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COHEN. NORRIS. SCHERER WEINBERGER & WOLMER

ATTORNEYS AT LAW

FRED C. COHEN, P.A.**
GREGORY R. COHEN
BERNARD A. CONKO*
BLAINE C. DICKENSON
DAVID B. NORRIS, P.A.
PETER R. RAY
ERIC M. SAUERBERG*
KENNETH J. SCHERER, P.A.
KYLE A. SILVERMAN*
JAMES S. TELEPMAN***
ROBERT M. WEINBERGER, P.A.
BRENT G. WOLMER, P.A.

October 18, 2002

OF COUNSEL
RICHARD S. RACHLIN, P.A.
RICHARD S. RACHLIN*
CHRISTOPHER W. KAMMERER

*Board Certified Civil Trial Attorney

*Of Counsel
**Board Certified Real Estate
***Board Certified Business Litigation

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

Re: Articles of Incorporation for
MANATEE KEY HOMEOWNERS' ASSOCIATION, INC.
Our File No. 10010.002
LANAIR PARK PATIO HOMES HOMEOWNERS' ASSOCIATION, INC.
Our File No. 10010.004

Dear Sir/Madam:

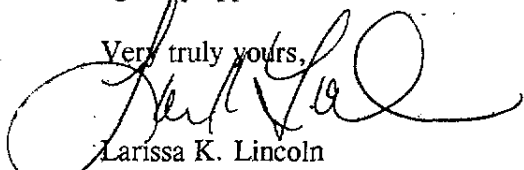
Enclosed please find the original and one (1) copy of each of the above referenced Articles of Incorporation. Upon filing of these articles, please return the certified copy of the articles to the undersigned.

Two checks, each in the amount of \$78.75, are enclosed in payment for the following fees:

Filing fees	\$35.00
Certified copy of Articles	\$ 8.75
Registered Agent Designation	\$35.00
	<u>\$78.75</u>

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

secincMRSNonProfLtr
enclosures

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146
TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 30, 2002

LARISSA K LINCOLN
P.O. BOX 13146
N PALM BCH, FL 33408-7146

SUBJECT: MANATEE JEY HOMEOWNERS, ASSOCIATION, INC.
Ref. Number: W02000031181

We have received your document for MANATEE JEY HOMEOWNERS, ASSOCIATION, INC. and your check(s) totaling \$78.75. 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.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 902A00059571

**ARTICLES OF INCORPORATION
OF
MANATEE KEY HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

FILED
02 NOV -7 AM 8:
SECRETARY OF STA
TALLAHASSEE, FLOR

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I

The name of the corporation is MANATEE KEY HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association". The address of the corporation is P.O. Box 541359, Lake Worth, FL 33454-1359.

ARTICLE II

The street address of the Registered Office of the Association is 712 U. S. Highway One, Suite 400, No. Palm Beach, FL 33408, and the name of the Registered Agent is M. Richard Sapir, Esq.

ARTICLE III

All definitions in the Declaration of Restrictions for MANATEE KEY ("Declaration"), as recorded in Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to carry out its obligations and duties pursuant to the terms of the Declaration, including but not limited to providing for the operation, maintenance and architectural control of the Parcels and Common Area, and improvements thereon, with that certain real property (and any additions thereto) described on Exhibit "A" attached to the Declaration and to promote the health, safety and welfare of the members of the Association.

**ARTICLE V
POWERS OF THE ASSOCIATION**

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of the Association, and as same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or Bylaws of the Association; 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 or otherwise dispose of real or personal property in connection with the affairs of the Association, and as to real property, only with the assent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association;

(d) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the

Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of Members entitled to vote two-thirds (2/3rds) of the votes of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(f) Dedicate, sell or transfer all or any part of 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 (except for utility easements for operation of the Properties) shall be effective without obtaining consent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Parcel;

(g) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise pursuant to Florida Statutes Chapters 617, 720;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system.

PROVISO. Annexation of additional properties (other than the Uncommitted Lands), mergers and consolidations, mortgaging or Common Area, dissolution and amendment of the Articles, requires prior approval of HUD/VA as long as there is Class B membership and HUD/VA has approved the Project and is insuring and guaranteeing any mortgage thereon.

ARTICLE VI MEMBERSHIP AND QUORUM

1. Every owner of a Parcel shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel.

2. The presence at any meeting of members entitled to cast, or of proxies entitled to cast, twenty five percent (25%) of the votes of the Association shall constitute a quorum for any action.

ARTICLE VII VOTING RIGHTS

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

Class A. Class A members shall be the owners (with the exception of the Declarant during such time the Declarant is the Class B member, but thereafter, Declarant shall also be a Class A member if Declarant is an owner), and shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persona shall be members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Parcel.

Class B. The Class B member shall be the Declarant, and shall be entitled to fifty (50) votes. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) Three (3) months after ninety percent (90%) of the Parcels in Manatee Key that will ultimately be operated by the Association have been conveyed to Owners; or

(b) Five (5) years following conveyance of the first Parcel in Manatee Key to an Owner other than Declarant; or

(c) Such earlier date as Declarant may determine.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons who need not be members of the Association. The first Board shall consist of three (3) members. The number of Directors may be increased up to the maximum of seven (7) upon the first election of Directors, as provided in the Bylaws.

Directors of the Association shall be elected at the annual meeting in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve pursuant to the Bylaws and any vacancies in their number occurring shall be filled as the Bylaws provide.

The names and addresses of the members of the First 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>
Harry Rauch	P.O. Box 541359, Lake Worth, FL 33454-1359
Kathi Powell	P.O. Box 541359, Lake Worth, FL 33454-1359
Rosanne Yonker	P.O. Box 541359, Lake Worth, FL 33454-1359

Upon the resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an Officer of the Association who was elected by the First Board, the Association shall remise, release, acquit and forever discharge such Director or Officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversy, agreements, promises, variations, trespasses, damages (except to the extent any such damages are covered by insurance), judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Members had, now have, or will have; of which any personal representative, successor, heir or assign of the Association or Members hereafter may have against such Director or Officer by reason of his having been a Director or Officer of the Association.

ARTICLE IX DURATION

The Corporation shall exist perpetually.

ARTICLE X AMENDMENTS

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

1. **Proposal.** Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of the members; or amendments may be proposed by petition signed by Members entitled to vote at least twenty-five percent (25%) of the voting interests of the Association, and delivered to the Secretary.

2. **Call for Meeting.** Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the

Association, or other Officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is considered to be at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.

3. **Vote Necessary.** In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Members entitled to vote at least seventy-five percent (75%) of the voting interests of the Association.

4. **By Written Statement.** If all the Directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though Subsections 1, 2 and 3, above have been satisfied.

5. **Filing.** The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the Officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees with the office of the Secretary of State, State of Florida, for approval and will be effective upon such filing.

Notwithstanding the foregoing provisions of this Article XI so long as the Declarant holds Parcels for sale in the ordinary course of business, no amendment to these Article may be adopted or become effective without the prior written consent of Declarant if in the sole opinion of the Declarant, which shall be binding, such amendment affects the rights of Declarant or affects the Declarant's ability to sell or lease parcels in the Project.

ARTICLE XI SUBSCRIBERS

The name and address of the Subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Manatee Key Development, Inc. a Florida Corporation	c/o M. Richard Sapir, Esq. 712 U.S. Highway One, Ste. 400 No. Palm Beach, FL 33408

ARTICLE XII OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

	<u>Name</u>	<u>Address</u>
President:	Harry Rauch	P.O. Box 541359, Lake Worth, FL 33454-1359
Vice President:	Rosanne Yonker	P.O. Box 541359, Lake Worth, FL 33454-1359
Secretary/Treasurer:	Kathi Powell	P.O. Box 541359, Lake Worth, FL 33454-1359

ARTICLE XIII

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the members, by members entitled to cast fifty percent (50%) of the voting interests of the Association.

ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Board Member and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including court costs and attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration, or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Board Member or Officer of the Association, whether or not he is a Board Member or Officer at the time such expenses are incurred. Provided, however, such indemnification shall be authorized only if the Board Member or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. Notwithstanding the foregoing, in the event of a settlement the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement in accordance with the provisions set forth in Chapter 607 Florida Statutes. Notwithstanding anything contained herein to the contrary, and in instances where the Board Member or Officer admits or is adjudged guilty of malfeasance in the performance of his duties, or his actions or omissions to act constitute a violation of the criminal law or a transaction from which the Board Member or Officer derived an improper personal benefit or such other act or omission to act under Section 607.0831 Florida Statutes, the indemnification provisions contained herein shall not apply. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Board Member or Officer may be entitled by common law or statute.

ARTICLE XV TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No 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 Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

ARTICLE XVI DISSOLUTION

In the event of a dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 18 day of Oct., 2002.

MANATEE KEY DEVELOPMENT, INC.
A Florida Corporation

By: [Signature]
Harry Rauch, President

The undersigned hereby accepts the designation of Registered Agent of Manatee Key Homeowners' Association, Inc., as set forth in Article II of these Articles.

[Signature]
M. Richard Sapir

STATE OF Fla.
COUNTY OF P.B.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Harry Rauch, President of Manatee Key Development, Inc., a Florida Corporation, and that he acknowledged executing the same for such limited partnership, freely and voluntarily, under authority duly vested in them by said limited partnership that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of Oct., 2002.

[Signature]
NOTARY PUBLIC

M. Richard Sapir
Printed Notary Signature

My Commission Expires: _____

