

760330

THOMAS J. ANSBRO, ESQ.  
3107 Stirling Rd., Suite 300  
Ft. Lauderdale, FL 33312  
Telephone: (954) 763-4242  
Facsimile: (954) 764-7770

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
02 MAY 13 PM 3:15

State of Florida  
Secretary of State  
Division of Corporations  
Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

800005506388--9  
-05/13/02--01069--003  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

May 10, 2002

Re: 1) Filing of Amended Articles of Incorporation of Pelican Cove Property Owners Association, Inc. (a not-for-profit Florida corporation) and  
2) Certification of Amended Articles

Dear Division of Corporation Representative:

Enclosed is an original (notarized) version of the referenced document for Pelican Cove Property Owners Association, Inc. (a not-for-profit Florida Corporation). Also enclosed is my Trust Account Check Number 1775 dated May 10, 2002, in the amount of \$43.75 (\$35.00 for filing of the amended document and \$8.75 for one certified copy of the amended document, consisting of six (6) pages as filed). If there are any questions, would you please contact me at the above telephone number.

Very truly yours,

T.J. Ansbro GAVE

AUTHORIZATION BY PHONE TO

~~CORRECT~~ *add "sufficient for approval"*

DATE 5/17

*[Signature]*  
Thomas J. Ansbro

DOC. EXAM 73

TJA:SIW

Enclosure

cc: Mr. Hugh Downe, President

*Amend*

V SHEPARD MAY 20 2002

FILED  
SECRETARY OF  
DIVISION OF CORPORATIONS  
02 MAY 13 PM 3:10

**AMENDED  
ARTICLES OF INCORPORATION OF PELICAN COVE  
PROPERTY OWNERS ASSOCIATION, INC. (A Corporation not for profit)**

**ARTICLE I. NAME**

The name of the corporation shall continue to be PELICAN COVE PROPERTY OWNERS ASSOCIATION, INC., and shall be referred to in this document as the "Association" or the "Corporation".

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of the Association is located at 6110 N. Ocean Boulevard, Ocean Ridge, Florida 33435.

**ARTICLE III. REGISTERED AGENT AND REGISTERED OFFICE**

Thomas J. Ansbro is appointed by the Association as the Registered Agent of the Association. The address of such Agent is c/o 3107 Stirling Rd., Suite 300, Ft. Lauderdale, FL 33312, Florida.

The Association was originally organized and continues: to serve as the instrumentality of property owners in the development commonly known as Pelican Cove for the purpose of controlling and regulating use of the amenities in the development; to promote, assist and provide for the adequate and proper maintenance of Pelican Cove for the benefit of all of its owners; to provide and promote recreational activity within Pelican Cove through the acquisition of land and facilities (whether by fee simple ownership, leasehold or other possessory use interest), and provide for the maintenance of such land and facilities by employing such means and methods as the Association may deem in the best interest of its members; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-laws, these Amended Articles of Incorporation, and the Declaration of Covenants and Restrictions, all as amended from time to time and applicable to the Association; to acquire, hold, convey and otherwise deal with real and personal property in the Corporation's capacity as a property owners' association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its members as the Association may deem proper.

**ARTICLE IV. POWERS**

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

- (1) The Corporation 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 and, in addition, all of the powers set forth in the Declaration of Covenants and Restrictions (the "Declaration"), also as amended from time to time which are not in conflict with applicable law.

(2) The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation, including but not limited to the following:

(a) To acquire (by gift, purchase or otherwise), own, hold, improve, build on, 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 Corporation, in accordance with the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection with those activities and all office and other expenses incident to the conduct of the business of the Association, including payment of all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) To use the proceeds of the assessments in the exercise of its powers and duties.

(d) To borrow money, and with the written consent of two-thirds (2/3) of the Association members, to mortgage, pledge, deed in trust or hypothecate any or all real or personal property of Association as security for money borrowed or debts incurred.

(e) To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for public or utility purposes, subject to such conditions as may be agreed to by the consent of two-thirds (2/3) of the members.

(f) To purchase insurance upon all of the Association's property and the individual residential units pursuant to the Declaration.

(g) To reconstruct improvements upon Association property after casualty, and to further improve the property.

(h) To promulgate and amend rules and regulations with respect to the use of Association property.

(i) To enforce, by legal means, the provisions of the Declaration, as the same may be amended from time to time.

(j) To enforce, by legal means, the provisions of these Articles, the By-laws of the Corporation and the rules and regulations for use of the property.

(k) To employ employees and agents at reasonable compensation in order to provide for the proper administration of the Association's responsibilities.

(l) To contract for or otherwise provide for the management of the Association, and to delegate to such person(s) all powers and duties of the Association necessary to effectively manage Association property and matters.

## ARTICLE V. MEMBERS AND VOTING RIGHTS

The qualifications of the Association members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

(1) The Owner(s) of each Unit subject to the Declaration shall automatically become a member of the Association upon acquisition of a fee simple interest title to any Unit subject to the Declaration, by filing of record a deed in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, evidencing such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

(2) If a member dies and his or her fee simple interest is divided into a life estate for one or more beneficiaries and a remainder interest to other beneficiaries, the then current life tenant shall be treated as the member for all purposes of the Association.

(3) Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his or her fee simple interest in the Unit upon which automatic membership is based or his or her interest is transferred or conveyed by operation of law, at which time the membership (with respect to the Unit conveyed) shall automatically be conferred upon the transferee. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to the Declaration.

(4) The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Unit. The properties, funds and assets of the Corporation shall be held or used for the benefit of the membership and for the purposes authorized in this document, in the Declaration and in the By-laws as adopted and amended from time to time.

(5) Each member of the Association shall be entitled to one (1) vote for each Unit in which he or she holds the interest required for membership. When more than one person holds such interest in any Unit, all such persons shall be members, but the vote for such Unit shall be exercised as they among themselves determine, and in no event shall more than one (1) vote be cast with respect to any such Unit.

(6) Members of the Association shall have no vested right, interest, or privilege of, in or to the assets, functions, affairs or franchises of the Association, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his or her membership ceases, or while he or she is not in good standing. When a member is not in good standing for failure to pay regular annual assessments in excess of ninety (90) days he or she shall not be entitled to vote or exercise any other rights of a member in the Association.

## ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (the "Board"). The

Board shall consist of five (5) Directors. Boards and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the By-laws of the Association, as the same shall be constituted from time to time.

#### ARTICLE VII. OFFICERS

The Officers of the Corporation shall be elected by the Board of Directors, in accordance with the By-laws of the Corporation and, under the direction of the Board, shall carry out those duties assigned to them by the By-laws. The Officers shall consist of a President, a Vice President, a Secretary and a Treasurer. More than one office may be held by the same person, except that no one person may serve simultaneously as President and Secretary. In addition, the Directors may provide for such agents, supervisory personnel or employees of the Corporation as they shall see fit, none of whom need be members of the Corporation. Commencing with the first regular meeting of the Board of Directors, Officers will be elected annually to hold office until the next annual meeting of the Board or until their successors are qualified and elected. Officers may serve successive terms without limitation. All officers must be members of the Association or spouses of members.

#### ARTICLE VIII. BY-LAWS

The original By-laws of the Association were required by the original Articles of Incorporation to be adopted by the Board of Directors of the Association. The By-laws may be amended, altered or rescinded by a resolution adopted by a majority of the Board of Directors at any duly called meeting of the Board, and thereafter submitted to the members at any duly convened meeting of the members and approved by a two-thirds (2/3) vote of the members present including those voting by proxy, provided there is a quorum, and further provided that the notice of such meeting of members specifying the proposed change is given in the notice of the meeting. Notice may be waived by any member. Any member of the Association may propose an amendment to the Board, and the Board shall act upon such proposal at its next meeting. No amendment shall be made to the By-laws that is in conflict with the Articles of Incorporation or the Declaration. A copy of each amendment shall be attached to a certificate, certifying that the amendment was duly adopted as an amendment to the By-laws, which certificate shall be executed by the Officers of the Association with the formalities of the execution of a deed.

#### ARTICLE IX. PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Corporation shall never have or issue any shares of stock, nor shall the Corporation distribute any part of its income, if any, to its members, Directors or Officers. Nothing in this document, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything in this document be construed to prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by law.

## ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer at the time such expenses are incurred, except in such cases in which the Director or Officer is adjudged guilty of willful misfeasance in the performance of duties; provided that in the event of any claim for reimbursement or indemnification under this provision and based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification in this provision shall apply only if the Board approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## ARTICLE XI. TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

No Director shall be precluded from voting on a transaction or other matter solely by reason of being an Owner of a Unit who, along with Owners of other Units, may be affected by such vote.

## ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority vote of the Board of Directors and approved by a vote of two-thirds (2/3) of the members of the Association present in person or by proxy at any meeting of the members of the Association called at least in part to consider such amendment or approved in writing by the members of this Association having not less than two-thirds (2/3) of the total membership vote.

## ARTICLE XIII. DURATION

The term of the Association shall be perpetual.

Historical Note: The original Articles of Incorporation were dated October 1, 1980. They were first amended on February 9, 1985.

**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors of the Corporation, by resolution (as set forth below) adopted by a majority vote of the Board of Directors and approved by a vote of two-thirds (2/3) of the members of the Corporation, present in person or by proxy, at the annual meeting of the Corporation held on March 22, 2002, adopted the following Resolution, the number of votes cast by the members was sufficient for approval.

RESOLVED: the Articles of Incorporation are amended as set forth in the attached amended Articles of Incorporation, a copy of which amended Articles are attached and incorporated by this reference, dated and effective on March 25, 2002.

IN WITNESS OF THE FOREGOING, the Corporation has caused this Certificate to be signed in its name by its President and its Secretary, on March 25, 2002.

Witnesses:

Pelican Cove Property Owners Association, Inc.

[Signature]  
[Signature]

Theodore F. Brophy  
Theodore F. Brophy, President

[Signature]  
[Signature]

Jacqueline Parthemore  
Jacqueline Parthemore, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me on March 25, 2002, by Theodore F. Brophy and Jacqueline Parthemore, the President and Secretary respectively, of Pelican Cove Property Owners Association, a Florida not for profit corporation, and they are personally known to me (or who have produced Fl Dr. License as identification).

Becky Spinks  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

