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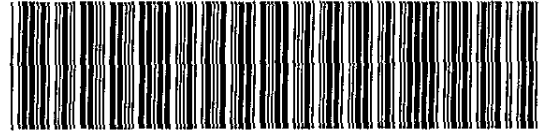
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04 JUL 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Sally S. Benson, P.A.

ATTORNEY AT LAW

**11211 PROSPERITY FARMS ROAD, C-111
PALM BEACH GARDENS, FLORIDA 33410**

**SALLY S. BENSON
MEMBER OF FLORIDA BAR**

**TELEPHONE (561) 691-4702
TELEFAX (561) 691-4704**

June 24, 2004

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Articles of Incorporation -Non Profit Corp.
Pine Key Estates Condominium Association, Inc.**

Dear Sirs:

Attached hereto please find Articles of Incorporation in regard to Pine Key Estates Condominium Association, Inc. Also enclosed is a check in the amount of 78.75 for the filing.

Please process these Articles at your earliest convenience.

Thank you for your anticipated cooperation.

Very truly yours,


SALLY S. BENSON

SSB/fmu
Enclosures

Check & copy of Articles



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 29, 2004

SALLY S. BENSON, ESQ.
11211 PROSPERITY FARMS RD C-111
PALM BCH GARDENS, FL 33410

SUBJECT: PINE KEY ESTATES CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W04000025034

We have received your document for PINE KEY ESTATES CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 304A00042468

APPROVED
AND
FILED

04 JUL 12 PM 2:08

ARTICLES OF INCORPORATION OF
PINE KEY ESTATES CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit Corporation under the laws of the State of Florida, pursuant to the Florida Statutes Chapter 617, and hereby certify as follows:

ARTICLE I - NAME

The name of the corporation shall be:

Pine Key Estates Condominium Association, Inc.

ARTICLE II - PURPOSE

The general purpose of this non-profit Corporation shall be as follows:

To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. Chapter 718) for the operation of PINE KEY ESTATES CONDOMINIUM ASSOCIATION, INC., a Condominium to be created pursuant to the provisions of the Condominium Act; and as such Association, to operate and administer said Condominium and carry out the functions and duties of said Condominium as set forth in the Declaration of Condominium established for said Condominium.

ARTICLE III - ADDRESS

The street address of the initial registered office and the principal office of the Corporation shall be:

951 N.W. 119th Avenue, Coral Springs, FL 33071.

and the name of the initial Registered Agent for the corporation at that address is:

David V. Schroder, 951 N.W. 119th Avenue, Coral Springs, FL 33071.

ARTICLE IV - POWERS

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

- A. The Association shall have all of the commonlaw and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles.
- B. The Association shall have all the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium and its Exhibits, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time, including but not limited to, the following:

1. To make and collect assessments against members as unit owners to defray costs, expenses and losses of the Condominium.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the Condominium property.

4. To purchase insurance on the Condominium property and insurance for the protection of the Association and its members as unit owners.

5. To reconstruct improvements after casualty and make further improvements of the property.

6. To make and amend reasonable regulations respecting the use of the property in the Condominium; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Board of Directors, and not less than a majority of the votes of the unit owners in attendance or by proxy, before such shall become effective.

7. To approve or disapprove the transfer, mortgage, and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.

8. To contract for the management of the Condominium, and to delegate to such contractors all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

9. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease or assign such portions.

10. To employ personnel to perform the services required for proper operation of the Condominium.

11. To establish Bylaws for the operation of the Association.

C. Except as provided in the Declaration of Condominium, the Association shall not have the power to purchase any unit in the Condominium except at sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its

lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the Condominium units.

- D. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.
- E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.
- F. No part of the income, if any, of this Association shall be distributed to the members, directors or officers of the Association unless in connection with the termination of the Pine Key Estates Condominium Association, Inc.

ARTICLE V - MEMBERS

- A. The members shall consist of all record owners of units in the Condominium who have been approved for membership by the Association, and have received a properly executed membership certificate. After termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination, their successors, assigns, and/or trustees.
- B. After receiving approval of the Association as required by the Declaration of Condominium, a change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument of like style and form conveying title. The owners designated by such instrument thus become a member of the Association, and the membership of the prior owner is terminated.
- C. 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 his unit.
- D. The owner(s) of each unit shall be entitled to the number of votes for that unit as set forth in the Declaration of Condominium for Oakpark Office Condominium and the exhibits thereto.

ARTICLE VI - DIRECTORS

- A. The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws but shall not be less than three nor more than seven. In the absence of such determination, the Board shall

consist of three Directors. Directors need not be members of the Association.

- B. Directors of the Association shall be elected by annual meetings of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.
- C. The names and addresses of the members of the first Board of Directors, who shall serve until their successors have been elected and have qualified or until they are removed are:

Eugenio Sillato 2453 S.E. 15th Street
Pompano Beach, FL 33062

David V. Schroder 951 N.W. 119th Avenue
Coral Springs, FL 33071

- D. The Directors named in this Article shall serve until the first election of Directors and any vacancies in their number occurring before the first election of Directors shall be filled by the remaining Directors. The first election of the Directors shall not be held until the first to occur of the follows:

1. Three (3) years after fifty percent (50%) of all units that will be operated ultimately by the Association have been sold by the Developer and their titles conveyed; or

2. Three (3) months after ninety percent (90%) of all units that will be operated ultimately by the Association have been sold by the Developer and their titles conveyed; or

3. When all units that will be operated ultimately Association have been completed, and the Developer ceases to offer unsold units for sale in the ordinary course of business; or

4. When Developer elects to terminate its control of the Association.

ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers 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 names and addresses of the directors who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Eugenio Sillato
Vice President:	Eugenio Sillato
Secretary:	David V. Schroder
Treasurer:	David V. Schroder

ARTICLE VIII - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or an Officer at the time such expenses re incurred, except when the Officer or Director is adjudged guilty of willful negligence or fraud in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX - BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors and may be altered, amended or rescinded only at duly called meetings of the members in the manner provided by the Bylaws.

ARTICLE X - AMENDMENTS

- A. A majority of the Board of Directors or a majority of the voting members may propose alterations, amendments to, or the rescission of these Articles of Incorporation, so long as the proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board of Directors or a majority of the members and shall thereupon call a Special Meeting of the members of the Association not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of seventy-five (75%) percent of all votes of members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.
- B. Any voting member may waive any or all of the requirements of this Article as to notice of proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Said waiver may occur before, at or after a

membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE XI - TERMS

The term of the Association shall be perpetual.

ARTICLE XII - NEGATION OF PECUNIARY GAIN

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for charitable, scientific, and education purposes.

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator is:

David V. Schroder, 951 N.W. 119th Avenue, Coral Springs, FL 33071

ARTICLE XIV - SUBSCRIBERS

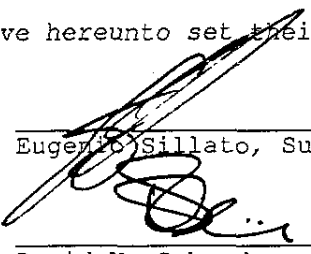
Eugenio Sillato: 951 N.W. 119th Avenue, Coral Springs, FL 33071

David V. Schroder: 951 N.W. 119th Avenue, Coral Springs, FL 33071

ARTICLE XV - REGISTERED AGENT

David V. Schroder: 951 N.W. 119th Avenue, Coral Springs, FL 33071

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 11th day of JUNE, 2004.


Eugenio Sillato, Subscriber

David V. Schroder, Subscriber
and Registered Agent

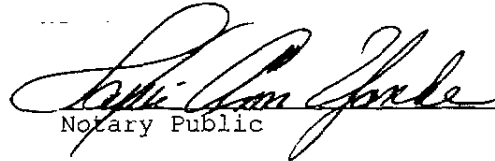
I am familiar with and accept the duties as registered agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

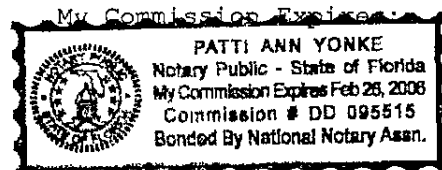
Before me the undersigned officer duly authorized to take acknowledgements and to administer oaths, this day personally appeared EUGENIO SILLATO, s Subscriber, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he each acknowledged before me that he each executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 11 day of June, 2004.


Notary Public

STATE OF FLORIDA

COUNTY OF PALM BEACH



Before me the undersigned officer duly authorized to take acknowledgements and to administer oaths, this day personally appeared DAVID SCHRODER, s Subscriber and Registered Agent, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he each acknowledged before me that he each executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 11 day of June, 2004.


Notary Public

My Commission Expires:

