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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Ponza Place Homeowners' Association, Inc.

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	Change of Registered Agent
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REGISTRATION/QUALIFICATION	
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EXHIBIT "B"
ARTICLES OF INCORPORATION
OF
PONZA PLACE HOMEOWNERS' ASSOCIATION, INC.,
(a corporation not for profit under the laws
of the state of Florida)

03 MAR 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit and certify as follows:

ARTICLE I
NAME

The name of the corporation shall be PONZA PLACE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II
PURPOSE

A. The purpose for which the Association is organized is to provide an entity to own, maintain, and operate certain lands located in Palm Beach County, Florida, which lands are to be used in common by all the members of the Association which membership shall consist of all the Living Unit Owners at PONZA PLACE. The Association shall be responsible for the management of PONZA PLACE in keeping with the terms and conditions as set forth in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR PONZA PLACE (The Declaration"), and as same may be amended from time to time.

B. All of the terms used in these Articles or Incorporation shall have the same definitions and meanings as set forth in the Declaration.

C. The Association shall make no distribution of income (excluding possible Director Fees) to its members, Directors or officers.

ARTICLE III
POWERS AND DUTIES

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these articles or with the terms of the DECLARATION OF COVENANTS AND RESTRICTIONS FOR PONZA PLACE.

B. The Association shall have all the powers and duties set forth in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR PONZA PLACE except as limited by these Articles, and all of the powers and duties reasonably necessary to operate and administer the Common Property and the Association Property pursuant to the Covenants and Restrictions and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against members to defray the costs and expense of the Common Property and the Association Property.

2. To use the proceeds of assessments in the exercise of its powers and duties.
 - 3 To maintain, repair, replace and operate the Common Property and the Association Property.
 4. To purchase insurance upon the Common Property and the Association Property and insurance for the protection of the Association and its members, as determined by the Board of Directors.
 5. To dedicate or to transfer all of any part of the Common property or the Association Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one percent (51%) of the membership of the Association, and approved by not less than seventy-five percent (75%) of the institutional mortgagees holding mortgages encumbering the Living Units. Nothing herein shall be construed to obligate Palm Beach County to accept any such dedication or transfer of the Common Property or the Association Property.
 6. To reconstruct the Improvements to the Common Property and the Association property after casualty, and to further improve the Common Property and the Association Property, as provided in the DECLARATION OF COVENANTS AND RESTRICTION FOR PONZA PLACE.
 7. To make and amend reasonable rules and regulations regarding the use of the Common Property and the Association Property, provided that notice of the proposed modification, addition or deletion to the rules and regulations is sent by U.S. mail to each member of the Association at least thirty (30) days before the proposed modification, addition or deletion becomes effective.
 8. To contract for the management of the Common Property and the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the DECLARATION OF COVENANTS AND RESTRICTIONS FOR PONZA PLACE to have the approval of the Board of Directors or the membership of the Association. Any such contract may not exceed three (3) years in its term.
 9. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Common Property and the Association Property.
 10. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association, the Declaration of Party Facilities and the rules and regulations for the use of the Common Property and the Association Property as same may be promulgated, modified, or amended from time to time by the Association.
 11. To pay taxes and assessments, which are levied against a part of the Association Property.
 12. To pay the costs of all power, water, sewer, and other utility services rendered to the Common Property and the Association Property, and not billed to Owners of individual Living Units.
 13. To suspend the right to use and enjoy the Association Property and the Common Property and facilities of any member for any period during which any assessment shall remain unpaid.
 14. To do such other things as may be necessary in order to perform the duties and to exercise the power provided for the Association in the Declaration.
- C. The Association shall not have the power to purchase a Living Unit except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid not more than the amount secured by its lien.

D. 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, these Articles of Incorporation and the By-Laws.

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

ARTICLE IV MEMBERS

A. The members of the Association shall consist of all of the record Owners of Lots in PONZA PLACE.

B. Change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a Lot at PONZA PLACE, and the delivery to the Association of a copy of such recorded instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior Owner is terminated as of the date of recording of such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of the title of his Lot and Living Unit.

D. The Owner of each Living Unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights, shall be determined by the By-Laws of the Association; subject, however, to the terms and conditions or the Declaration.

ARTICLE V DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of not less than three (3) or more than five (5) Directors, and until the transfer date, Directors need not be members of the Association.

B. 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.

C. The first election of Directors shall not be held until after the Developer has closed the sales of all of the Lots and Living Units in PONZA PLACE, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

D. 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:

NAME

Walter Brannock

ADDRESS340 Royal Poinciana Way
Palm Beach, FL 33480

Ralphe Abbenante

1401 Lands End Road
Manalapan, FL 33462

Angelo Abbenante

1401 Lands End Road
Manalapan, FL 33480ARTICLE VIOFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAMEADDRESS

Walter Brannock, Pres.

340 Royal Ponciana Way
Palm Beach, FL 33480

Ralphe Abbenante, Sec.

1401 Lands End Road
Manalapan, FL 33462

Angelo Abbenante, Tres.

1401 Lands End Road
Manalapan, FL 33480ARTICLES VIIINDEMNIFICATION

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 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 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 or reimbursement as being for the best interest 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 VIIIBY-LAWS

The 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.

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

A. 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.

B. A resolution approving a proposed amendment may be proposed either by the Board of Directors or by 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. Except as elsewhere provided.

1. Such approvals must be by not less than fifty-one percent (51%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the membership of the Association voting in person and by proxy:
or

2 By not less than 60% of the votes of the membership of the Association filing in person or by proxy at a meeting held for such purpose.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members, and joiner of all record owners of mortgages upon the Parcels. No amendment shall be made that it is in conflict with the Declaration or the laws of the State of Florida.

ARTICLES X TERMS

The term of the Association shall be perpetual.

ARTICLE XI DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association shall be dedicated to any appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in accordance with the provisions of such Declaration or any recorded deed. Nothing herein shall be construed to obligate Palm Beach County to accept any such dedication or transfer of all or any part of the Common Area.

ARTICLE XII INCORPORATES

The names and addresses of the incorporates of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James_Rudd	3511 NE 22 nd Avenue, Suite 100, Fort Lauderdale, Florida 33308.

ARTICLE XIII REGISTERED AGENT AND OFFICE AND PRINCIPAL OFFICE

The initial registered office of the corporation shall be located at 3511 NE 22nd Avenue, Suite 100, Fort Lauderdale, Florida 33308. The initial Registered Agent at said address shall be James D. Rudd.

9 IN WITNESS WHEREOF, the incorporators have affixed their signatures this day of March, 2003.

WITNESSES: (As to all)

James Scott
JAMES SCOTT

Roberto Abreu Harte
ROBERTO ABEUHATE

Refugio A. Harte
SEC.

[Signature]
PRES.

Walter Beaumont
PRES.

Acceptance of designation of Registered Agent:

James D. Rudd
CR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on the date aforesaid before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ~~WALTER BEAUMONT, DANIEL ABEUHATE~~ WALTER BEAUMONT, DANIEL ABEUHATE, who produced a driver license with photo as identification and did take an oath that he is the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

My commission expires:

Elliott A. Franklin
NOTARY PUBLIC
In and for the State of Florida



Elliott A. Franklin
MY COMMISSION # DD147804 EXPIRES
November 27, 2006
BONDED THRU TROY FARM INSURANCE, INC.