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Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA NON-PROFIT CORPORATION

GLENEAGLES SECURITY, INC.

Certificate of Status	0
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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
FOR  
GLENEAGLES SECURITY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation to form a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE I**

**Corporate Name**

The name of the corporation shall be:

**GLENEAGLES SECURITY, INC.**

and its initial post office address and its principal office for the conduct of business is:

**7667 Victory Lane, Delray Beach, Florida 33446**

The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II**

**Corporate Nature**

This is a nonprofit corporation, organized pursuant to Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

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ARTICLE III

**Duration**

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are to provide security alarm monitoring services and the operating, administering, managing and maintenance of alarm monitoring equipment for all of the residences for the Gleneagles Country Club community.

ARTICLE V

**Management of Corporate Affairs**

(a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be four, provided, however, that such number may be changed by a bylaw adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of successors in office. Annual meetings shall be held at 7667 Victory Lane, Delray Beach, Florida 33446 on the fourth Tuesday of February of each year at 8:30 A.M.,

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or at such other times or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of the Corporation authorize the Directors to act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Leonard Fuchs	7667 Victory Lane Delray Beach, Florida 33446
Manuel Spahn	7667 Victory Lane Delray Beach, Florida 33446
Arlene Berg	7667 Victory Lane Delray Beach, Florida 33446
Annette Gumm	7667 Victory Lane Delray Beach, Florida 33446

(b) **Corporate Officers.** The Board of Directors shall elect the following officers: President, 1<sup>st</sup> Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers

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shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as Corporate officers:

	<u>Name</u>	<u>Address</u>
President:	Leonard Fuchs	7667 Victory Lane Delray Beach, Florida 33446
1 <sup>st</sup> Vice-President:	Manual Spahn	7667 Victory Lane Delray Beach, Florida 33446
Secretary:	Arlene Berg	7667 Victory Lane Delray Beach, Florida 33446
Treasurer:	Annette Gumm	7667 Victory Lane Delray Beach, Florida

#### ARTICLE VI

##### **Earnings and Activities of the Corporation**

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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(c) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE VII

##### **Membership**

(a) The Corporation shall have one class of members. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) A member shall be defined as any Owner or Owners of any Dwelling Unit in the Gleneagles Country Club community who is deemed to be a "Resident Social Member" as such term is more specifically defined in the Declaration of Protective Covenants, Conditions and Restrictions for Gleneagles, such Declaration being incorporated herein by reference.

(c) Notwithstanding the above, each such Dwelling Unit shall be restricted to one membership interest regardless of the number of Owners of said unit.

#### ARTICLE VIII

##### **Incorporator**

The name and address of the Incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
James N. Reyer	5301 North Federal Highway, Suite 130 Boca Raton, Florida 33487

#### ARTICLE IX

##### **Amendment of By-Laws**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the

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Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of a corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

#### ARTICLE X

##### **Registered Agent and Office**

The address of the Corporation's registered office shall be 5301 North Federal Highway, Suite 130, Boca Raton, Florida 33487, and the name of its registered agent at said address shall be James N. Reyer.

#### ARTICLE XI

##### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

IN WITNESS WHEREOF, the undersigned subscriber of the Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8<sup>th</sup> day of May, 2003.

  
James N. Reyer - Incorporator

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STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on May 8, 2003, by James N.

Reyer, who:

☒ is personally known to me, or

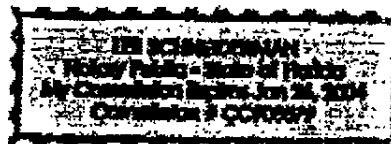
☐ has produced identification in the form of \_\_\_\_\_

which was examined by me.

and who did take an oath, and acknowledged that he is the person who executed the foregoing

Articles of Incorporation.

  
Notary Public



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**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED AND THE PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:  
**GLENEAGLES SECURITY, INC.** desiring to organize under the laws of the State of Florida  
with its initial registered office as indicated in the Article of Incorporation, at 5301 North Federal  
Highway, Suite 130, City of Boca Raton, County of Palm Beach, State of Florida 33487, has  
named James N. Reyer as its registered agent to accept service of process within this state.

**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named as the registered agent for the above corporation for the purpose of  
accepting service of process at the registered office designated in this certificate, I hereby accept  
such appointment and acknowledge that I am familiar with and accept the obligations and  
responsibilities of such office as provided for in Florida Statutes 607.0505.

  
James N. Reyer - Registered Agent

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TALLAHASSEE, FLORIDA

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