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Account Number : 119990000170
Phone : (561)286-1700
Fax Number : (561)283-1803

FLORIDA NON-PROFIT CORPORATION

Murray Cove Property Owners Association, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MURRAY COVE PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the undersigned submits the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be **MURRAY COVE PROPERTY OWNERS ASSOCIATION, INC.** For convenience, the corporation is hereinafter referred to as the "Association".

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of this corporation shall be 6823 Vista Parkway North, West Palm Beach, FL 33411.

**ARTICLE III
PURPOSES AND POWERS**

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any individual Member or person, firm or corporation.

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of Members of the Association;

2. To make, establish and enforce rules and regulations regarding the use of property owned, operated or managed by it;

3. To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association;

4. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

5. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

6. To maintain, repair, replace and operate the Association Property.

7. To enforce by legal means the obligations of the Members of the Association, the provisions of any dedication or conveyance of the Association Property to the Association with respect to the use and maintenance thereof;

8. To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Corporation.

C. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. The Association may pay compensation in reasonable amounts to its Members, Directors or officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an officer or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

D. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

E. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV
MEMBERS AND VOTING RIGHTS

A. **Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

B. **Meetings of Members.** The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, of Members entitled to cast a majority of the votes shall constitute a quorum for the transaction of business.

ARTICLE V
INITIAL DIRECTORS/OFFICERS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than five (5) persons.

B. **Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who have been appointed by the Declarant are as follows:

James Brown	6823 Vista Parkway North West Palm Beach, FL 33411
Ryan Davis	6823 Vista Parkway North West Palm Beach, FL 33411
Mary Pierce	6823 Vista Parkway North West Palm Beach, FL 33411

C. **Election of Members of Board of Directors.** At the annual meeting next succeeding the date upon which the Board of Directors appointed by the Declarant resigns, Directors shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors. All Directors shall be Members of the Association

except that such requirement shall not apply to the first Board of nor to Directors appointed or designated by the First Board of Directors.

D. Duration of Office. Except for the first Board of Directors and any successor Directors appointed by the First Board of Directors, those persons elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

E. Vacancies. If a Director elected by the general Membership 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 unexpired term. The First Board of Directors shall have the unqualified right to designate a successor to fill the vacancy created if a Director appointed by the Declarant shall resign or for any other reason cease to be a Director.

F. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

G. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Secretary shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Secretary shall not be held by the same person.

H. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first election by the Class A Members, shall be as follows:

President: Rick Lea
6823 Vista Parkway North
West Palm Beach, FL 33411

Vice President: Ryan Davis
6823 Vista Parkway North
West Palm Beach, FL 33411

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Secretary/
Treasurer

James Brown
6823 Vista Parkway North
West Palm Beach, FL 33411

ARTICLE VI
INITIAL REGISTERED AGENT

The name and address of the registered agent is:

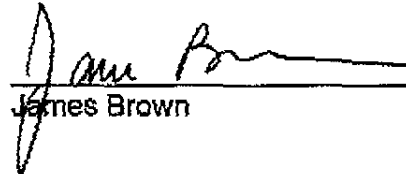
James Brown
6823 Vista Parkway North
West Palm Beach, FL 33411

VII
INCORPORATOR

The name and address of the Incorporator is:

James Brown
6823 Vista Parkway North
West Palm Beach, FL 33411

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 13
day of November, 2003.

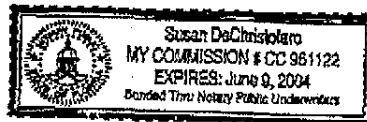

James Brown

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of
November, 2003, by James Brown, who () is personally known to me; or (/) has
produced FLORIDA DRIVER LICENSE as identification.


Notary Public - State of Florida

My Commission Expires:




{Notary Seal}

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT THE MURRAY COVE PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN STUART, STATE OF FLORIDA, HAS NAMED JAMES BROWN AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


James Brown - Incorporator
Dated: 11.13.03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


RESIDENT AGENT
Dated: 11.13.03

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