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FLORIDA NON-PROFIT CORPORATION

The Sunbelt Center Property Owners Association, Inc.

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ARTICLES OF INCORPORATION

OF

THE SUNBELT CENTER PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the undersigned submits the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be THE SUNBELT CENTER PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association". The business address for the corporation is 900 S. Federal Highway, Suite 321, Stuart, Florida 34994.

ARTICLE II
DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE SUNBELT CENTER recorded, or to be recorded, among the Public Records of Martin County, Florida (the "Declaration") and shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III
PURPOSES AND POWERS

The objects and purposes of the Association are to own, maintain and administer the Common Areas within that certain commercial subdivision known as THE SUNBELT CENTER situate in Martin County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration; to assess, levy, collect and disburse the assessments and charges, both base and special, provided for in the Declaration; to promote the health, safety and welfare of the occupants and owners of the said Subdivision; and to perform and exercise all of the rights and duties of the Association under the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any individual Member or person, firm or corporation.

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

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

1. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of Members of the Association;

2. To make, establish and enforce rules and regulations regarding the use of property owned, operated or managed by it;

3. To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association and in the Declaration;

4. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

5. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

6. To maintain, repair, replace and operate the Common Area.

7. To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration and the provisions of any dedication or conveyance of the Common Area to the Association with respect to the use and maintenance thereof;

8. To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Corporation.

C. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual.

The Association may pay compensation in reasonable amounts to its Members, directors or officers, for services. No compensation shall be paid to directors for their services as Directors; however, reasonable compensation may be paid to a Director in his or her capacity as an officer or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

D. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

E. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV MEMBERS AND VOTING RIGHTS

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

B. Voting Rights. The Association shall have two (2) classes of voting Membership:

Class A: Class A Members shall be all those owners as defined in Paragraph A of this Article IV with the exception of Sunbelt Partners, a Florida general partnership (the "Declarant"). Class A Members shall be entitled to one vote for each Lot in which they hold the interests required for Membership by Paragraph A of this Article IV. If a Lot is owned by one person, his right to vote shall be established by the record title to his Lot. When more than one person holds such interest or interests in any Lot, the vote for such Lot shall be exercised only by that one Member as

shall be designated in a certificate, executed by or on behalf of all record owners of such interest, filed with the Secretary of the Association. Such certificate shall be valid until revoked or superseded by a subsequent certificate or until there is a change in the ownership of the Lot concerned. If such a certificate is not on file, the votes of such owners shall not be considered in determining the requirement for a quorum nor for any other purposes. In no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member shall be Sunbelt Partners, a Florida general partnership, its successors and assigns. The Class B Member shall be entitled to three (3) votes for each vote held by all Class A Members. The initial Board of Directors of the Association whose names appear in Article VI, Paragraph B of these Articles have been appointed by Sunbelt Partners, a Florida general partnership, Directors, or their replacements who may be appointed by these Directors only, shall serve as the Directors of the Association until the termination of the Class B Membership as indicated below. Upon the termination of the Class B Membership, the entire Board of Directors of the Association shall thereafter be elected by the Class A Members of the Association.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than thirty (30) days after the due date for the payment thereof.

C. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, of Members entitled to cast a majority of the votes shall constitute a quorum for the transaction of business.

D. Termination of Class B Membership. The Class B Membership shall cease upon the earlier of the following to occur:

(1) Conveyance by the Declarant of all of the Lots to be located within the Sunbelt Center; or

(2) Conveyance by the Declarant of some of the Lots to be located within the Sunbelt Center and the issuance by the City of Stuart of a Certificate of Occupancy for a structure on any of the remaining Lots then owned by the Declarant; or

(3) when, in its discretion, the Class "B" Member so determines.

ARTICLE V
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than five (5) persons.

B. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who have been appointed by the Declarant are as follows:

J. Michael Stetson: 900 S. Federal Highway
 Suite 321
 Stuart, Florida 34994

H. Rodes Hart: 900 S. Federal Highway
 Suite 321
 Stuart, Florida 34994

F.I. Nehbut, Jr.: 900 S. Federal Highway
 Suite 321
 Stuart, Florida 34994

C. Election of Members of Board of Directors. At the annual meeting next succeeding the date of termination of Class B Membership, Directors shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors. All Directors shall be Members of the Association except that such requirement shall not apply to the first Board of nor to Directors appointed or designated by the First Board of Directors.

D. Duration of Office. Except for the first Board of Directors and any successor Directors appointed by the First Board of Directors, those persons elected to the Board of Directors shall hold office until they resign or until the next succeeding annual

meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

E. Vacancies. If a Director elected by the general Membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term. The First Board of Directors shall have the unqualified right to designate a successor to fill the vacancy created if a Director appointed by the Declarant shall resign or for any other reason cease to be a Director.

ARTICLE VII OFFICERS

A. 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 consistent with the By-Laws of the Association.

B. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Secretary shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Secretary shall not be held by the same person.

C. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the meeting next succeeding the date of termination of Class B Membership and the election of new officers by the Board of Directors as provided by the By-Laws of the Association, shall be as follows:

President: J. Michael Stetson
900 S. Federal Highway
Suite 321
Stuart, Florida 34994

Secretary: H. Rodes Hart
900 S. Federal Highway
Suite 321
Stuart, Florida 34994

Treasurer: F.I. Nehbut, Jr.
900 S. Federal Highway
Suite 321
Stuart, Florida 34994

ARTICLE VIII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation shall require the approval of a majority of the Board of Directors only until such time as Sunbelt Partners has relinquished its control of the Board of Directors as provided herein, following which any amendment to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of the Members of the Association who have the right to vote three-fourths (3/4) of all the votes of the entire Membership; provided, however, that (a) no amendment shall make any change in the qualifications for Membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been 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 duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled under statute or common law.

ARTICLE XI
TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

Provided that Section 617.0832, Florida Statutes, is complied with, 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 such 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, or solely because his or their votes are counted for such purpose; no Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may 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, but may not vote on any such contract or transaction.

ARTICLE XII
SUBSCRIBER

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

<u>Name</u>	<u>Address</u>
J. Michael Stetson	900 S. Federal Highway Suite 321 Stuart, Florida 34994

ARTICLE XIII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office of the Association shall be 900 S. Federal Highway, Suite 321, Stuart, Florida 34994, or such other

place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent therein is J. Michael Stetson.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 27 day of June, 2001.

STATE OF FLORIDA
COUNTY OF MARTIN

27 The foregoing instrument was acknowledged before me this day of June, 2001, by J. Michael Stetson. He is personally known to me or has produced as identification.



Terence P. McCarthy
Notary Public

My commission expires:

My commission number:

Terence P. McCarthy
Printed Name

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT THE SUNBELT CENTER PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN STUART, STATE OF FLORIDA, HAS NAMED J. MICHAEL STETSON, LOCATED AT 900 S. FEDERAL HIGHWAY, SUITE 321, STUART, FLORIDA 34994, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

J. Michael Stetson
J. MICHAEL STETSON
INCORPORATOR

DATED: 6-27-01

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

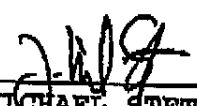
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WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



J. MICHAEL STETSON
RESIDENT AGENT

DATED: 6-27-01

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