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## FLORIDA NON-PROFIT CORPORATION

Shellbridge Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION**  
**of**  
**SHELLBRIDGE HOMEOWNERS ASSOCIATION, INC.**  
**(a Florida corporation not for profit)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this corporation shall be **SHELLBRIDGE HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "HOMEOWNERS ASSOCIATION"). The mailing and principal office address of the HOMEOWNERS ASSOCIATION shall be 11450 S.E. Dixie Highway, Suite 202, Hobe Sound, FL 33455. The HOMEOWNERS ASSOCIATION is NOT a condominium association under Chapter 718, Florida Statutes. All books and records of the HOMEOWNERS ASSOCIATION shall be kept at its principal office.

**ARTICLE II**  
**DEFINITIONS**

A. "Board" or "Board of Directors" shall herein mean and refer to the Board of Directors of the HOMEOWNERS ASSOCIATION.

B. All terms which are defined in the DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR SHELLBRIDGE, and any amendments or supplements thereto (hereinafter referred to as the "RESTRICTIONS"), to be recorded in the Public Records of Martin County, Florida, shall be used herein with the same meanings as defined in said RESTRICTIONS.

**ARTICLE III**  
**PURPOSES**

The purposes for which this HOMEOWNERS ASSOCIATION is organized are to operate and maintain the Common Areas; to own the Common Areas (when and if conveyed to it) or such other property; to promote the use and enjoyment of the Property by the Owners and occupants thereof; and to fulfill its obligations, all in accordance with and pursuant to these Articles of Incorporation and the RESTRICTIONS. The HOMEOWNERS 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.

**ARTICLE IV**  
**GENERAL POWERS**

The general powers that the HOMEOWNERS ASSOCIATION shall have are as follows:

A. To have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as may be prohibited herein.

B. To do all of the acts required to be performed by it in accordance with these Articles of Incorporation, the RESTRICTIONS, or any other instrument recorded in the Public Records of Martin County, Florida.

C. To own, operate, maintain, construct, improve, replace and repair the Common Areas in the Property, including, but not limited to, real property used for roadway, recreational, drainage, landscaping, buffer or irrigation purposes, in accordance with these Articles of Incorporation, the RESTRICTIONS, or any other instrument recorded in the Public Records of Martin County, Florida.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To make, levy and collect assessments and late charges (as described in the RESTRICTIONS) against Lots in the Property to defray the expenses and the cost of effectuating the objects and purposes of the HOMEOWNERS ASSOCIATION, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations in Florida for the collection of such assessments.

F. To charge recipients for services rendered by the HOMEOWNERS ASSOCIATION when such is deemed appropriate by the Board of Directors.

G. To pay taxes and other charges on or against property owned or accepted by the HOMEOWNERS ASSOCIATION.

H. To promulgate and enforce Rules and Regulations, and agreements to effectuate the purposes for which the HOMEOWNERS ASSOCIATION is organized.

I. Notwithstanding anything contained herein to the contrary, the HOMEOWNERS ASSOCIATION shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation addressing any and all issues including, but not limited to, zoning, environmental, and land use, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall Members perform any such activities in the name of the HOMEOWNERS ASSOCIATION.

J. Notwithstanding anything contained herein to the contrary, the HOMEOWNERS ASSOCIATION shall not have the power to, and shall not, expend Capital Contribution monies (as defined in the RESTRICTIONS) for any capital expenditures, in connection with the construction of a new capital improvement (except for necessary construction resulting from the damage or destruction of existing improvements), in excess of Five Thousand Dollars (\$5,000.00) without first complying with the applicable terms and provisions of the RESTRICTIONS. Further, the Capital Contribution reserve shall not be used by the HOMEOWNERS ASSOCIATION for the purpose of

litigation at either or both the trial and appellate levels in any court of competent jurisdiction nor shall such reserves be used for operating funds.

K. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

L. To delegate power or powers where such is deemed in the interest of the HOMEOWNERS ASSOCIATION.

#### **ARTICLE V** **MEMBERS**

The Members of the HOMEOWNERS' ASSOCIATION shall consist of the record property Owners of all of the Lots in the Property, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Membership shall be established effective immediately upon becoming an Owner; provided, however, that such new Member's rights shall not become effective until the new Member presents the HOMEOWNERS ASSOCIATION with a recorded copy of the deed of conveyance or other muniment of title conveying the title to the Lot so conveyed, and such membership shall pass with title to the Lot in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Lot. Each and every Member shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles of Incorporation, the RESTRICTIONS and the By-Laws of the HOMEOWNERS ASSOCIATION, as amended from time to time.

#### **ARTICLE VI** **VOTING AND ASSESSMENTS**

A. The HOMEOWNERS ASSOCIATION shall have one class of voting membership as follows:

Members shall be all those Owners as defined in Article V hereof. Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Article V hereof. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but, in no event shall more than one vote be cast with respect to any such Lot.

B. The By-Laws of the HOMEOWNERS ASSOCIATION shall provide for an annual meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting. The affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at any meeting of the Members duly called at which a quorum has been attained, shall be binding upon the Members. A quorum of the transaction of business at any meeting of Members shall exist if sixty-six percent (66%) of the total number of Members shall be present or represented at the meeting. Fractional voting is prohibited. There shall be no cumulative voting.

C. The HOMEOWNERS ASSOCIATION will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the RESTRICTIONS, as supplemented by the provisions of the Articles of Incorporation and By-Laws of the HOMEOWNERS ASSOCIATION relating thereto.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

A. The affairs of the HOMEOWNERS ASSOCIATION shall be managed and conducted by a Board of Directors consisting of not less than three (3) but may consist of as many persons as the Board of Directors shall from time to time determine. The initial members of the Board of Directors shall serve until the first annual meeting of the Members. So long as the Declarant shall have the right to appoint all of the Board of Directors, Directors need not be Members of the HOMEOWNERS ASSOCIATION and need not be residents of the Property; thereafter, Directors shall be Members of the HOMEOWNERS ASSOCIATION (except for those Directors who are appointed by the Declarant).

B. Except as otherwise provided herein and except for the first Board of Directors, Directors shall be elected by the Members of the HOMEOWNERS ASSOCIATION at the annual meeting of the membership as provided in the By-Laws of the HOMEOWNERS ASSOCIATION, and said By-Laws may provide for the method of voting in the election and-for removal from office of Directors. Election shall be by plurality vote. Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

C. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the HOMEOWNERS ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Finn M.W. Caspersen	President, Treasurer	11450 S.E. Dixie Highway Suite 202 Hobe Sound, FL 33455
Rick Webel	Vice President	c/o Innocenti & Webel P.O. Box 506 Locust Valley, NY 11560
Mali Annibali	Secretary	112 North Beach Road Hobe Sound, FL 33455

### **OFFICERS**

The officers of the HOMEOWNERS ASSOCIATION shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person.

### **ARTICLE VIII** **CORPORATE EXISTENCE**

The HOMEOWNERS ASSOCIATION shall have perpetual existence.

### **ARTICLE IX** **BY-LAWS**

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws not inconsistent with these Articles.

### **ARTICLE X** **AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the following manner:

- A. The Board of Directors, by majority vote, shall adopt a resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.
- B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.
- C. Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at such meeting at which a quorum has been attained.
- D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members eligible to vote in lieu of the above procedure.
- E. Notwithstanding anything contained herein to the contrary, Article IV, Section I hereof shall not be amended or modified in any manner except upon receiving the affirmative vote of at least seventy-five (75%) percent of all Members.

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**ARTICLE XI**  
**INCORPORATOR**

The name of the Incorporator of this corporation is Karen D. Geller, Esq., whose mailing address is Gunster, Yoakley & Stewart, P.A., 800 S.E. Monterey Commons Boulevard, Suite 200, Stuart, FL 34996.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every Officer of the HOMEOWNERS ASSOCIATION (and the Directors and Officers as a group) shall be indemnified by the HOMEOWNERS ASSOCIATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the HOMEOWNERS ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

**ARTICLE XIII**  
**TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the HOMEOWNERS ASSOCIATION and one or more of its Directors or Officers, or between the HOMEOWNERS ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the HOMEOWNERS ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XIV**  
**DISSOLUTION OF THE HOMEOWNERS ASSOCIATION**

A. Upon dissolution of the HOMEOWNERS ASSOCIATION, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:

1. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the HOMEOWNERS ASSOCIATION to be appropriate for dedication and which the authority is willing to accept; and

2. The remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with his voting rights.

B. The HOMEOWNERS ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors; three-fourths (3/4) of the Members; and the filing of Articles of Dissolution with the Department of State as provided for in Section 617.1403, Florida Statutes.

**ARTICLE XV**  
**GENDER**

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

**ARTICLE XVI**  
**RESTRICTIONS**

In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the RESTRICTIONS, the provisions of the RESTRICTIONS shall prevail.

**ARTICLE XVII**  
**DESIGNATION OF REGISTERED AGENT**


Valdes-Fauli Corporate Services, Inc.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

is hereby designated as the HOMEOWNERS ASSOCIATION's Registered Agent for service of process within the State of Florida.



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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of May, 2005.

  
Karen D. Geller, Esq.  
Gunster, Yoakley & Stewart, P.A.  
800 S.E. Monterey Commons Boulevard  
Suite 200  
Stuart, FL 34996

**CONSENT OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

VALDES-FAULI CORPORATE SERVICES, INC.

By:   
Print name: LEWIS F. CRIPPEN

Title: Vice President

Date: May 27 2005.

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