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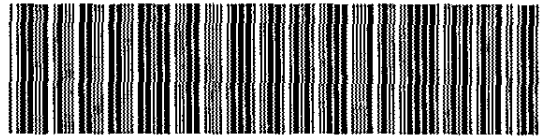
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: The Fern Drive Organization, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one ²~~X~~ 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: Luis Debs
Name (Printed or typed)
354 Fern Drive
Address
Weston FL 33326
City, State & Zip
954-349-7695
Daytime Telephone number

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

2

Articles of Incorporation of *The Fern Drive Organization, Inc.*

The undersigned incorporator, a natural person 18 years of age or older, in order to form a non-profit corporate entity under Florida Statutes, Title XXXVI - Chapter 617, adopts the following articles of incorporation.

Article I Name

The name of this corporation shall be: The Fern Drive Organization, Inc.

Article II Business Address and Mailing Address

The principal business address and mailing address is: #437, 1304 SW 160th Ave., Sunrise, FL, 33326

Article III Purpose

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c) 3 exempt organizations. To this end and as restricted and directed by applicable law for non-profit charitable corporations, the purpose for this corporation is to assist unit owners in resolving problems they may be having living under some form of community association whose scope of territory is only land based, and for ANY and ALL OTHER RELATED LAWFUL BUSINESS as defined herein and by its bylaws.

Article IV Limitations

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c) 3 of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code, as now enacted or hereafter amended.

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04 APR 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV (Continue)

Limitations

4. The corporation shall not:
 - 4a. Lend any of its assets to any officer or director of this corporation, unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members.
 - 4b. Guarantee to any person the payment of a loan by an officer or director of this corporation.

Article V

Definitions and/or Explanations of Terminology

As used in these articles, unless the context otherwise provides or requires, the following terms shall have the meaning or definitions listed below. Unless the context otherwise requires, all other terms used in these articles shall assume to have the meaning attributed to said term by the Florida Statutes.

1. Annual Meeting means the meeting of the Board of Directors required to be held once a year pursuant to the provisions of these articles.
2. Articles means this instrument as it may, from time to time, be amended.
3. Association means the entity responsible for the operation of a Condominium, Homeowner's , or Cooperative living residential facility.
4. Board means the Board of Directors of this corporation.
5. By-laws or bylaws means the Bylaws of this corporation as they exist from time to time.
6. Community Living means any real property residing within the bounds of an association.
7. Corporation means the legal entity formed under law as described herein.
8. Directors means the Directors of this corporation.
9. Officer means the president, vice-president, secretary, treasurer of this corporation or any designated assistants.
10. Regular Meeting means any one of the two required Board of Directors meetings each year, other than the Annual Meeting or Special Meetings, held pursuant to the provisions of these articles.
11. Simple Majority means half rounded up to the nearest whole number, or if no rounding is required to achieve a whole number then half plus one, of the current number of ALL directors on the board.
12. Special Meeting means any meeting of the Board of Directors, other than the Annual Meeting or Regular Meetings, held pursuant to the provisions of these articles.
13. Super Majority means two-thirds rounded up to the nearest whole number of the current number of ALL directors on the board.
14. Unit Owner or Homeowner or Owner means that person(s) or entity who hold(s) title to real property(ies) in a community association.

Article VI

Precedence of Law

Any and all state and Federal law shall take precedence over the articles of incorporation should there be conflict between these, and only if said state or Federal law does not provide for deference to the articles of incorporation. These Articles of Incorporation shall take precedence over the Bylaws at all times, and the Bylaws shall endeavor to never be inconsistent, challenge or replace the Articles of Incorporation. If there should ever be conflict and/or inconsistency in these articles and/or the bylaws with this paragraph, this paragraph in this article will take precedence.

If any part of the articles of incorporation should be deemed to be illegal, the part that is illegal will be ignored and the appropriate law shall govern in its place. All other parts of these articles of incorporation will not be affected and will continue to be valid and enforceable.

Article VII

Members

1. The corporation shall have non-voting members and membership shall always be nontransferable. The members shall be grouped into one or more of the following classes:
 - 1a. Unit owner (homeowner) members, with an initial priority rating of 80%, but at no time shall this fall below 60%. This type of member is defined as any entity, individual or corporate, that owns as defined by statutes and all other applicable law the controlling interest in a unit within and controlled by some form of real estate association, such as a Condominium Association, Homeowners' Association, Cooperative Association, etc. and not related in any manner to Timeshare properties or properties on ships or fixed in or on some form of nautical floating vessel(s).
 - 1b. Association members, with an initial priority of 15%, but at no time shall the priority rating be higher than 20%.
 - 1c. Vendor members, with an initial priority of 5%, but at no time shall the priority rating be higher than 10%.
2. The use of the priority rating is to help the board of directors in making decisions that affect its membership in relation to the importance of the class of member and the mission of this corporation. All board of director decisions and directives will favor the class of membership with the higher priority rating at all times, and specially if a conflict of interest between the classes of membership exists.
3. The Board of Directors in its sole discretion will decide the termination of membership in one or all classes. Upon termination of membership all rights, if any, afforded members will terminate immediately. All rights of the association shall remain in force regardless of the status of its membership. All other members in good standing will not be affected by the termination of one or more of the membership. Voluntary termination by any member(s) shall be treated to be the same as termination by the Board of Directors. All dues, fees, and any other monies paid to the corporation related to membership are nonrefundable.
4. Other membership restrictions, rules, procedures such as the process to change priority rating or the process to add new classes and priority, and all other procedures and regulations shall be as defined in the corporation's bylaws.
5. The bylaws regarding membership shall be in addition to the articles of incorporation, and the bylaws shall not challenge nor replace the articles of incorporation, statutes, or other overriding law(s) as per the Precedence of Law, Article VI herein.
6. No member shall have any right, title, or interest in or to any property of the corporation.

Article VIII Directors

1. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute, these articles of incorporation, by the corporation's bylaws, corporate and employee rules and regulations, and corporate administrative code.
2. The statutes shall take precedence over the articles of incorporation, but the article of incorporation shall have precedence over the bylaws if any conflict and/or inconsistency exist. The bylaws shall never replace or change the articles of incorporation.
3. The Board of Directors shall NOT have less than three (3) directors at anytime, and shall attempt to operate with at least five (5) directors whenever possible. The Board of Directors shall never have more than fifteen (15) directors, and will always operate with an odd number of directors as to avoid deadlock during session and voting.
4. The Board of Directors shall consist of two classes of directors. The first class shall be known as "Perpetual Directors" whose term of office shall be perpetual and never ending. The second class shall be known as "Directors at Large" whose term of office shall be two (2) years with no limits in the number of re-elections to office. With the exception of the term of office and as indicated elsewhere herein, the two classes of directors have equal rights and powers in all other respects.
5. A Chairman or Chairwoman, hereto known as "Chairperson", shall preside at meetings of the Board of Directors as per the latest Robert's Rules of Order. The Chairperson must be an active member of the Board of Directors and thus a director, and will remain with such title and with said duties of the position of Chairperson until he/she resigns, is unable to serve do to death or ailment, or is replaced by vote of a super majority of the Board of Directors. When a vacancy exists and/or a replacement is desired for the duties of Chairperson, one shall be elected by vote or agreement in writing by a super majority of ALL members of the Board of Directors. A super majority shall mean two-thirds rounded up to the nearest whole number of the current number of ALL directors on the board.
6. Besides the election and title of Chairman or Chairwoman of the Board of Directors, no other title except the title of director or duty except the duties of directors shall be afforded to any other member on the Board of Directors.
7. In the absence of the Chairperson at any meeting of the Board of Directors, the board members present at the meeting may elect a substitute Chairperson for the entire duration of said meeting.
8. A director may resign his/her position as Chairman or Chairwoman without affecting his/her position as director on the Board of Directors in either the Perpetual Director or Director at Large class. The position of Chairman or Chairwoman confers title and additional duties to an existing director, and does not affect in anyway said director's rights and duties as a member on the Board of Directors.
9. All meetings, notes and documents, and any interaction within, by, and/or with the Board of Directors shall be done using the English language.
10. A simple majority of the ALL the current members of Board of Directors shall constitute a quorum at a meeting of the Board of Directors. Unless otherwise provided by law or herein, if a quorum is present, the affirmative vote of the directors present at the meeting shall be the act of all the members of the Board of Directors. Each director is entitled to one vote, and only directors are entitled to vote. A director with the position of Chairman or Chairwoman is NOT entitled to an additional vote.
11. All meetings of the Board of Directors shall be voice tape-recorded. These tapes shall become official records of the corporation, and shall be used whenever possible to aid in maintaining accurate minutes.

Article VIII (Continue)

Directors

12. As part of the duties of a director, notes will be taken by one or more directors to be used as the minutes of the meeting of the Board of Directors. At each meeting, a director or directors will be designated by the Chairperson to take the minutes of the meeting. Instead of directors, at any meeting of the Board of Directors any person in command of the English language not a member of the Board of Directors may be assigned to take the minutes of the meeting of the Board of Directors.
13. Directors shall NOT have any INDIVIDUAL powers or rights to manage, direct, or in anyway individually control the corporation except to:
 - 13a. Request documents and information from the corporation, and said documents and information shall be furnished at no cost within fifteen (15) days.
 - 13b. Reside in a position within the corporation, either as a volunteer or as a paid employee, with the powers and duties of said position.
 - 13c. Observe the day to day operations of the corporation directly or indirectly.
14. The initial Board of Directors shall consist of the following Perpetual Directors:

Luis Debs-Mallar, Chairman -- Yesmin Canterbury -- Daniel Debs
15. Perpetual Directors can not be removed by vote from their position on the Board of Directors and shall at no time consist of more than three (3) directors. The following shall govern Perpetual Directors:
 - 15a. AFTER a Perpetual Director resigns they are allowed to elect a replacement Perpetual Director within 10 days of his/her resignation whom shall be approved or rejected by the remaining Perpetual Directors within 10 days of said replacement's election.
 - 15b. If the replacement selected by the resigned Perpetual Director is rejected by the remaining Perpetual Directors, or a Perpetual Director or Perpetual Directors are no longer able to serve on the Board of Directors do to death or ailment, then the remaining Perpetual Director(s) shall elect (a) replacement Perpetual Director(s) within 60 days of the rejection of the selected replacement director or the death or ailment of any Perpetual Director(s).
 - 15c. Only Perpetual Directors can elect their replacements, and should all the Perpetual Directors become unable to serve on the Board of Directors simultaneously do to death and/or ailment, then this class of director shall cease to exist, and thus only Directors at Large shall serve on the Board of Directors going forward.
16. Removal of Directors at Large from the Board of Directors shall be governed by the following and by the bylaws:
 - 16a. Perpetual Directors can not be removed unless they resign, by natural death, or ailment.
 - 16b. Any Director at Large of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing by a simple majority of ALL members of the Board of Directors. A simple majority shall mean half rounded up to the nearest whole number, or if no rounding is required to achieve a whole number then half plus one of the current numbers of ALL directors on the board.
 - 16c. The notice of a meeting of the Board of Directors to recall a director or directors of the Board of Directors shall state the specific directors sought to be removed.
 - 16d. A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.
 - 16e. If removal is effected at a meeting, any vacancies created thereby shall be filled by election by the remaining Board of Directors at the same meeting. The election of a new director shall follow all stated procedures as per these articles of incorporation and the bylaws.

Article VIII (Continue)

Directors

- 16f. Any director who is removed by vote from the Board of Directors prior to their completion of term shall not be eligible to stand for reelection ever again. This shall apply even if the affected director(s) resign prior to the date the vote to remove him/her takes place.
- 16g. Any director removed from office shall turn over to the Board of Directors within 72 hours any and all records of the corporation in his/her possession.
- 16h. If a director who is removed does not relinquish his/her office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish his/her office and turn over corporate records upon application of any director. All court costs and fees, and any attorney costs and fees will be repaid to the corporation by the director from his personal funds, and at no time will any corporate funds be made available for his/her defense.
17. The election of replacement directors shall be governed as follows:
 - 17a. Any vacancy occurring on the board of directors may be filled by the affirmative vote of the super majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, on the application of any person, by the circuit court of the county where the registered office of the corporation is located. A super majority shall mean two-thirds rounded up to the nearest whole number of the current numbers of ALL remaining directors on the board.
 - 17b. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the articles of incorporation or the bylaws.
 - 17c. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.
18. No Director shall have any right, title, or interest in or to any property of the corporation.
19. The initial bylaws of this corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in these articles or bylaws. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the law or these articles of incorporation.
20. Meetings of the Board of Directors may be held at any place so designated by the Chairperson, and members need not be present at said meetings unless required by notice given at least 30 days prior to the date of the meeting. Meetings with members not present may be conducted by teleconference or any other means available to the board and members for which all persons participating in the meeting can hear each other at the same time. Only one remote communication option needs to be available, and the choice will be teleconferencing if any other means is not commonly available to remote members.
21. The Board of Directors shall conduct at least two meetings per year not including the Annual Meeting, which is also mandatory. A meeting may be called by the Chairperson, by the president, or by any three directors.
22. The Annual Meeting of the Board of Directors shall take place at the Organizational Meeting, and every year thereafter at a convenient time, date, and place during the month of March. Members may attend the Annual Meeting by telecommunication unless otherwise mandated by the Chairperson to be physically present at the meeting. Said mandate that a member of the board of director needs to be physically present at the Annual Meeting must be made within at least 30 days of the date of the meeting by written notice to ALL the members.
23. The two yearly mandatory meetings of the Board of Directors shall be treated as Regular meetings of the board of directors, any other meetings with the exception of the Annual Meeting shall be treated as Special Meetings of the board of directors.

Article VIII (Continue)

Directors

24. Notice for all Regular board of directors meetings must be given 30 days prior to the scheduled date of the meeting to each director via personal verifiable delivery, telegram, U.S. certified mail, or verifiable electronic mail (email). Notice need not be given to any director who signs a Waiver of Notice either before or after a meeting, and attendance of a director at a meeting shall constitute a Waiver of Notice of such meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objections to the transaction of business because the meeting is not lawfully called or convened. Both the business to be transacted at, and the purpose of, any regular meeting of the Board of Directors need(s) to be specified in the Notice or Waiver of Notice of such meeting.
25. Notice for all Special board of directors meetings must be given 30 days prior to the scheduled date of the meeting, and all directors must be noticed as per the regular meeting notices regardless if a Waiver of Notice has been signed or not by a director. Both the business to be transacted at, and the purpose of, any special meeting of the Board of Directors need(s) to be specified in the Notice of such meeting.
26. Directors may not vote by proxy, but as stated elsewhere in these articles may attend and vote remotely via some form of telecommunication.
27. The Board of Directors shall have the right and authority to fix compensation for directors, but at no time shall the total compensation exceed 10% of the total annual budget of the corporation. If the compensation of directors is forecast to impact any of the unit owner specific programs, directors shall go without said compensation. All compensation shall be calculated and presented at the Annual Meeting of the board of directors, and payment shall be made no later than four (4) months from conclusion of the Annual Meeting.

Article IX

Debt Obligations And Personal Liability

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

Article X

Dissolution

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI
Registered Agent and Registered Office Address

The name of the registered agent of the corporation is: Luis Debs
The registered agent's address is: 354 Fern Drive, Weston, FL, 33326

The undersigned registered agent does hereby accept the appointment, and as required by law the responsibilities of registered agent for this non-profit corporation, The Fern Drive Organization, Inc. and thus agrees to accept service of process for the corporation at the registered address designated in these articles of incorporation.

Luis Debs

Print/Registered Agent



Signature/Registered Agent

4/19/04

Date

Article XII
Incorporator

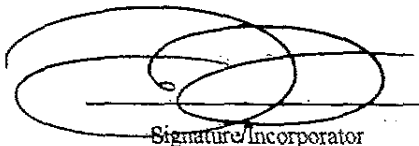
The incorporator of this corporation is:

Luis Debs residing at 354 Fern Drive, Weston, FL 33326

The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth in Florida Statutes.

Luis Debs

Print/Incorporator



Signature/Incorporator

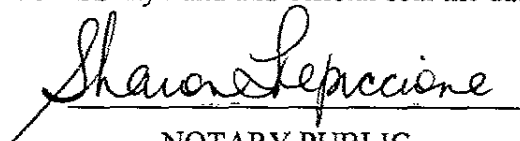
4/19/04

Date

STATE OF Florida, COUNTY OF Broward

BEFORE ME, the undersigned authority, on this 19 day of April, 2004, personally appeared Luis Debs to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC

My Commission Expires: _____



Sharon Trepiccione
MY COMMISSION # CC996919 EXPIRES
January 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

SEAL:



Sharon Trepiccione
MY COMMISSION # CC996919 EXPIRES
January 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.