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TALLAHASSEE FLORIDA

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FLORIDA NON-PROFIT CORPORATION

INTERCOASTAL MARINA ASSOCIATION AT OCEANIA, INC.

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ARTICLES OF INCORPORATION
OF
INTERCOASTAL MARINA
ASSOCIATION AT OCEANIA, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be the INTERCOASTAL MARINA ASSOCIATION AT OCEANIA, INC. The principal address of the corporation is 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180. For convenience, the corporation shall be referred to in this instrument as the "Marina Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Marina Association as the "Bylaws".

ARTICLE II

PURPOSES AND POWERS

2.1 Objects and Purposes. The objects and purposes of the Marina Association are to use, operate and administer those certain marina facilities comprised of boat lots, slips or parcels constructed, or to be constructed, on that certain property owned by Intercoastal Management, Ltd., a Florida limited partnership, its successors and/or assigns, ("Marina Owner") and identified on Exhibit "A" attached hereto and made a part hereof (the "Marina Property"); as well as those objects and purposes as are authorized by that certain Master Declaration dated November 15, 1989 and recorded February 9, 1990 in Official Records Book 14428, at Page 1511 of the Public Records of Miami-Dade County, Florida, as amended and/or supplemented from time to time (the "Master Declaration") as may be applicable to the Marina Association.

2.2 Not for Profit. The Marina Association is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

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

- A. General. The Marina Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, or the Bylaws.
- B. Enumeration. The Marina Association shall have the powers and duties set forth in subsection 2.3A above, except as limited by these Articles, and the Bylaws, and all of the powers and duties reasonably necessary to operate the Marina Association and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:
 - (a) To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of any lease, license or other agreement between the Members and the Marina Association and/or between Members and the Marina Owner, these Articles and the Bylaws of the Marina Association; to pay all expenses in

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connection therewith and all office and other expenses incidental to the conduct of the business of the Marina Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Marina Property; and to use the proceeds thereof in the exercise of its powers and duties.

- (b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the business of the Marina Association upon the written consent of the Marina Owner.
- (c) To Borrow money, and to mortgage, pledge, or hypothecate any or all real or personal property owned by the Marina Association as security for money borrowed or debts incurred.
- (d) To maintain, repair, replace, reconstruct, add to and operate the Marina Property, and other property acquired or leased by the Marina Association.
- (e) To purchase insurance upon the Marina Property and insurance for the protection of the Marina Association, its officers, directors, Members and Marina Owner.
- (f) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Marina Property and for the health, comfort, safety and welfare of the Members.
- (g) To enforce by legal means the provisions of these Articles, the Bylaws, and the Rules and Regulations for the use of the Marina Property.
- (h) To contract for the management and maintenance of the Marina Property and to authorize a management agent (which may be an affiliate of the Marina Owner) to assist the Marina Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Marina Property with such funds as shall be collected from its Members. The Marina Association and its officers shall, however, retain at all times the powers and duties granted by the Master Declaration, if any, the Bylaws and these Articles, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Marina Association.
- (i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Marina Property.
- (j) To enter into, and/or enforce, agreements, leases or licenses with Members, including but not limited to exclusive or non-exclusive uses of a dock, slip or other portion of the Marina Property.
- (k) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

ARTICLE III

MEMBERSHIP

The Marina Owner and every lessee or licensee of a dock, slip or other portion of the Marina Property shall be a member of the Marina Association.

The Marina Association shall have two (2) classes of members:

Class A Members. Each lessee or licensee of a dock, slip or other portion of the Marina Property shall be a Class A Member. Each Class A Member shall have all of the rights and obligations afforded it pursuant to the lease, license or other agreement entered into with the Marina Owner or the Marina Association, and shall abide by the provisions of these Articles, the Marina Association Bylaws and any and all rules and regulations promulgated by the Marina Association in connection with the Marina Property. No Class A Member shall have any voting rights associated with the Marina Association.

Class B Member(s). Marina Owner, its successors or assigns, or its nominees, shall be the Class B Member and all of the voting rights associated with the Marina Association shall be vested in it.

ARTICLE IV

CORPORATE EXISTENCE

The Marina Association shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Marina Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine but which shall always be an odd number. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 5.2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Marina Association, who shall hold office until their qualified successors are duly elected and have taken office as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Eric Feder	c/o 19501 Biscayne Boulevard Suite 400 Aventura, FL 33180
Robert Volkath	c/o 19501 Biscayne Boulevard Suite 400 Aventura, FL 33180
Rony Seikaly	c/o 19501 Biscayne Boulevard Suite 400 Aventura, FL 33180

Section 5.3. Election of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Class B Member of the Marina Association at the annual meeting of the membership as provided by the Bylaws of the Marina Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors.

Section 5.4. Duration of Office. The members of the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5. Vacancies. If a director so elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 6.1. Officers Provided For. The Marina Association shall have a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 6.2. The affairs of the Marina Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Marina Association at its first meeting following the annual meeting of the Members of the Marina Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Office:

Addresses:

President:

Eric Feder

c/o 19501 Biscayne Boulevard, Suite 400
Aventura, FL 33180

Secretary/Treasurer:

Robert Volrath

c/o 19501 Biscayne Boulevard, Suite 400
Aventura, FL 33180

ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 8.1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Marina Association for adoption or rejection (by affirmative vote of a majority of the Class B Members), all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

Section 8.2. Limitation. No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Marina Owner, or any affiliate, successor or assign of the Marina Owner, unless the Marina Owner shall join in the execution of the amendment.

Section 8.3. In case of any conflict between these Articles and the Bylaws, these Articles shall control.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Intercoastal Management, Ltd., a Florida limited partnership	19501 Biscayne Boulevard, Suite 400 Aventura, FL 33180

ARTICLE X
INDEMNIFICATION

Section 10.1. Indemnity. The Marina Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Marina Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Marina Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Marina Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 10.2. Expenses. To the extent that a director, officer, employee or agent of the Marina Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 10.3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Marina Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Marina Association as authorized in this Article.

Section 10.4. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.5. Insurance. The Marina Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Marina Association, or is or was serving at the request of the Marina Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Marina Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 10.6. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI

REGISTERED AGENT

Until changed, Eric Feder shall be the registered agent of the Marina Association and the registered office shall be at 21376 Marina Cove Circle, C-15, Aventura, Florida 33180.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his hand this 16 day of October, 2003.

INCORPORATOR:

INTERCOASTAL MANAGEMENT, LTD., a
Florida limited partnership,

By: Intercoastal Management, L.L.C., a
Florida limited liability company

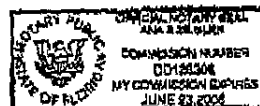
By: [Signature]
Eric Feder
Managing Member

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged for before me this 16 day of October, 2003, by Eric Feder, as Managing Member of Intercoastal Management, L.L.C., a Florida limited liability company, as Partner of Intercoastal Management, Ltd., a Florida limited partnership on behalf of said partnership, who is personally known to me, or has produced _____ as identification, and (did/did not) take an oath.

My commission expires:

[Signature]
Signature of Notary
KWA. H. Ziegler
Notary Public Printed Name



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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:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Miami-Dade, State of Florida, the corporation named in said articles has named Eric Feder, located at 21376 Marina Cove Circle, C-15, Aventura, Florida 33180, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

By: 

Eric Feder

Dated this 16 day of October, 2003.

SDP130.1.DOC
10/14/03

This instrument was prepared by:

Doretta Martone Kneer, Esquire
Buckner & Poliakoff, P.A.
3111 Stirling Road
Fort Lauderdale, FL 33312
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