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FLORIDA NON-PROFIT CORPORATION

FLORIDIAN ESTATES III HOMEOWNERS' ASSOCIATION, INC.

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*Articles of Incorporation
of
Floridian Estates III Homeowners' Association, Inc.*

Article 1

Name

The name of this corporation shall be **Floridian Estates III Homeowners' Association, Inc.**, sometimes hereinafter referred to as the "Association".

Article 2

Definitions

The definitions of words as defined in the Declaration of Covenants and Restrictions ("Declaration") to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Broward County, Florida, are incorporated herein by reference and made a part hereof.

Article 3

Purposes

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

3.1 To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Floridian Estates III and described in the Declaration of Covenants and Restrictions for Floridian Estates III executed contemporaneously herewith by C&J Developers, LLC and to be recorded in the Public Records of Broward County, Florida.

3.2 To own and maintain, repair and replace the general and/or Common Areas, landscaping and other improvements in and/or benefiting Floridian Estates III for which the obligation to maintain and repair has been delegated and accepted. To control the specifications, architecture, design, appearance, elevation and location of, landscaping around all buildings and improvements of any type, including walls, fences, sewers, drains, disposal systems; or other structures constructed, placed or permitted to remain in Floridian Estates III, as well as the alteration, improvement, addition and/or change thereto.

3.3 To provide or provide for private security, fire protection and such other

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services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto, in Floridian Estates III .

3.4 To operate without profit for the benefit of its members.

3.5 To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions hereinabove described.

Article 4

General Powers

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

4.1 To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

4.2 To promulgate and enforce rules, regulations, by laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

4.3 To delegate power or powers where such is deemed in the interest of the Association.

4.4 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; 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.

4.5 To fix assessments to be levied against the Property and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

4.6 To charge recipients for services rendered by the Association and the user for use of Association Property when such is deemed appropriate by the Board of Directors of the Association.

4.7 To pay taxes and other charges, if any, on or against Property owned or accepted by the Association.

4.8 In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

4.9 Maintain, repair, replace, operate and manage the Association properties, including but not limited to the common irrigation system, including all retention areas, culverts and related appurtenances, if any, including the right to reconstruct improvements after casualty and further to improve and add to the Association properties.

Article 5

Members

5.1 The members shall consist of the Property Owners in Floridian Estates III, and all such Property Owners shall be members of the Association. There shall be two (2) classes of members, as follows:

5.1.1 Class A Members. Class A Members shall be all Lot Owners other than the Class B Member. Owners of Lots shall automatically become Class A Members upon purchase of a Lot.

5.1.2 Class B Members. The Class B Member shall be C&J Developers, LLC a Florida limited liability, or its designee, successor or assignee as Developer of Floridian Estates III.

5.2 No stock certificates shall be issued to any member.

Article 6

Voting and Assessments

6.1 Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Lot in which he holds the interest required for membership. When one (1) or more person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for Floridian Estates III or by law, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the

members.

6.2 The Developer shall have the right to elect at least one member to the Board as long as it holds at least 5% of Lots.

6.3 The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for Floridian Estates III, as supplemented by the provisions of the Articles and By Laws of the Association relating thereto.

Article 7

Board of Directors

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be residents of the State of Florida, but do not need to be members of the Association. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B Member.

7.2 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 2003 and until their successors are elected or appointed and have qualified, are as follows:

CHAIM ABADI
12421 NW 15th Street
Apt. 304
Sunrise, FL 33323

JAMES M. BEESON, JR.
7099 East Tropical Way
Plantation, FL 33317

JAMES B. BEESON
7099 East Tropical Way
Plantation, FL 33317

Article 8

Officers

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By Laws. The names of the officers who are to manage the affairs of the Association 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:

CHAIM ABADI

Vice President: JAMES M. BEESON, JR.
Secretary: JAMES M. BEESON, JR.
Treasurer: JAMES M. BEESON, JR.

Article 9

Corporate Existence

The Association shall have perpetual existence.

Article 10

By Laws

The Board of Directors shall adopt By Laws consistent with these Articles.

Article 11

Amendment to Articles of Incorporation and By Laws

These Articles and By Laws may be altered, amended or repealed by vote of a majority of the Board of Directors. No amendment affecting C&J Developers, LLC, a Florida limited liability corporation, or its successors or assigns as Developer of Floridian Estates III (as the same is defined in the Declaration of Covenants and Restrictions for Floridian Estates III) shall be effective without the prior written consent of said C&J Developers, LLC, or its successors or assigns, as Developer.

Article 12

Subscribers

The name and address of the subscriber is as follows:

JAMES M. BEESON, JR.
1937 East Atlantic Boulevard, Suite 12
Fort Lauderdale, Florida 33360.

Article 13

Indemnification of Officers and Directors

13.1 The Association 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.

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

13.1.2 By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, 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 Association, 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 interests of the Association. 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 Association 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.

13.2 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 Association, and whether, with respect to any criminal action or proceeding, he has 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.

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

Article 14

Transactions in Which Directors or Officers are Interested

14.1 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 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 Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

14.2 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.

Article 15

Dissolution or Merger of the Association

15.1 Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

15.1.1 Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

15.1.2 Dedication to any applicable municipal or other similar non-profit corporation or governmental body determined by the Board to be appropriate for such dedication and which such entity is willing to accept. However, it is expressly understood that Broward County or any other entity is not obligated to

accept such dedication or maintenance responsibility unless done so by appropriate resolution by the Board of County Commissioners or such other appropriate entity.

15.1.3 Remaining assets shall be distributed among the members as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

15.2 The Association may be dissolved upon a resolution to that effect being recommended by two-thirds (2/3) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes §617.05 or statute of similar import, and unanimously approved by members of the Association.

15.3 The Association may be merged into another not-for-profit corporation upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and if such decree be necessary at the time of merger, after receipt of an appropriate decree as set forth in Florida Statutes §617.051 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's members.

Article 16

Registered Agent

Until changed, James M. Beeson, Jr. shall be the Registered Agent of the Association, and the registered office shall be 1937 East Atlantic Boulevard, Suite 12, Fort Lauderdale, Florida 33360.

Article 17

Developers' Rights Assignable

C&J Developers, LLC, as the Developer under these Articles of Incorporation, may freely assign, transfer or convey to any other party all or any portion of its interests, rights, obligations, privileges, duties and responsibilities as Developer under these Articles of Incorporation.

In Witness Whereof, the subscriber has hereto set his hand and seal this ____ day of October, 2003.

Witnesses:

Eve Wagner
Patricia Boorn

By:

James M. Beeson, Jr.
James M. Beeson, Jr.

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10 day of Oct, 2003,
by James M. Beeson, Jr., who is personally known to me or has produced _____
as identification.

My Commission Expires:
My Commission Number Is:

Eve Wagner
Notary Public, State of Florida



Eve Wagner KUSEG
Commission # DD 047443
Expires Sep. 16, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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Certificate Designating Place of Business or Domicile for
the Service of Process Within this State, Naming Agent Upon
Whom Process May Be Served

In compliance with the laws of Florida, the following is submitted:

First, that desiring to organize under the laws of the State of Florida with its principal office at 1937 East Atlantic Boulevard, Suite 12, Fort Lauderdale, Florida 33360, the corporation named in the attached Articles has named James M. Beeson, Jr., State of Florida, as its statutory registered agent.

Second, pursuant to §607.0502, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Floridian Estates III Homeowners' Association, Inc., and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1989), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, §607.0505, Florida Statutes.

Dated this 11 day of October, 2003.

By: James M. Beeson, Jr.
James M. Beeson, Jr.

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