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FLORIDA NON-PROFIT CORPORATION

SOUTH BEACH CIVIC ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$87.50

FILED  
00 AUG 18 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR  
SOUTH BEACH CIVIC ASSOCIATION, INC.,  
a Florida corporation not for profit

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TALLAHASSEE, FLORIDA

The undersigned incorporators by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be SOUTH BEACH CIVIC ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to represent certain neighborhoods, condominium and cooperative properties, multi-family residential properties and commercial properties within the Intracoastal Beach Area (as described in House Bill 1561 enacted by the 1999 Florida Legislature), relating to annexation issues.

ARTICLE 3

POWERS

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

- 3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles or the Bylaws.
- 3.2 Enumeration. The Association shall have all of the powers reasonably necessary to effectuate the purpose of the Association, and as more particularly described in the Bylaws and these Articles, as

H00000043615 4

they may be amended from time to time, including, but not limited to, the following:

- (a) To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles.
  - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
  - (c) To enter into, make, perform or carry out contracts of every kind with any person, foreign corporation, association or other entity for the purposes of the corporation.
  - (d) To enforce by legal means the provisions of these Articles, the Bylaws, and any contracts entered into by the Association.
  - (e) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
  - (f) To do any and all acts necessary or expedient for carrying on any and all of the activities in pursuing the object and purpose set forth in the Articles of Incorporation.
- 3.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of these Articles and the Bylaws.
- 3.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its Members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency.
- 3.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Bylaws.

#### ARTICLE 4

##### MEMBERS

- 4.1 Membership. The members of the Association ("Members") shall consist of all single family neighborhoods, condominium and cooperative properties, multi-family residential properties, and commercial properties within the Intracoastal Beach Area who pay

H00000043615 4

voluntary dues to the Association as established from time to time by the Board of Directors.

- 4.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote per property or neighborhood, as described herein, which vote shall be cast in the manner provided in the Bylaws.
- 4.3 Meetings. The Bylaws shall provide for an annual meeting of the Members, and may make provision for regular and special meetings of Members other than the annual meeting.

#### ARTICLE 5

##### TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE 6

##### INCORPORATORS

The names and addresses of the Incorporators of these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles T. Clark	1915 East Terra Mar Drive Pompano Beach, Florida 33062
Susan F. Delegal	1741 West Terra Mar Drive Pompano Beach, Florida 33062

#### ARTICLE 7

##### OFFICERS

Subject to the direction of the Board (described in Article 8 below) the affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

H00000043615 4

<u>Office</u>	<u>Name</u>	<u>Address</u>
President:	Charles T. Clark	1915 E. Terra Mar Drive Pompano Beach, FL 33062
Vice President:	Susan F. Delegal	1741 W. Terra Mar Drive Pompano Beach, FL 33062
Secretary:	Mary Joe Clark	3240 Oleander Way Pompano Beach, FL 33062
Treasurer:	Gene Moss	1900 South Ocean Boulevard Pompano Beach, FL 33062

#### ARTICLE 8

#### DIRECTORS

- 8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board (the "Board of Directors") consisting of the number of Directors determined in the manner provided by the Bylaws, and shall consist of not less than seven (7) Directors and not more than eleven (11) Directors.
- 8.2 Duties and Powers. All of the duties and powers of the Association existing under these Articles and the Bylaws shall be exercised exclusively by the Board.
- 8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.
- 8.4 First Directors. The names and addresses of the members of the first board who shall hold office until their successors are elected and have qualified as provided in the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Charles T. Clark	1915 E. Terra Mar Drive Pompano Beach, FL 33062

H00000043615 4

Mary Joe Clark	3240 Oleander Way Pompano Beach, FL 33062
John Cooney	1431 South Ocean Boulevard Unit G Pompano Beach, FL 33062
Susan F. Delegal	1741 W. Terra Mar Drive Pompano Beach, FL 33062
David Gilman	1700 South Ocean Boulevard Pompano Beach, FL 33062
Leonard Gross	1460 South Ocean Boulevard Pompano Beach, FL 33062
Wilson Lovelace	2000 South Ocean Boulevard Pompano Beach, FL 33062
Gene Moss	1900 South Ocean Boulevard Pompano Beach, FL 33062
Michael Quintavalle	1661 S.E. 17 <sup>th</sup> Street Pompano Beach, FL 33062
Jack Scott	5400 North Ocean Boulevard Fort Lauderdale, FL 33308

#### ARTICLE 9

#### INDEMNIFICATION

- 9.1 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, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, 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 or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in, or

H00000043615 4

or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. 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 or she 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 reasonable cause to believe that his conduct was unlawful.

- 9.2 Expenses. To the extent that a Director, officer, 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 9.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- 9.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this Article 9.2.
- 9.4 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 By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 9.5 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 or her and insured by him or her in any such capacity, or arising out of his

H00000043615 4

H00000043615 4

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

- 9.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article 9 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE 10

##### BYLAWS

The first Bylaws of the Association shall be adopted by the board and may be altered, amended or rescinded in the manner provided in the Bylaws.

#### ARTICLE 11

##### PRINCIPAL ADDRESS OF ASSOCIATION

The principal office and address of this corporation shall be at 1900 South Ocean Boulevard, Box A, Pompano Beach, Florida 33062, or such other place as may subsequently be designated by the Board.

#### ARTICLE 12

##### REGISTERED AGENT

The initial registered agent of the Association shall be Charles T. Clark, whose address is 1915 East Terra Mar Drive, Pompano Beach, Florida 33062.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures as of this 17th day of August, 2000.

  
Charles T. Clark

  
Susan F. Delegal



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

In compliance with the laws of Florida, the following is submitted:

First that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at 1900 South Ocean Boulevard, Box A, Pompano Beach, Florida 33062, the corporation named in the said Articles has named Charles T. Clark, as its statutory registered agent.

Having been named the statutory registered agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes §617.0501.

  
Charles T. Clark

Dated this 16<sup>th</sup> day of August, 2000

H00000043615 4

STATE OF FLORIDA )  
COUNTY OF BROWARD )

SS:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of August, 2000, by Charles T. Clark, who is personally known to me or who did produce \_\_\_\_\_ as identification.

Lisa A. Block



LISA ANN BLOCK  
My Comm. Exp. 4/27/2001  
Commission No. 00033215  
Notary Public  
Tallahassee, Florida

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