

NO2000001535

TRANSMITTAL LETTER

FILED

02 MAR -1 AM 9:2

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500005032345--5
-03/01/02--01050--014
*****87.50 *****87.50

SUBJECT: SWINTON PLACE HOMEOWNERS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LIBO B. FINEBERG, ESQ.
Name (Printed or typed)

3500 GATEWAY DR., SUITE 201
Address

POMPANO BEACH, FL 33069
City, State & Zip

954-975-6060
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 MAR -1 AM 9:29

FILED

NOTE: Please provide the original and one copy of the articles.

Libo **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT Director & Principal Address
DATE 3/5/02
DOC. EXAM Del. White

P. White
3/5/02

ARTICLES OF INCORPORATION

OF

SWINTON PLACE HOMEOWNERS ASSOCIATION, INC

A Corporation Not-for-Profit

In compliance with the requirements of Chapter 617, Florida Statute., we, the undersigned, all of whom are residents of Florida and of full age hereby associate ourselves into a corporation for the purposes and with the powers hereinafter set forth, and do hereby certify:

ARTICLE 1

NAME

The name of this corporation shall be:

SWINTON PLACE HOMEOWNERS ASSOCIATION, INC.

Principal address: 1605 North State Road 7, Margate, Florida 33063

The corporation may hereinafter be referred to as the "Association".

ARTICLE 2

PURPOSE

The purpose of the Association is:

1. To maintain and repair the Easement Area and other portions of improvements as described in the Declaration of Covenants, Restrictions, Easements and Party Wall Agreement for Swinton Place Townhomes to be subsequently executed by BEST REAL ESTATE, INC., a Florida Limited Corporation, and recorded in the public records of Palm Beach County, Florida (hereinafter "Declaration") which may now or hereafter be placed upon the following described real property:

All of Lots 1,2,3,4,5,6,7,8,9,10,11,12,13,14,15,16,17,18 and 19 and all Tracts "A", "B" and "C", "SWINTON PLACE", according to the plat thereof as recorded in Plat Book 88, Pages 151, 152 and 153, of, the public records of Palm Beach County, Florida.

2. To hold, for the benefit of the members, the fee title to the recreational facilities located and described in the Declaration and to maintain and repair such facilities, all in accordance with the Declaration.

FILED
02 MAR -1 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3. To do and accomplish the duties and undertakings placed upon the Association in the Declaration.

ARTICLE III

POWERS

The Association shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration as the same may from time to time be amended, including but not limited to the following:

- A. In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida except as prohibited herein.
- B. 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 therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- D. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members, agreeing to such dedication, sale or transfer; and the governmental and/or public agency has accepted such dedication, sale or transfer.
- E. To purchase insurance upon the Common Areas of the property and insurance for the protection of the Association and its members.
- F. To make and amend reasonable rules and regulations maintenance, upkeep and use of the common areas.
- G. To enforce through legal means the Declaration, these Articles, the By-laws of the Association, and the Rules and Regulations of the Association.
- H. To operate without profit for the Sole and exclusive benefit of its members.
- I. To perform all of the functions contemplated of the Association in the Declaration.

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

K. To charge recipients for services rendered by the Association and the user, for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

ARTICLE IV

MEMBERS

1. Every person or entity who is a record or beneficial owner of a fee or undivided interest in any lot (as that term is defined in the Declaration), which is subject by covenants of record to assessment by the Association, including Developer (as that term is defined in the Declaration), shall be a member of the Association whether or not a dwelling unit may be constructed on said lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from ownership of any lot which is subject to assessment by the Association.

2. Change of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a lot and shall be evidenced by delivery to the Association of a certified copy of such instrument. The membership of the prior owner shall be terminated as of the date of execution of such deed or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his unit.

ARTICLE V

VOTING RIGHTS

1. The Association shall have two (2) classes of voting membership:

CLASS A: The Class "A" members shall be all owners of Lots who shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B: The Class "B" member shall be the developer. Developer shall be entitled to ten (10) votes for each lot owned.

2. The Association shall act by a majority of the combined total of votes. As long as the number of Class "B" votes exceeds the total of Class "A" votes, the Developer shall be deemed to retain control of the Association.

ARTICLE VI

BOARD OF DIRECTORS

1. The affairs of this Association shall be managed by a Board of three (3) directors, who must be members of the Association. The number of directors may be changed by amendment to the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors at the next annual meeting are as follows:

Edward J. Kaplan

1605 North State Road 7
Margate, Florida 33063

Marilyn B. Kaplan
1605 North State Road 7
Margate, Florida 33063

Libo B. Fineberg

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. Notwithstanding any other provisions contained in the By-Laws, so long as there shall be a Class "B" member, said member shall have exclusive power to select the directors, which directors shall exercise all the powers of the Association and need not be members of the Association.

The Class "B" member shall have the right to its control of the Association at any time. The directors herein named shall serve until termination of the Class "B" membership, resignation of the Class "B" member, or replacement of the Class "B" member. Any vacancies remaining unfilled for a period of one (1) month after notice to the Class "B" member shall be selected by the remaining Directors.

ARTICLE VII

OFFICERS

The officers of the Association shall be a President, and Secretary and Treasurer, and such additional officers as may be specified by the By-Laws. One person may be elected to the offices of President and the Secretary or Treasurer, if the Directors so elect. The officers shall be elected by the Directors at the annual meeting or special meeting of the Board of Directors after expiration of the Class "B" membership and at each annual meeting thereafter.

The names of the first officers who are to serve until the first election are:

President/Treasurer:

EDWARD J. KAPLAN

Secretary:

LIBO B. FINEBERG

ARTICLE VIII

CORPORATE EXISTENCE

The existence of the Association shall be perpetual unless it is dissolved with the assent given in writing and signed by not less than three-fourths (3/4ths) of each class of members and approved by all governmental agencies having jurisdiction that adequate provision has been made for the continued maintenance or satisfactory disposition of the assets of the Association.

ARTICLE IX

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a two-thirds (2/3rds) majority vote of the Directors present at a duly constituted meeting of the Board of Directors.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at, or prior to, the meeting, except as elsewhere provided:

(a) Such approvals must be by not less than sixty-six and two-thirds (66-2/3rds) percent of the entire membership of the Board of Directors And not less than sixty (60%) percent of the votes of the entire membership of the Association; or

(b) By not less than eighty (80%) percent of the votes of the entire membership of the Association.

3. Provided, however, that no amendment shall make any change in the qualifications for membership nor the voting rights of members, without the approval in writing by all members.

4. Nothing in this Article shall supersede the power of the Developer to include additional Properties in SWINTON PLACE and therefore, increase the number of voting members.

5. A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnities any director or officer made a party or threatened to be a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative (other than one by or in the right of the Association to procure a judgment in its favor) brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea or nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association, or that he had no reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held, shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action

was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XII

TRANSACTIONS IN WHICH DIRECTORS OF OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or 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, 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.

ARTICLE XIII

DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and relative priority:

1. Dedication to any applicable municipal or other governmental authority or Association with similar purposes of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which authority is willing to accept and provide maintenance for.

2. Remaining assets shall be distributed among the members, subject to the limitation set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XV

INITIAL SUBSCRIBERS

The names and residence addresses of the initial subscribers are as follows:

EDWARD J. KAPLAN

1605 North State Road 7
Margate, Florida 33063

LIBO B. FINEBERG

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

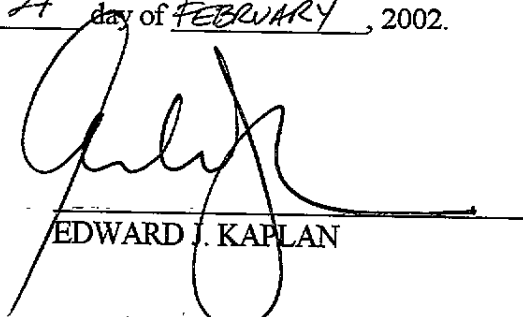
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association,

have executed these Articles of Incorporation this 27 day of FEBRUARY, 2002.

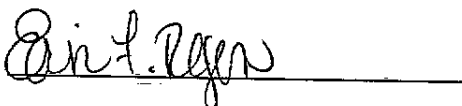
WITNESSES



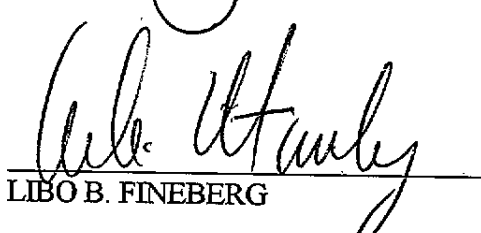
GUSTAVO A. FORTICH



EDWARD J. KAPLAN



Erin F. Regen



LIBO B. FINEBERG

EXHIBIT "A"

All of Lots 1,2,3,4,5,6,7,8,9,10,11,12,13,14,15,16,17,18 and 19
and all Tracts "A", "B" and "C", "SWINTON PLACE",
according to the plat thereof as recorded in Plat Book 88,
Pages 151, 152 and 153, of, the public records of Palm Beach
County, Florida.

FILED

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

02 MAR -1 AM 9:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

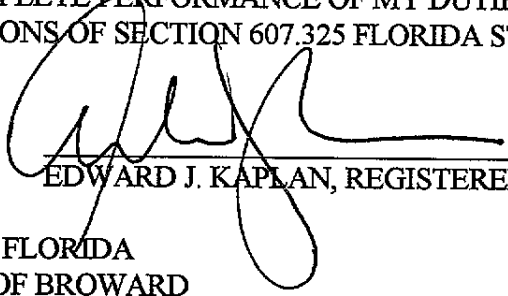
SWINTON PLACE HOMEOWNERS ASSOCIATION, INC. desiring to organize or qualify
under the laws of the State of Florida, within its principal place of business a the City of Fort
Lauderdale, State of Florida, has named EDWARD J. KAPLAN, of 1605 North State Road 7,
Margate, Florida 33063, as its agent to accept service of process within Florida.

SWINTON PLACE HOMEOWNERS ASSOCIATION INC.

BY: 

EDWARD J. KAPLAN

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 IF 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 AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


EDWARD J. KAPLAN, REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING was acknowledged before me this 27 day of FEBRUARY, 2002, by
EDWARD J. KAPLAN, who is personally known to me or has produced
_____ as identification


NOTARY PUBLIC

GUSTAVO A. FORTICH

MY COMMISSION EXPIRES:

