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Requester's Name

Address

The Law Office of Debra P. Rochlin & Associates, P.A.
900 S. Andrews Avenue
Ft. Lauderdale, FL 33316

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

- 1. _____
(Corporation Name) (Document #)
- 2. _____
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NEW FILINGS

AMENDMENTS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report
- Fictitious Name

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

F. CHESSER APR 16

Examiner's Initials

ARTICLES OF INCORPORATION

OF

St. James Condominium Association, Inc.

WHEREAS

*The undersigned, desiring to form a Corporation
for the purpose hereinafter stated
under and Pursuant to Chapter 621 of the Florida Statutes
do hereby declare as follows:*

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The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to F.S. 617 (1973), and certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be ST. JAMES CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II - PURPOSE

A. **PURPOSE** The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, F.S. 718.111 (1975) for the operation of ST. JAMES CONDOMINIUM located upon real property more particularly described in the Declaration of Condominium of ST. JAMES CONDOMINIUM.

B. **INCOME** The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III - POWERS

A. **AUTHORITY.** The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited these Articles and the Declaration of

Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) The maintenance, repair, replacement and operation of the condominium property.
- (d) The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.
- (e) The reconstruction of improvements after casualty and further improvement of the property.
- (f) To make, establish and enforce reasonable rules and regulations governing the use of the condominium units, common elements, limited common elements and condominium property as said terms may be defined in the Declaration of Condominium.
- (g) To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and By-Laws.
- (h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium these Articles, By-Laws of the Association and the Regulations for the use of the property in the Condominium.
- (i) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors of the membership of the Association.
- (j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- (k) To employ personnel to perform the services required for proper operation of the Condominium.

3. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV - POWERS

A. **PERSONS ENTITLED.** The members of the Association shall consist of all of the record owners of apartments in the condominium; and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

B. **TRANSFER OF MEMBERSHIP.** After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Broward County, Florida, a deed or other instrument establishing a record title to an apartment in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. **APARTMENT TO UNIT.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her apartment.

D. **ENTITLED TO VOTE.** The owner of each apartment shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V - DIRECTORS

A. **MEMBERSHIP OF BOARD** The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

B. **ELECTION AND REMOVAL.** 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.

Asst. Secretary/
Treasurer:

Sharon Speicher
3208 S.E. 11th Street, Unit 101
Pompano Beach, FL 33062

ARTICLE VII - INDEMNIFICATION

A. **DIRECTORS AND OFFICERS.** 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 him or her in connection with any proceeding or any settlement of 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 Association, whether or not he is a director or officer of the Association at the time such expenses are incurred, except when 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. 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 VIII - BY-LAWS

A. **ADOPTION.** The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX - AMENDMENTS

A. **MANNER OF AMENDMENT.** Except as otherwise provided in the Declaration of Condominium, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the unit owners, and may be 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, and said notice shall be made as required by the By-Laws.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Such amendments must

be approved by not less than fifty-one (51%) percent of the votes of the entire membership of the Association.

ARTICLE X - TERM

A. This Corporation shall have a perpetual existence commencing upon the filing of these Articles.

ARTICLE XI - PRINCIPAL OFFICE & MAILING ADDRESS

The name and address of the subscriber of these Articles of Incorporation is R. Scott Peterson. The principal office or place of business of the Corporation shall be located at 3208 S.E. 11th Street, Pompano Beach, FL 33062. The mailing address of the corporation where all correspondence shall be directed to R. Scott Peterson, 5211 Bayview Drive, Fort Lauderdale, FL 33308.

ARTICLE XII - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Debra P. Rochlin, Esquire, Law Offices of Debra P. Rochlin, P.A., 900 South Andrews Avenue, Fort Lauderdale, FL 33316.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XIII - MISCELLANEOUS

A. **DEVELOPER'S RIGHTS.** No amendment of these Articles of Incorporation or the By-Laws shall change the rights and privileges of the Developer referred to in the said Declaration without the developer's prior written approval so long as Developer is the owner of any unit in the Condominium.

B. **BY-LAW AMENDMENTS.** Resolution for the adoption of a proposed Amendment to the By-Laws may be proposed either by the Board of Directors or by a majority of the members of the Association. Except as elsewhere provided in the By-Laws or the Declaration of Condominium, such amendment shall be approved by not less than fifty-one (51%) percent of the votes of the entire membership of the Association.

C. **STOCK.** This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as are provided for in the Declaration of Condominium and By-Laws. The voting rights of the owners of parcels in said Condominium property shall be as set forth in the Declaration of Condominium and By-Laws.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation as dated.

Richard Scott Peterson

Subscriber and/or Incorporator - R. Scott Peterson

DATED April 2, 2002

STATE OF FLORIDA }
COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared R. Scott Peterson, who ✓ personally known to me, and acknowledged ✓ did not take an oath and executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid.

Debra P. Rochlin
Notary Public

DATED 4/2/02

{ SEAL }
NOTARY PUBLIC - STATE OF FLORIDA
DEBRA P. ROCHLIN
COMMISSION # CC857691
EXPIRES 03/31/2003
BONDED THROUGH 1-888-NOTARY1

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

In compliance with §48.091, of the Florida Statutes, the following is submitted in compliance with said Act.: First: That ST. JAMES CONDOMINIUM ASSOCIATION, INC. desiring to organize under the Laws of the State of Florida, with its principal Office as indicated in the Articles of Incorporation at City of Pompano Beach, County of Broward, State of Florida, has named Debra P. Rochlin, Esquire, located at the Law Offices of Debra P. Rochlin & Associates, P.A., City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the Florida Law and the provision of said Act relative to keeping open said office.

By: _____

DEBRA P. ROCHLIN
Registered Agent

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TALLAHASSEE, FLORIDA