

KOHL & SPOTTS, P.L.C.  
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FILED  
100 APR 24 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
STUART 561-223-9999  
FORT PIERCE 561-468-0011  
FAX 561-223-9008  
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**NO0000002795**

April 21, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900003220569--3  
-04/24/00--01100--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: New Corporation filing

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Anttila Property Owner's Association, Inc., and a check in the amount of \$87.50 representing the filing fee.

Upon receipt, please forward the certificates and date stamped copy directly to our office via the self addressed envelope provided for your convenience.

If you have any questions, please feel free to contact me at the above address and telephone number.

Very truly yours,

KOHL & SPOTTS, P.L.C.



Maria N. Lecanu, Paralegal

Enclosures

**ARTICLES OF INCORPORATION  
OF  
ANTTILA PROPERTY OWNER'S ASSOCIATION**

**FILED**  
00 APR 24 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes and do certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation is Anttila Property Owner's Association, Inc. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II**

**DEFINITIONS**

The terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for Anttila Property Owner's Association, Inc., which are to be recorded in the Public Records of Martin County, Florida, and any subsequent amendments thereto.

**ARTICLE III**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal place of business and initial registered office of the Corporation is: 11320 S. E. Federal Highway, Hobe Sound, Florida 33455. The registered agent of the Corporation is: Steve Day, 11320 S. E. Federal Highway, Hobe Sound, Florida 33455.

## **ARTICLE IV**

### **OBJECTS, PURPOSES AND POWERS**

Section 1. This corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or Member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

- a. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the Members, including without limitation those services and functions described in the Covenants.
- b. To provide for enforcement of the Covenants.
- c. To engage in such other activities as may be to the mutual benefit of the Members and the owners of lots in Anttila.
- d. To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefit of its Members.
- e. To contract with others to provide the services, benefits and advantages desired.
- f. To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.
- g. To maintain, repair, replace and operate its property.
- h. To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Corporation.
- i. To employ personnel to perform the services authorized by these Articles.

- j. To purchase insurance upon its property for the protection of the Corporation and its Members.
- k. To reconstruct improvements constructed on its property after casualty or other loss.
- l. To make additional improvements on and to its property.
- m. To dedicate all or any portion of its property or any interest therein to public use.
- n. To enforce by legal action the provisions of these Articles, the By-Laws of the Corporation, and the Covenants.
- o. To hold title to and maintain the private access easements and drainage easements reflected on the recorded Plat of Anttila, and to hold title to all other property, real and personal, as it may acquire from time to time, and to sell transfer or mortgage the same.
- p. To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

## **ARTICLE V**

### **MEMBERS**

Section 1. The Members of this Corporation shall consist of all owners of lots in Anttila Property Owner's Association, Inc., but shall not include mortgages or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation shall also be Members of the Corporation until termination of the Class B membership as provided hereinafter.

Section 2. Membership in this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a lot.

Section 3. The Corporation shall have two classes of membership: Class A and Class B.

Class A Members shall be all persons owning one or more lots.

Class B Members shall be the Developer.

The Class B membership shall terminate when (a) the Class B member so designates in writing delivered to the Association, or (b) when the Developer shall have completed all lots and they are owned by persons other than Developer, whichever shall first occur.

Each lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any lot, the vote for such lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a lot, such vote shall not be recognized and the lot shall not be counted for any purpose until the dispute is resolved.

Until the Class B membership terminates, as provided herein, the Class B Member shall be vested with the sole voting rights in the Corporation, except on such matters as to which the Covenants, these Articles of Incorporation, or the By-Laws of the Corporation specifically require a vote of the Class A Members.

## ARTICLE VI

### TERM

This Corporation shall exist perpetually.

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## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of three (3) Members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote. Until termination of the Class B Membership, the Directors shall be elected by the Class B Member only; thereafter the Directors shall be elected by the Class A Members. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

Peter Anttila	11320 S. E. Federal Highway Hobe Sound, Florida 33455
Elvi Anttila	11320 S. E. Federal Highway Hobe Sound, Florida 33455
Steve Day	11320 S. E. Federal Highway Hobe Sound, Florida 33455

## **ARTICLE VIII**

### **OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

Peter Anttila

President

Steve Day

Secretary/Treasurer

## **ARTICLE IX**

### **INDEMNIFICATION**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is 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 herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. 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 X**

### **DISPOSITION OF ASSETS UPON DISSOLUTION**

No Member, Director or officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Unless agreed to the contrary by seventy-five (75%) percent of each and every class of Membership, upon dissolution of the Corporation, the assets of the Corporation shall be granted, conveyed and assigned to an appropriate public body, agency, or agencies, utility or utilities or any one or more of these or to any one or more non-profit corporations, association,

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trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No disposition of the Corporation's assets shall be effective to divest or diminish any right or title of any Member vested in him under the recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES**

These Articles may be amended by an affirmative vote of the Class B Member until such Membership shall terminate and thereafter by an affirmative vote of two-thirds (2/3) of the Class A Members of the Corporation entitled to vote.

## **ARTICLE XII**

### **BY-LAWS**

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the vote of the Class B Member until such Membership shall terminate and thereafter by the affirmative vote of two-thirds (2/3) of the class A Members of the Corporation present at any annual or special meeting of the Members.

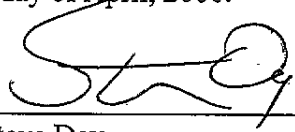
## **ARTICLE XIII**

### **INCORPORATOR**

The names and addresses of the incorporator to these Articles of Incorporation is: Steve Day, 11320 S. E. Federal Highway, Hobe Sound, Florida 33455.



IN WITNESS HEREOF, the incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 20th day of April, 2000.

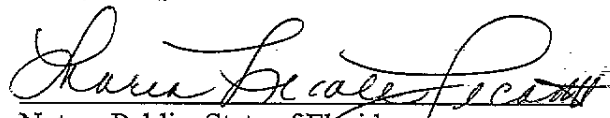
  
\_\_\_\_\_  
Steve Day

STATE OF FLORIDA  
COUNTY OF MARTIN

Before me, the undersigned Notary Public, in and for the said County and State, personally appeared Steve Day, who produced Florida Drivers License as identification, and who after first being duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this 20th day of April, 2000.

 Maria Nicole Lecanu  
My Commission CC843264  
Expires June 18, 2003  
My Commission Expires:

  
\_\_\_\_\_  
Notary Public, State of Florida

**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, and I accept the duties.

  
\_\_\_\_\_  
Steve Day