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FLORIDA NON-PROFIT CORPORATION

Lake Worth Road Property Owners Association, Inc.

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ARTICLES OF INCORPORATION

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OF LAKE WORTH ROAD PROPERTY OWNERS ASSOCIATION, INC.
A Florida Not for Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Incorporation for LAKE WORTH ROAD PROPERTY OWNERS ASSOCIATION, INC.

1. NAME

The name of the corporation shall be LAKE WORTH ROAD PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

2. PURPOSE

A commercial development will be created by Lake Worth Road Associates, Ltd., a Florida limited partnership ("Declarant") upon certain lands in Palm Beach County, Florida, legally described on Exhibit "A" hereto (the "Project") which Project is subject to a Declaration of Unity of Control (the "Declaration") recorded in O.R. Book 11973 at Page 1072 of the Public Records of Palm Beach County, Florida. This Association is organized for the purpose of owning, operating, governing, administering and managing the areas of the Project which are intended to be used in common by all owners and users of portions of the Project, as such areas are presently shown on the site plan attached hereto as Exhibit "A" (the "Common Areas") and to exercise all powers and discharge all responsibilities granted to it as a not-for-profit corporation under the laws of the State of Florida and its By-Laws, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Association's capacity as an association. Notwithstanding the foregoing, the Common Areas may be changed from time to time by the Declarant, provided, however, that the owner of any area affected by any such change joins in any such amendment.

3. POWERS

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

3.1 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 or the Declaration.

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3.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To own, operate and manage the common areas of the Project;

(b) To make and collect assessments against members to defray the costs of the Association's fulfillment of its responsibilities;

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, replace and operate the common areas of the Project;

(e) To reconstruct improvements upon the common areas of the Project after casualty and to further improve such property;

(f) To make and amend By-Laws and regulations respecting the use of the common areas of the Project and to enforce same;

(g) To enforce the provisions of the Declaration and these Articles;

(h) To provide for the management and maintenance of the common areas of the Project and to authorize a management agent 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 areas of the Project;

(i) To grant easements over portions of the common areas of the Project and to exercise all other rights of ownership of such areas; and

(j) 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.

3.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of its members. No part of the income, if any, of the Association shall be distributed to the members, directors or officers of the Association.

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

4. MEMBERS

4.1 All owners of parcels of land in the Project (each such parcel is herein called a "Parcel") shall automatically be members of the Association, and a Parcel Owner's membership shall automatically terminate when it is no longer owner of a Parcel. Any Parcel owner may transfer its membership rights and obligations to a tenant who occupies that Parcel pursuant to the terms of a written lease, and such transfer shall terminate when such lease is no longer in good standing. For all purposes hereof, "Parcels" shall not include the Common Areas of the Project which are to be owned and maintained by the Association.

4.2 Each member is entitled to vote its Voting Interest, in accordance with the By-Laws. For all purposes, a "Voting Interest" for each Parcel shall be a vote equal to 100 multiplied by a fraction whose numerator is the number of square feet in the parcel and whose denominator is the number of square feet in all areas of the Project other than Common Areas. The owner of each parcel shall designate one (1) voting member for its Parcel as set forth in the By-Laws.

4.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to its Parcel.

5. EXISTENCE

The Association shall have perpetual existence.

6. SUBSCRIBER

The name and address of the subscriber hereto is TODD LEVINE, 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.

7. DIRECTORS

7.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than seven (7) Directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

7.2 Directors shall each serve a one (1) year term, except that a director's term shall end when he or she is no longer a voting member.

7.3 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held as provided in the By-Laws.

7.4 The following persons shall constitute the first Board of Directors:

<u>Name</u>	<u>Address</u>
MARC BOUCHER	1541 SUNSET DR. SUITE 300 CORAL GABLES, FL 33143
JEFF SCOTT	1541 SUNSET DR. SUITE 300 CORAL GABLES, FL. 33143
TODD LEVINE	1541 SUNSET DRIVE SUITE 300 CORAL GABLES, FL 33143

8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws. The names and titles of the officers who shall serve for the first year of the Association's existence are as follows:

<u>Name</u>	<u>Title</u>
MARC BOUCHER	PRESIDENT
JEFF SCOTT	SECRETARY
TODD LEVINE	TREASURER

9. BY-LAWS

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

10. AMENDMENTS

10.1 Holders of a majority of the Voting Interests may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by any two members and shall be delivered to the President of the Association, who shall thereupon call a special meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of holders of eighty percent (80%) of the Voting Interests of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

10.2 Any voting member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder same shall apply only if the Board of Directors approves such settlement or reimbursement as being in the interests of the Association. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. 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.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust 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 said Officer's or Director's 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.

12.2 Interested Officers and 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.

13. PRINCIPAL OFFICE

The Association's principal office shall be at 1541 Sunset Drive, Suite 300, Coral Gables, Florida.

14. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Association in the State of Florida shall be 1541 Sunset Drive, Suite 300, Coral Gables, Florida. The name of the initial registered agent shall be TODD LEVINE.

IN WITNESS WHEREOF, the subscriber has sworn to and executed these Articles, at Coral Gables, Florida this 27 day of January, 2003

TODD LEVINE 

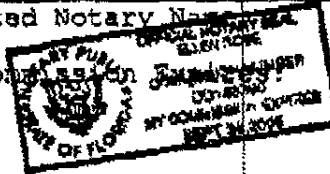
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SWORN TO AND ACKNOWLEDGED BEFORE ME this 27 day of January, 2003 at Coral Gables, Florida, by TODD LEVINE who is personally known to me.


NOTARY PUBLIC STATE OF FLORIDA AT LARGE

Printed Notary Name _____

My Commission Expires _____



LAKE WORTH ROAD PROPERTY OWNERS ASSOCIATION, INC.
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ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, TODD LEVINE, hereby accepts appointment as the Resident Agent for LAKE WORTH ROAD PROPERTY OWNERS ASSOCIATION, INC., and does agree to accept service of process on behalf of the Association and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.324.

WITNESS my hand this 27 day of January, 2003.



TODD LEVINE

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TALLAHASSEE, FLORIDA

LAKE WORTH ROAD PROPERTY OWNERS ASSOCIATION, INC.
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EXHIBIT "A"

Tract A, Lake Worth Road & State Road 7
M.U.P.D., according to the Plat thereof, as
recorded in Plat Book 97 at Page 56 of the
Public Records of Palm Beach County, Florida.

U:\WP\HIGHER\Lake Worth\Exhibit A.upd

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