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FLORIDA NON-PROFIT CORPORATION

MANALAPAN BEACH HOMEOWNERS ASSOCIATION, INC

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
MANALAPAN BEACH HOMEOWNERS ASSOCIATION, INC.

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1. NAME AND ADDRESS

The name of this corporation shall be Manalapan Beach Homeowners Association, Inc., sometimes hereinafter referred to as the "Corporation". The address of the corporation shall be c/o Leonard Rubin, 515 N. Flagler Drive, 17th Floor, West Palm Beach, Florida 33401.

2. PURPOSES

The general nature, objects and purposes of the Corporation are as follows:

- A. To protect the interests of owners of oceanfront property in Manalapan, Florida.
- B. To perform all other acts which may be performed by corporations organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

3. GENERAL POWERS

The general powers that the Corporation shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.
- B. To delegate power or powers where such is deemed in the interest of the Corporation.
- C. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; and to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- D. To collect dues for effectuating the objects and purposes of the Corporation.
- E. To charge recipients for services rendered by the Corporation when such is deemed appropriate by the Board of Directors of the Corporation.

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F. In general, to have all powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein.

4. MEMBERS

The members shall consist of all owners of oceanfront residential property in Manalapan, Florida who wish to become members of the Corporation.

5. VOTING AND DUES

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each oceanfront property ("Property") which the member owns directly or through an entity which the member controls. When one or more person holds such interest or interests in any Property, all such persons shall be members, and the vote for such Property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Property. Except where otherwise required under the provisions of these Articles or the bylaws of the Corporation (the "Bylaws"), the affirmative vote of the owners of a majority of Properties represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Corporation will obtain funds with which to operate from dues which may be assessed by the Board of Directors in accordance with the provisions of these Articles and the Bylaws.

6. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three nor more than nine Directors. All Directors shall be members of the Corporation. Elections shall be by plurality vote of the votes cast at any meeting of members which is duly noticed and held in accordance with these Articles and the Bylaws, at which a quorum is present and acting.

B. New Directors shall be appointed or elected and the number of Directors shall be increased or decreased in accordance with the Bylaws of the Corporation.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 2004 and until their successors are elected or appointed and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Donald Brennan	1600 S. Ocean Blvd. Manalapan, FL 33462

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Wendy Navellier

1440 S. Ocean Blvd.
Manalapan, FL 33462

David Martin

1020 S. Ocean Blvd.
Manalapan, FL 33462

7. OFFICERS

A. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time by resolution create. Officers shall be elected for one 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 Corporation until the annual meeting of the Board of Directors to be held in the year 2004 and until their successors are duly elected and qualified are:

President
Vice President
Treasurer
Secretary

Donald Brennan
Wendy Navellier
David Martin
David Martin

8. CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

9. BYLAWS

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

10. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles and Bylaws may be altered, amended or repealed by vote of a majority of the members.

11. INCORPORATOR

The name and address of the incorporator is as follows:

Leonard Rubin
Boose Casey Ciklin Lubitz Martens McBane & O'Connell
515 N. Flagler Drive, 17th Floor
West Palm Beach, FL 33401

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12. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Corporation 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.

1. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Corporation, 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 Corporation, 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 that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officers or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, 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 interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation 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.

B. 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 Corporation, 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.

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C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

13. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers, 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 his or their votes are counted for such purpose. No Director or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. 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.

14. REGISTERED AGENT

Until changed, Leonard Rubin shall be the Registered Agent of the Corporation and the registered office shall be 515 N. Flagler Drive, 17th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the said incorporator has hereto set his hand and seal this 12th day of June, 2003.

WITNESSES:

Ann Z Anders
ANN Z. ANDERS
Ruth Burgos

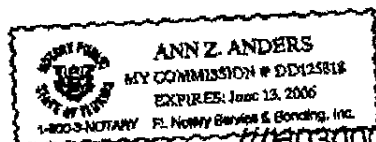
[Signature]

STATE OF FLORIDA :
: SS
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 12th day of June, 2003, by Leonard Rubin, to me well known to be the individual described in and who executed the foregoing instrument for the purposes therein expressed.

(Seal)

Ann Z Anders
Notary Public ANN Z. ANDERS
State of Florida at Large
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

June 12, 2003


Leonard Rubin

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