

12/15/2003 2:33PM DB OF FLORIDA
Division of Corporations
N03000010775
Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000335967 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BECKER AND POLIAKOFF, P.A.
Account Number : 072720000214
Phone : (954)364-6007
Fax Number : (954)985-4138

FLORIDA NON-PROFIT CORPORATION

The Palm At Coral Ridge Homeowners Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Menu

✓
12/1

H03000335967 3

FILED

03 DEC 15 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFTHE PALM AT CORAL RIDGE HOMEOWNERS ASSOCIATION, INC.

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 INAME AND ADDRESS

The name of the corporation shall be THE PALM AT CORAL RIDGE HOMEOWNERS ASSOCIATION, INC. The principal address of the corporation is 2816 N.E. 37th Street, Ft. Lauderdale, FL 33308. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE IIPURPOSES AND POWERS

2.1 Objects and Purposes. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions and Easements for THE PALM AT CORAL RIDGE recorded (or to be recorded) in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities of the Community, as defined in the Declaration, and to maintain the property required thereby for the benefit of the Members of the Association.

2.2 Not for Profit. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. Upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

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

2.3.1 General. The 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, the Declaration, or the Bylaws.

2.3.2 Enumeration. The Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the Bylaws and the Declaration, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration 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 make and collect Assessments and other charges against Members as Owners, and to use the proceeds thereof in the exercise of its powers and duties.

Robert J. Burnett, Esq.
Becker & Pollakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, FL 33312
(954) 364-6007
Florida Bar No. 0117978

H03000335967 3

H03000335967 3

- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Common Properties, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Common Properties, insurance for the protection of the Association, its officers, directors and Members, and all other forms of insurance as provided under the Declaration.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Community and for the health, comfort, safety and welfare of the Members.
- (f) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Properties, subject, however, to the limitation regarding assessing Lots owned by the Declarant for fees and expenses relating in any way to claims or potential claims against the Declarant set forth in the Declaration and/or Bylaws.
- (g) To contract for the management and maintenance of the Properties and to authorize a management agent (which may be an affiliate of the Declarant) to assist the 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 Common Properties with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, Bylaws and these Articles, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Community.

ARTICLE III

MEMBERS

The Members of the Association shall be as set forth in the Declaration and the Bylaws of the Association.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of four (4) members, one to be appointed by the Owner of each Unit, after the Declarant no longer has the right to appoint the members of the Board. Three (3) of the four (4) directors shall constitute a quorum for the

H03000335967 3

transaction of business and decisions shall be made by the majority of those present and voting. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 5.2. Original Board of Directors. The names and addresses of the first Board of Directors of the 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>
Ira M. Zaslow	2816 N.E. 37 th Street Fort Lauderdale, FL 33308
Carolyn P. Zaslow	2816 N.E. 37 th Street Fort Lauderdale, FL 33308
Joseph Spalt	2816 N.E. 37 th Street Fort Lauderdale, FL 33308

Section 5.3. Election of Members of Board of Directors. Except as otherwise provided in the Declaration for the first Board of Directors, directors shall be elected or appointed by the Members of the Association at or prior to the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Declarant.

Section 5.4. Duration of Office. Members elected or appointed to 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, unless otherwise provided by the Declaration or Bylaws.

Section 5.5. 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 term.

Section 5.6. Term of Declarant's Directors. The Declarant shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the Declaration.

ARTICLE VI

OFFICERS

Section 6.1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer. The offices may be combined as deemed necessary or desirable by the Board.

Section 6.2. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the 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:

H03000335967 3

H03000335967 3

Name and Office:AddressPresident:

Ira M. Zaslów

2816 N.E. 37th Street
Fort Lauderdale, FL 33308Vice-President:

Carolyn P. Zaslów

2816 N.E. 37th Street
Fort Lauderdale, FL 33308Secretary/Treasurer:

Joseph Spalt

2816 N.E. 37th Street
Fort Lauderdale, FL 33308

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. Articles of Amendment shall be filed with the Division of Corporations and amendments shall be recorded in the Public Records in and for Broward County, Florida.

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 Declarant, or any affiliate, successor or assign of the Declarant, unless the Declarant shall join in the execution of the amendment.

Section 8.3. Declarant Amendments. The Declarant may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration allowing certain amendments to be affected by the Declarant alone.

Section 8.4. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

INCORPORATOR

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

NameAddressBlack Rock, L.L.C.
a Limited Liability Company2816 N.E. 37th Street
Fort Lauderdale, FL 33308

H03000335967 3

H03000335967 3

ARTICLE X**INDEMNIFICATION**

Section 10.1. Indemnity. The 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 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 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 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 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 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 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 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 Association, or is or was serving at the request of the 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 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, Ira M. Zaslow shall be the registered agent of the Association and the registered office shall be at 2816 N.E. 37th Avenue, Fort Lauderdale, FL 33308.

H03000335967 3

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set its hand this 12th day of December, 2003.

BLACKROCK, LLC,
a Florida limited liability company

By: Ira M. Zaslow
Ira M. Zaslow
Managing Member

STATE OF FLORIDA
COUNTY OF BROWARD

SS.

The foregoing instrument was acknowledged before me this 12th day of December, 2003, by Ira M. Zaslow as Managing Member of BLACKROCK, LLC, a Florida limited liability company. He is personally known to me or has produced DA # 224041340 as identification.

Berenice Cruz
Signature of person taking
acknowledgment

BERENICE CRUZ
Name typed, printed or stamped

My commission expires:



H03000335967 3

H03000335967 3

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

03 DEC 15 AM 9:4

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Broward, State of Florida, the corporation named in said Articles has named Ira M. Zaslow with an address of 2816 N.E. 37th Street, Fort Lauderdale, FL 33308, 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: Ira M. Zaslow

Ira M. Zaslow

Dated this 12th day of December, 2003

818557_1.DOC

H03000335967 3

:818557-1