

# N02000001751

## ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

**FILED**  
02 MAR 12 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- JUNO DUNES HOMMEOWNERS ASSOCIATION, INC

2-

3-

4-

**RECEIVED**  
02 FEB 26 AM 11:25  
DIVISION OF CORPORATION

- Walk-in
- Pick-up time ASAP
- Certified Copy
- Mail-out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

500005021395--3  
-02/26/02--01040--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Examiner's Initials

W02-5554  
J. BRYAN FEB 26 2002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 26, 2002

ATTORNEYS' TITLE

SUBJECT: JUNO DUNES HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W02000005554

We have received your document for JUNO DUNES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 202A00011887

RECEIVED  
02 MAR 12 AM 9:37  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FILED**  
02 MAR 12 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**JUNO DUNES**  
**HOMEOWNERS ASSOCIATION, INC.,**  
**(a Corporation Not for Profit)**

1. Pursuant to Section 617.021, Florida Statutes, the undersigned hereby submits these Articles of Incorporation.
2. The name of the corporation is Juno Dunes Homeowners Association, Inc.
3. The adopted Articles of Incorporation are as follows:

**ARTICLE I**

**NAME/CORPORATE EXISTENCE**

The name of the corporation shall be JUNO DUNES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association", and its duration shall be perpetual; provided, that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

**ARTICLE II**

**PURPOSE**

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for Juno Dunes (the "Declaration"), to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as defined therein.

**ARTICLE III**

**POWERS**

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited, to the following:

- A. To operate and manage the Common Property and Recreation Facilities in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To levy and collect fines against Members as provided in the Declaration;
- D. To use the proceeds of Assessments in the exercise of its powers and duties and to incur debt for the purposes of the Association;
- E. To maintain, repair, replace and operate the Common Property, including the Recreation Facilities;
- F. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- G. To make and amend By-Laws for the Association and regulations respecting the use of the Property;
- H. To pay all taxes and other assessments which are liens against the Common Property, including the Recreation Facilities;
- I. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Property;
- J. To provide for management and maintenance and to authorize a management entity to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules, and maintenance of the Common Property and Recreation Facilities. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- K. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties

acquired by the Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, Directors, or Officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and exercised in accordance with the provisions of the Declaration.

#### ARTICLE IV

##### MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a member of the Association. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association.

Section 2. 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 Section 1 with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Class A members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the single vote for such Lot shall be exercised as they among themselves determine but, subject only to the following subsection, in no event shall more than one (1) vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A Members. The Class B membership shall cease and terminate sixty (60) days after the last Lot within the Property has been sold and conveyed by the Developer (or its affiliates), or sooner at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

Section 3. General Matters. When reference is made herein, or in the Articles, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Lots.

#### ARTICLE V

## BOARD OF DIRECTORS

The affairs of the Association shall be managed by an Association consisting of not less than three (3) nor more than nine (9) Directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Association, and no action of the membership of the Association shall be effective unless, and until, approved by Developer. No such Directors or Officers need be Members of the Association. After Turnover of control of the Association, and so long as Developer owns any property within Juno Dunes, Developer shall have the right to appoint one (1) member of the Board of Directors; such Director need not be a Member of the Association, however, all other Directors and all Officers elected by the Members of the Association as provided below must be Members of the Association. The number of Directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the Directors shall be elected by the Members of the Association at the annual meeting, except that Developer shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove. Developer shall be entitled at any time, and from time to time, to remove or replace any Director originally appointed by Developer. Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Larry E. Wright	Box 240, 177 N. Federal Highway, Tequesta, Fl 33469
A. Palma	12880 U.S. Highway One, Juno Beach, Fl 33408
Carol Wright	Box 240, 177 N. Federal Highway, Tequesta, Fl 33469

## ARTICLE VI

### OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the Officers so elected. The initial Officers shall consist of a President, Vice President, Secretary and Treasurer. The following persons shall serve as initial Officers until the first election:

<u>Name</u>	<u>Title</u>
Larry E. Wright	President/Treasurer
A. Palma	V. President/Secretary

**ARTICLE VII**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

**ARTICLE VIII**

**INCORPORATOR**

The names and addresses of the incorporator of the Association is:

**Name**

**Address**

Larry E. Wright      Box 240, 177 N. Federal Highway, Tequesta, Fl 33469

**ARTICLE IX**

**BY-LAWS**

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected; and provided further that after the Developer relinquishes control of the Association, no amendment, alteration or rescission of the By-Laws shall be made without the Association's prior written approval. Until such time as Developer relinquishes control of the Association, no amendments to the By-Laws shall be effective unless Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

**ARTICLE X**

**AMENDMENTS**

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporations Act; provided however, that no such amendments shall conflict with the terms of the Declaration or affect the rights of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected; and provided further that after Developer relinquishes control of the Association, no amendment,

alteration or rescission of these Articles shall be made without the Association's prior written approval. Any attempt to amend contrary to these provisions shall be of no force or effect.

**ARTICLE XI**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association are the same: 12880 U.S. Highway One, Juno Beach, Fl 33408

**ARTICLE XII**

**REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the initial registered agent of the Association is:

<u>Name</u>	<u>Address</u>
Larry E. Wright	12880 U.S. Highway One, Juno Beach, Fl 33408

The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Palm Beach County, Florida, this 5th day of MARCH, 2002.

Signed, sealed and delivered  
in the presence of:

Signed, sealed and delivered in the  
presence of:

Daniel K Corbett  
 Witness  
 Printed Name: DANIEL K. CORBETT

Kelly Berget  
 Witness  
 Printed Name: Kelly Berget

Juno Dunes Homeowners Association,  
Inc., a Florida corporation  
not-for-profit

By: Larry E. Wright  
 LARRY E. WRIGHT  
 Printed Name  
 Title: MANAGER  
 (Corporate Seal)



STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF PALM BEACH         )

The foregoing Articles of Incorporation were acknowledged before me this 6th day of March, 2002, by LARRY E. WRIGHT, the incorporator named therein, who is personally known to me or has produced \_\_\_\_\_ as identification.



(Notarial Seal)

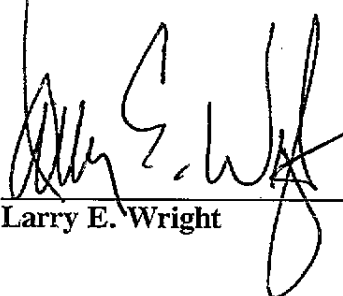
Daniel K Corbett  
Notary Public     DANIEL K CORBETT

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.



\_\_\_\_\_

Larry E. Wright

**FILED**  
02 MAR 12 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA