. Approval. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, incorporator, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Phoenician Cove Homeowners Association Members.

Section 4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, incorporator, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 5. Miscellaneous. 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 bylaw, agreement, vote of Phoenician Cove Homeowners Association Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, incorporator, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Insurance. 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 status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE IX
REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT**

The registered office of this corporation shall be at 2525 Embassy Drive, #2, Cooper City, Florida 33026, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent shall be Karen R. Spell, whose address, for purposes of receiving service of process, is c/o Spell & Associates, P.A., 2525 Embassy Drive, #2, Cooper City, Florida 33026.

**ARTICLE X
DISSOLUTION**

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than three-fourths of each class of Phoenician Cove Homeowners Association Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes. Article VIII herein also governs issues concerning mergers, consolidations and dissolution.

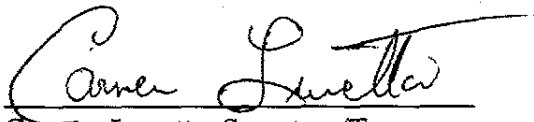
**ARTICLE XI
NO STOCK OR DIVIDENDS**

There shall be no dividends to any of the Phoenician Cove Homeowner Association Members. This Association shall not issue shares of stock of any kind or nature whatsoever.

Phoenician Cove Homeowners Association, Inc.,
A Florida not-for-profit corporation,

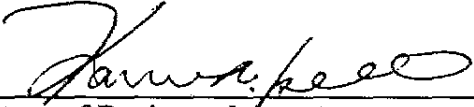
By: 
Carl Lunetta, President

ATTEST:


Carmen Lunetta, Secretary/Treasurer

Phoenician Cove Homeowners Association, Inc

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent
Karen R. Spell

July 18, 2003
Date

FILED
03 JUL 23 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA