

NO4000088732

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.

(((H04000088732 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 : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561)483-7000
Fax Number : (561)218-8960

2004 APR 26 A 7:58
SECRETARY OF STATE
CORPORATION SERVICES DIVISION

FILED

FLORIDA NON-PROFIT CORPORATION

RENAISSANCE COMMONS MASTER ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

4-27-04
AC

APR 26 '04 09:31AM BROAD AND CASSEL

P.2

Department of State 4/28/2004 8:17 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 26, 2004

BROAD AND CASSEL

SUBJECT: RENAISSANCE COMMONS MASTER ASSOCIATION, INC.
REF: W04000015871

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

If you have any further questions concerning your document, please call (850) 245-6067.

Naysa Culligan
Document Specialist
New Filings Section

FAX Aud. #: E04000087630
Letter Number: 304A00027334

Fax Audit Number: H04000087630.3

ARTICLES OF INCORPORATION

**RENAISSANCE COMMONS MASTER ASSOCIATION, INC., a Florida
corporation not-for-profit**

The undersigned Incorporator, being a natural person competent to contract for the purpose of forming a corporation not for profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be RENAISSANCE COMMONS MASTER ASSOCIATION, INC. 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 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity responsible for administering the residential and commercial communities and properties known as Renaissance Commons (the "Project"), and for any other lawful purpose.

**ARTICLE 3
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Master Declaration of Covenants, Conditions, Easements and Restrictions for Renaissance Commons (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context dictates a contrary meaning.

**ARTICLE 4
POWERS**

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

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida, including but not limited to Section 617, Florida Statutes, that are not in conflict with the provisions of these Articles, the Declaration or the Bylaws, together with such additional specific powers as are contained in the Declaration, the Bylaws and elsewhere in these Articles.

Fax Audit Number: H04000087630.3 1

SECRETARY OF STATE
FILED
2004 APR 26 A 7:58

FILED

Fax Audit Number: H04000087630 3

4.2 Association Property. All funds and titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.3 Distribution of Income; Dissolution. The Association shall make no distribution of income to its Members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency except in the event of a termination of the Declaration.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

ARTICLE 5 MEMBERS

5.1 Initial Member. The Incorporator is an officer and authorized agent of the Association. Upon recording of the Declaration, Compson Associates of Boynton, LLC, their successors and/or assigns (hereinafter referred to as the "Declarant"), shall hold all memberships in the Association. At the time of closing of the transaction for the purchase of a Lot within the Project, the Owner thereof shall become a Member of the Association. As and if additional phases are added to the Property, the Declarant shall initially hold all new memberships created thereby until transfer to a third party as provided above.

5.2 Membership. Ownership of a Lot shall be a prerequisite to exercising any rights as a Member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust or any other appropriate legal entity with the power to hold title.

5.3 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.4 Voting. The Member's right to vote shall be as set forth in the Declaration and the Bylaws.

5.5 Meetings. The Bylaws shall provide for an annual meeting of Members and may make provision for regular and special meetings of Members other than the annual meeting.

5.6 Termination/Transfer of Membership. Membership shall terminate upon the termination of the Declaration or upon transfer of ownership of a Lot, provided the transfer is accomplished in accordance with all of the provisions of the Declaration. The transferor's membership shall automatically transfer and be vested in the new Owner succeeding to the ownership of the Lot, subject to a lien thereon for all unpaid assessments, charges and expenses. The Association may rely upon evidence of a

Fax Audit Number: H04000087630 3 2

Fax Audit Number: H04000087630 3

recorded deed as evidence of the transfer of ownership and thereupon terminate the transferor's membership and recognize the membership of the transferee.

ARTICLE 6
TERM OF EXISTENCE

The Association's existence shall commence as of April 21, 2004 and unless otherwise terminated in accordance with these Articles, the Declaration or the laws of Florida, the Association shall have perpetual existence.

ARTICLE 7
INCORPORATOR

The name and address of the Incorporator to these Articles is as follows:

NAME	ADDRESS
James Comparato	980 North Federal Highway, Suite 200 Boca Raton, Florida 33432

ARTICLE 8
DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Association shall be conducted and managed by a board (the "Board of Directors") consisting of the number of directors determined in the manner provided by the Bylaws.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required, and except as provided in the Declaration.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws. Notwithstanding the foregoing until the Turnover Date, the Declarant shall have the exclusive right to elect and remove all of the Directors to the Board of Directors.

8.4 Initial Directors. The names and addresses of the initial Board of Directors who shall hold office until their successors have been duly elected and qualified, as provided, in the Bylaws, are as follows:

Fax Audit Number: H04000087630 3 3

Fax Audit Number: H04000087630.3

NAMES

ADDRESS

James Comparato

980 North Federal Highway, Suite 200
Boca Raton, Florida 33432

Carl E. Klepper, Jr.

980 North Federal Highway, Suite 200
Boca Raton, Florida 33432

Jeffrey H. Skatoff

980 North Federal Highway, Suite 200
Boca Raton, Florida 33432

ARTICLE 9
OFFICERS

Subject to the direction of the Board of Directors the affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers of the Association shall be elected by the Board of Directors 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 of the officers.

The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President
Vice President
Secretary
Treasurer

James Comparato
Carl E. Klepper, Jr.
Carl E. Klepper, Jr.
James Comparato

ARTICLE 10
INDEMNIFICATION

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) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not 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, and (b) such court also determines specifically that

Fax Audit Number: H04000087630.3 4

Fax Audit Number: H04000087630 3

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 and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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 and reasonably incurred by him in connection therewith.

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 upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified, by the Association as authorized in this Article X.

10.4 Miscellaneous. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

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 insured 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 X.

10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article X may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 BYLAWS

The first Bylaws of the Association shall be made and adopted by the initial Board of Directors and thereafter maybe altered, amended, modified or rescinded in the manner provided in the Bylaws and as permitted by law.

Fax Audit Number: H04000087630 3 5

Fax Audit Number: H04000087630 3

ARTICLE 12

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 The Board of Directors shall adopt a resolution setting forth the proposed amendment, and, if Members have been admitted, directing that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. If no Member have been admitted, the amendment shall be adopted by a vote of a majority of Directors and the provisions for adoption by Members shall not apply.

12.2 Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Neighborhood Association and Direct Owner Member of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

12.3 At such meeting, a vote of Members, by and through their Voting Representative, as applicable, entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members of the Association, by and through their Voting Representative, as applicable, entitled to vote thereon.

12.4 Any number of amendments may be submitted to the Members and voted upon at one meeting.

12.5 Notwithstanding the foregoing, until the Turnover Date (as defined in the Declaration) the Declarant may amend these Articles, in Declarant's sole and absolute discretion.

12.6 No amendment shall make any changes in the qualifications for membership nor in the voting rights of Members without approval by all of the Members and the joinder of all Institutional Mortgagees holding Institutional Mortgages upon the Lot(s). No amendment shall be made that is in conflict with the Declaration or the Bylaws. Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment.

Fax Audit Number: H04000087630 3 6

Fax Audit Number: H04000087630 3

12.7 No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Property, without the written approval of all of the Owners so discriminated against or affected.

12.8 Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the County.

ARTICLE 13

ADDITIONAL PROVISIONS

13.1 No Officer, Director or Member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration.

13.2 The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its Members, Directors or Officers. The Association may pay compensation in a reasonable amount to its Members, Directors or Officers for services rendered, and may confer benefits upon its Members as permitted by law. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

13.3 Any assessments of fees collected by the Association, or by any managing entity acting on behalf of the Association, are held, for the benefit of Members of the Association and shall not be considered income of the Association.

13.4 Where the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

13.5 Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

ARTICLE 14

PRINCIPAL ADDRESS OF ASSOCIATION

The principal office of this corporation shall be at 980 North Federal Highway, Suite 200, Boca Raton, Florida 33432, or such other place as may subsequently be designated by the Board of Directors.

Fax Audit Number: H04000087630 3 7

FAX AUDIT NUMBER: H04000087630 3

ARTICLE 15

CONVEYANCE

The Association shall accept any and all deeds of conveyance delivered to it by the Declarant.

ARTICLE 16

REGISTERED AGENT

The name and address of the initial registered agent for service of process upon the Association is:

James Comparato 980 North Federal Highway, Suite 200
Boca Raton, Florida 33432

The above address is also the address of the registered office of the Association.

IN WITNESS WHEREOF, the subscribing Incorporator has set his signature and caused these Articles of Incorporation to be executed this day of April, 23rd, 2004.



James Comparato

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of April, 2004 by James Comparato, as the Incorporator of Renaissance Commons Master Association, Inc., a Florida not-for-profit corporation. He is personally known to me or has produced a Florida driver's license as identification.


Print Name: CARL E. KLEPPER, JR.
Notary Public, State of Florida DP 224143
Commission Number: _____



FAX AUDIT NUMBER: H04000087630 3

FAX AUDIT NUMBER: H04000087630 3

**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:

Desiring to organize under the laws of the State of Florida with its principal office, as indicated, in the foregoing Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, the corporation named in the said Articles has named James Comparato, 980 North Federal Highway, Suite 200, Boca Raton, Florida 33432 as its statutory registered agent.

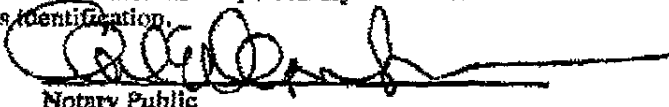
ACKNOWLEDGEMENT

Having been designated as the registered agent for Renaissance Commons Master Association, Inc. and named to accept service of process for said corporation at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as registered agent.


Name: James Comparato
Dated: April 23rd 2004

STATE OF FLORIDA)
 SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of April, 2004, by James Comparato. He is personally known to me or has produced a Florida Drivers License as identification.


Notary Public
Print Name: CARL E. KLEPPER JR
Notary Public State of Florida
Commission Number: CP 220143

FAX AUDIT NUMBER: H04000087630 3

2004 APR 26 A 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED