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FLORIDA NON-PROFIT CORPORATION

MONTECITO MASTER ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
FOR
MONTECITO MASTER ASSOCIATION, INC.
(a corporation not-for-profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation shall be Montecito Master Association, Inc. (the "Association").

ARTICLE II. - DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Protective Covenants for Montecito (the "Declaration") recorded, or to be recorded, among the Public Records of Palm Beach County, Florida, by Gables East Construction, Inc., a Georgia corporation, and Northlake Boulevard, LLC, a Delaware limited liability company (the "Declarant") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial place of business and mailing address of the corporation shall be at 6551 Park of Commerce Blvd., N.W., Suite 100, Boca Raton, Florida 33487.

ARTICLE IV. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to, to the extent applicable, Chapter 720 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the owners of the Property described in the Declaration.
2. To own and maintain, repair and replace the general and/or Common Property, including without limitation the Drainage System in Compliance with the SFWMD Permit, landscaping and other improvements in and/or benefiting the property for which the obligation to maintain and repair has been delegated and accepted.
3. To operate without profit for the benefit of its Members.

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4. To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein and in the Bylaws, and as provided by law.
5. To provide an entity for the furtherance of the interests of the Owners in the development.
6. To perform those functions reserved by the Association in the Declaration.

ARTICLE V. - GENERAL POWERS

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Lots and/or the Apartment Parcel within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Common Area.
6. To have all express powers conferred upon the Association by the Declaration.
7. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Common Area cannot be mortgaged or conveyed without the affirmative vote of at least two-thirds of the Class A Membership.
8. To fix and to collect assessments or other charges to be levied against the Property or any portion thereof.
9. To own, manage, control, operate, maintain, repair and improve property subjected to the Declaration, including without limitation the Drainage System in compliance with the SFWMD Permit, or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;

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10. To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under any declaration or Bylaws.

11. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property.

12. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property.

13. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

14. To sue and be sued.

15. To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriated or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private provided the Association has obtained the consent of a majority of Voting Representatives with respect to such action.

16. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

17. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, provided such other rights and powers are not prohibited by the Declaration or the Bylaws. The powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article V.

ARTICLE VI
MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII. - MEMBERS

1. The Association shall be a membership corporation without certificates or shares of stock.

2. A person or entity shall become a Member of the Association upon acquisition of fee simple title to any Parcel of property or any Lot within the Property by filing a deed in the

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Office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, evidencing such ownership. Declarants shall also be Members of the Association. Membership shall continue until such time as a Member transfers or conveys his interest of record or the interest is transferred and conveyed by operation of law. If title to a Lot or Parcel is held by more than one person, each person shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Parcel. No person or entity holding an interest of any type or nature whatsoever in a Lot or Parcel only as the security for performance of an obligation shall be a Member of the Association. The Declarants shall be Members of the Association so long as they own any portion of the Property. Declarant, by including additional property under this Declaration, may cause additional membership in the Association and may designate the ownership basis for such additional membership.

ARTICLE VIII - DIRECTORS

1. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

2. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Fitch	6551 Park of Commerce Blvd., N.W. Suite 100 Boca Raton, FL 33487
Brad D. Bryant	6551 Park of Commerce Blvd., N.W. Suite 100 Boca Raton, FL 33487
Fernando Arimon	6551 Park of Commerce Blvd., N.W. Suite 100 Boca Raton, FL 33487

At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until

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removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

ARTICLE IX. - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David Fitch	President	6551 Park of Commerce Blvd., N.W. Suite 100 Boca Raton, FL 33487
Brad D. Bryant	Vice President	6551 Park of Commerce Blvd., N.W. Suite 100 Boca Raton, FL 33487
Fernando Arimon	Secretary/Treasurer	6551 Park of Commerce Blvd., N.W. Suite 100 Boca Raton, FL 33487

ARTICLE X. - REGISTERED AGENT AND OFFICE

The principal office of the Association shall be at 6551 Park of Commerce Blvd., N.W., Suite 100, Boca Raton, FL 33487, or at 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 is Brad D. Bryant.

ARTICLE XI. - INCORPORATOR

The incorporator to these Articles is Brad D. Bryant, whose address is 6551 Park of Commerce Blvd., N.W., Suite 100, Boca Raton, FL 33487.

ARTICLE XII. - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XIII. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

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ARTICLE XIV. - AMENDMENTS

For so long as Single Family Parcel Developer owns any Lot, Declarant may amend these Articles provided Declarant obtains the written consent of the Single Family Parcel Developer, which consent shall not be unreasonably withheld or delayed. At such time as Single Family Parcel Developer no longer owns any Lot, Declarant, after obtaining the consent of the Association, may amend these Articles.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person, including the Voting Representatives. Any amendment to these Articles that would alter the Drainage System, conservation areas or any water management areas of the Common Property must have the prior approval of the SFWMD. Any such proposed amendments must be submitted to the SFWMD for a determination of whether the amendment necessitates a modification to the SFWMD Permit. If the proposed amendment necessitates a modification to the SFWMD Permit, the modification to the SFWMD Permit must be approved by the SFWMD prior to the amendment to these Articles. Any amendment to these Articles that would affect NPBCID's obligations, property interests, facilities or improvements located within the Property must have the prior written approval of NPBCID. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration, may not be amended except as provided in such Declaration. Additionally, provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

ARTICLE XV. **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. 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 any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as 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 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 interests of the Association, and in criminal actions or proceedings, without reasonable ground 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 of 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

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that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. 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 reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. 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 ground 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.

3. 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 XVI
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. Any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall be 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.

2. 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 must abstain from voting on that issue.

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ARTICLE XVII - DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution. Upon dissolution of the Association, the Members of the Association shall (i) form a successor association to hold title to the assets and Common Property of the Association, including without limitation the Drainage System and the property comprising the Drainage System, and to provide for the maintenance and upkeep thereof; or (ii) dedicate the assets and Common Property of the Association, including without limitation the Drainage System and the property comprising the Drainage System, to a local government agency determined to be acceptable by the SFWMD to be used for purposes similar to those for which this Association was created, provided, however, that in the event that such dedication is refused acceptance, such assets and Common Property shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the incorporator has hereunto affixed his signature this 5th day of November, 2002.

Brad D. Bryant
Brad D. Bryant

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of November, 2002, by Brad D. Bryant, who is personally known to me or who has produced a Florida driver's license as identification.



Barbara J. Britton
Notary Public
Print Name: Barbara J. Britton

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Master Association, Inc., this 5 day of November, 2002.

Brad D. Bryant
Brad D. Bryant

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