

N 00000000432

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BOCA RATON, FLORIDA 33432

FILED
00 JAN 14 PM 1:26
TALLAHASSEE, FLORIDA

BOARD CERTIFIED:
REAL ESTATE LAW

TELEPHONE (561) 391-7992
FAX (561) 347-0828

January 13, 2000

Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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*****122.50 *****78.75

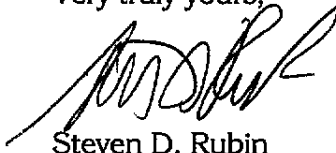
Re: Ocean Palmetto Building Association, Inc.
Florida not-for-profit corporation

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Ocean Palmetto Building Association, Inc., a Florida not-for profit corporation, along with my check in the amount of \$122.50 for the filing fee.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Steven D. Rubin

SDR/mjh
enclosures

cc: Ocean Palmetto Building Association, Inc.

**ARTICLES OF INCORPORATION OF
OCEAN PALMETTO BUILDING ASSOCIATION, INC.
a Florida Corporation Not for Profit**

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

**ARTICLE I.
NAME**

The name of this corporation shall be OCEAN PALMETTO BUILDING ASSOCIATION, INC., hereinafter sometimes referred to as the "Association", with a principal place of business of 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432.

**ARTICLE II.
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

- A. To promote the health, safety, business and social welfare of the Owners of Property within that area referred to as the Property in the Declaration of Covenants and Restrictions for Ocean Palmetto, hereinafter the "Declaration", which shall be recorded in the Public Records of Palm Beach County, Florida and any amendments of record thereto.
- B. To maintain and/or repair landscaping in the general and/or Common areas, structures, and other improvements in the Property as such is defined in the Declaration for which the obligation to maintain and repair has been delegated and accepted.
- C. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including, but not limited to, walls, fences, solar water heating panels, antenna, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Property as well as any alteration, improvement, addition and/or change thereto.
- D. To provide for private security, and such other services, the responsibility for

which has been or may be accepted in writing by the Association, and the capital improvements and equipment related thereto, in the Property.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety, business and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association in the Declaration.

G. To operate without profit for the sole and exclusive benefit of the Association's members. No part of the Association's net earnings, if any, shall inure to the benefit of any member of the Association or individual person, firm, or corporation.

ARTICLE III. GENERAL POWERS

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

A. To hold funds solely and exclusively for the benefit of its members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws, Covenants, Restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the lawful activities and pursuing any and all of the lawful objects and purposes set forth in these Articles of Incorporation hereinafter, the "Articles".

E. To fix, collect and enforce assessments to be levied against Lots to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and any user for any use of the Association Property where such is deemed appropriate by the Board of Directors of the Association.

G. To operate and maintain the common property which may include but is not limited to surface water management systems.

H. To sue and be sued.

I. To pay taxes, utility, maintenance, and other charges, if any, on or against property owned or accepted by the Association.

J. To borrow money.

K. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except

those which require specific approval of the Board of Directors or Members.

L. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association and to enforce all the terms and conditions as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said Declaration, and all defined terms therein, being incorporated herein as if set forth at length.

M. In general, to have all powers conferred upon a not for profit corporation by the laws of the State of Florida, not in conflict with the terms of these Articles and the Declaration, necessary to implement the purposes of the Association.

ARTICLE IV. MEMBERS

A. "Member", "Owner", "Lot", and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid Declaration for the Property.

B. The Members shall consist of the Lot Owners in the Property as more fully described in the By-Laws of the Association.

ARTICLE V. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which such Member holds the interest required for membership. The manner of voting is more fully described in and regulated by the By-Laws

of the Association.

ARTICLE VI.

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of four (4) Directors. The qualifications, duties and manner of election of Directors shall be as regulated by the By-Laws of the Association.

B. The name and address of the subscriber to these Articles of Incorporation is Steven D. Rubin, 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432 and the initial Directors are: Fred J. Gilbert, 23363 Water Circle, Boca Raton, Florida 33486, Charles Sisca, 13675 Staimford Drive, Wellington, Florida 33314, Barry Clark, 3600 Investment Lane, Suite 101, West Palm Beach, Florida 33404, and Stephen Fisher, 3600 Investment Lane, Suite 101, West Palm Beach, Florida 33404.

ARTICLE VII.

OFFICERS

The Association shall have a President, a Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable or consistent with the By-Laws of the Association.

ARTICLE VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX. 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 X.
AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or repealed in the manner set forth in Chapter 617 of the Florida Statutes, as may be amended from time to time.

B. A copy of each amendment so adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same shall be recorded among the Public Records of Palm Beach County, Florida.

ARTICLE XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association shall indemnify Directors and Officers of the Association in the manner set forth in the By-Laws of the Association.

ARTICLE XII.
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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 this 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. No Director or Officer of the Association shall incur liability by reason of the fact that such person is or may be interested in any such contract or transaction.

B. Interested Directors shall 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, and an interested Director shall be entitled to vote on any contract or transaction in which he or she has an interest as defined herein.

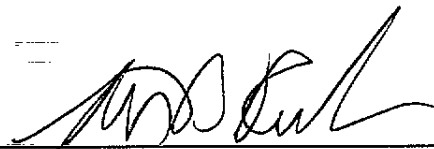
ARTICLE XIII.
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is Steven D. Rubin, whose address is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432, and he shall serve in such capacity until such time as another registered agent is appointed by resolution of the Board of Directors, and such appointment this accepted by such registered agent. The initial registered office of this corporation is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432.

ARTICLES XIV.
MISCELLANEOUS

Use of pronouns, whenever they appear in these Articles of Incorporation, shall read as either masculine, feminine or neuter and neither singular or plural, whenever the intent and facts permit such construction.

IN TESTIMONY of the intention and good faith to carry out the objects and purposes of the foregoing Articles of Incorporation of the Ocean Palmetto Building Association, Inc. the undersigned does hereby subscribe his name and signature hereto at Boca Raton, Palm Beach County, Florida this 13th day of January, 2000.



STEVEN D. RUBIN,
Subscriber, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this
13th day of January, 2000, by Steven D. Rubin, who
(please check one)

☒ is (are) personally known to me OR

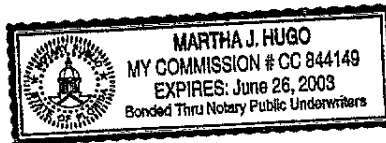
☐ has (have) produced _____ as identification and he/she/they
(please check one)

☒ did take an oath

☐ did not take an oath

My commission Expires


Notary Public



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


FILED
00 JAN 14 PM 1:26
TALLAHASSEE, FLORIDA

In pursuance of Florida Statute 617, the following is submitted in compliance with said Act:

FIRST: That Ocean Palmetto Building Association, Inc. desiring to organize under the Laws of the State of Florida, with its principal offices in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named Steven D. Rubin, 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.


STEVEN D. RUBIN
Registered Agent