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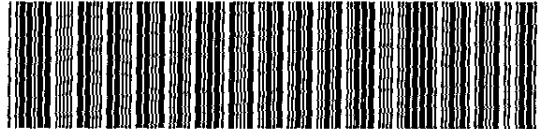
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-19-03
[Signature]

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Watersong Property Owners Association Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Anthony A. Yezbick, P.C.

Name (Printed or typed)

40700 Woodward Ave. Ste. A

Address

Bloomfield Hills, MI. 48304

City, State & Zip

(248) 645-2200

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
WATERSONG PROPERTY OWNERS ASSOCIATION, INC.
(a corporation not for profit)**

The undersigned, for the purpose of forming a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - Definitions

The following words and phrases when used in these Articles (unless the context should prohibit) shall have the following meanings:

1.1 "Declaration" means that certain Declaration of Covenants, Conditions, and Restrictions for Watersong, recorded or to be recorded in the public records of St. Lucie County, Florida, ("county") as the same may be amended from time to time.

1.2 "Articles" mean this document. This document shall amend and supersede those certain Articles of Incorporation for Gloucester Town Homeowners' Association Inc. recorded in O.R. Book 1063 pg. 2903 which Articles shall be of no further force or effect.

1.3 "By-Laws" mean the By-Laws of the corporation (as hereinafter defined).

1.4 "Watersong" means the residential community known as "Watersong" planned for development upon land in St. Lucie County, Florida, according to the Plat(s) thereof to be recorded in the public records of St. Lucie County, Florida.

1.5 "Lot Owner" means the owner(s) of the fee simple title to all or any part of those tracts of land shown on the plat of Watersong, St. Lucie County, Florida, to be recorded in the public records of St. Lucie County, Florida.

1.6 "Member" means and refers to those persons who are lot owners and thereby automatically members in the corporation.

1.7 "Developer" means Island Development Group Limited, a Michigan corporation, authorized to do business in Florida as Island Development Group Limited Inc., its successor and assigns.

1.8 "Corporation" means Watersong Property Owners Association Inc., a Florida corporation not for profit.

1.9 "Board of Directors" shall mean and refer to the Board of Directors of the corporation and shall have all of the rights, duties, powers and obligations of a Board of Directors conferred by law.

1.10 "Board" means Board of Directors of the corporation.

1.11 "Director" means a member of the Board of Directors.

1.12 "Corporation Expenses" mean the expenses for which members are liable to the corporation as described in the Declaration and includes, but is not limited to the costs and expenses incurred by the corporation in administering, operating, reconstructing, maintaining, repairing, and replacing the corporation property.

ARTICLE II - Name and Principal Office

The name of the corporation shall be Watersong Property Owners Association, Inc., and the principal place of business of the corporation will be c/o Anthony A. Yezbick, P.C. 40700 Woodward Avenue, Suite A, Bloomfield Hills, MI. 48304. The mailing address of the corporation will be c/o Anthony A. Yezbick, P.C. 40700 Woodward Avenue, Suite A. Bloomfield Hills, MI. 48304.

ARTICLE III - Purposes

The purpose for which the corporation is organized is to operate, maintain, and repair the corporation property and carry out the covenants and enforce the provisions of the Declaration and any amendments thereto.

ARTICLE IV - Powers

The powers of the corporation shall include and be governed by the following provisions:

4.1 The corporation shall have all of the common law and statutory powers of a corporation not for profit, including but not limited to all of the power set forth in Section 617.0302 Fla. Stat. (1997)

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

a. To do all of the acts required to be performed by it under the Declaration and any amendments thereto;

b. To make, establish and enforce rules and regulations governing the use, operation, maintenance and repair of the corporation property;

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

d. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration and the provisions of any amendments or supplements thereto;

ARTICLE V - Members

5.1 Each lot owner shall be a member of the corporation.

5.2 Each lot owner shall be entitled to one (1) vote for each lot owned. There shall be only one (1) vote per lot. The vote of such lot owner shall elect the Board of Directors of the corporation in accordance with the By-Laws. Notwithstanding anything herein contained, the election of the first Board of Directors shall not take place until the expiration or termination of the class B member as defined in the Declaration, or at any time upon a voluntary election of Developer. Until such date the Board of Directors of the corporation shall be named by the Developer and shall serve until the expiration or termination of the class B membership unless otherwise directed by the Developer, and in the event of vacancies, the remaining Director(s) shall fill any such vacancies; and if there be no Directors remaining, the vacancy shall be filled by the Developer.

5.3 Each and every such lot owner shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles, By-Laws and the Declaration.

ARTICLE VI - Term

The term for which the corporation is to exist shall be perpetual.

ARTICLE VII - Subscriber

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Island Development Group, Limited
40700 Woodward Avenue, Ste. A
Bloomfield Hills, Michigan 48304

ARTICLE VIII - Officers

The affairs of the corporation shall be managed by the President of the corporation, assisted by a Vice-President, Secretary and Treasurer, subject to the directions of the Board of Directors.

The Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretary and Assistant Treasurers as the Directors shall, from time to time, determine.

The President shall be elected from the members of the Board of Directors, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible, provided, however, the office of President and Vice-President shall not be held by the same person, nor shall the office of the President, Secretary, or Assistant Secretary's be held by the same person.

ARTICLE IX - First Officers

The names of the officers who are to serve until the first election of officers by the Board of Directors are as follows:

Anthony A. Yezbick, President
A. Joseph Hoski M.D., Vice-President
Hiten Patel M.D., Treasurer
Joseph Bassett M.D., Secretary

ARTICLE X - Board of Directors

10.1 The number of members of the first Board of Directors ("First Board") shall be five (5).

10.2 The names and street addresses of the person that are to serve as the first

Board of Directors are as follows:

Anthony A. Yezbick, 40700 N. Woodward Ave. Ste. A, Bloomfield Hills, Michigan 48304.
Joseph S. Bassett, M.D., 40700 N. Woodward Ave., Ste. A, Bloomfield Hills, Michigan 48304.
A. Joseph Hoski, M.D., 40700 N. Woodward Ave., Ste. A, Bloomfield Hills, Michigan 48304.
Chandrakant Kapdi M.D., 40700 N. Woodward Ave., Ste. A, Bloomfield Hills, Michigan 48304.
Michael Lala M.D., 40700 N. Woodward Ave., Ste. A, Bloomfield Hills, Michigan 48304.

10.3 The first Board of Directors of the corporation shall serve until the expiration or termination of the class B membership as provided in the Declaration. Thereafter, and annually on such day in November as the Board shall determine, the Association members shall elect Board Members in accordance with the By-Laws of the corporation.

10.4 The Developer shall have the right to appoint, dismiss, designate and elect all of the members of the first Board, or any successor appointees. The Developer shall relinquish its right to appoint Directors and cause the first Board to resign upon the expiration or termination of the class B membership as provided in the Declaration.

ARTICLE XI - Indemnification

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having previously been a Director or officer of the corporation, or any settlement thereof, whether or not he/she is a Director or officer at the time such expenses are incurred, except such cases wherein the Director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his/her duties; provided in the event of a settlement, the indemnification herein shall apply only when the Directors approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such Director or officer may be entitled by common law or statutory law.

ARTICLE XII - By-Laws

By-Laws of the corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for in the By-Laws.

ARTICLE XIII - Amendments

13.1 These articles may be amended by any of the following methods:

a) Written notice setting forth a proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and in the manner provided by the By-Laws for the giving of notice of meetings of members.

b) At a Meeting of the Members whereby a vote of the members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the majority of the votes of all members. Any number of amendments may be submitted to the members and voted upon by them at one meeting; or

c) The members may amend these articles at a meeting for which the notice of the meeting and the proposed amendment has been given without action by the Board; or

d) An amendment may be adopted by a written statement signed by all Directors and all members setting forth their intention that an amendment to the Articles be adopted.

13.2 A copy of each amendment shall be certified by the Secretary of State of the State of Florida and recorded in the public record of St. Lucie County, Florida and no amendment to these articles shall be effected until it has been so recorded.

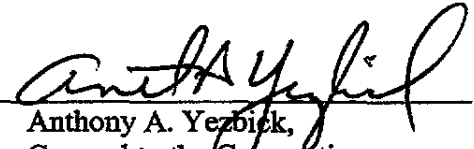
13.3 Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these articles which shall abridge, amend, or alter the rights of the Developer, including the right to designate and select the Directors as provided in Article X hereof, without the prior written consent of Developer.

ARTICLE 14 - Registered Office and Registered Agent

The street address of the initial registered office of the corporation is One Clearlake Centre Suite 1601, 250 Australian Ave. South, West Palm Beach, Florida and the initial registered agent of the corporation at that address shall be Richard T. Davis (See Acceptance of Registered Agent attached hereto and incorporated herein by reference).

IT WITNESS WHEREOF the subscriber has hereunto affixed his signature this 15th day of September, 2003.

ISLAND DEVELOPMENT GROUP, LIMITED

By: 

Anthony A. Yezbick,
Counsel to the Corporation

NOV 05-03

01:05PM

FROM-Cameron, Davis et al

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P.002/002

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WATERSONG PROPERTY OWNERS ASSOCIATION, INC.
ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of WATERSONG PROPERTY OWNERS ASSOCIATION, INC. at the place designated in its Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 4th day of November, 2003.

Richard T. Davis

Richard T. Davis,
Registered Agent