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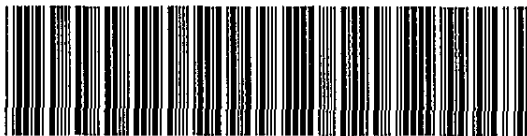
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ARTICLES OF INCORPORATION
OF
ACAPULCO TOWNHOMES ASSOCIATION, INC.
(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the Formation of Corporation Not for Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that we do, by these Articles of Incorporation, set forth:

NAME

The name of the corporation shall be:

ACAPULCO TOWNHOMES ASSOCIATION, INC.

PURPOSES

The purposes and objects of the corporation shall be to collect assessments for the maintenance of improvements upon property located in the City of Fort Lauderdale, Broward County, Florida, legally described in Exhibit "A" attached hereto and made a part hereof, hereinafter referred to as the "property", and to acquire, own, lease, improve, sell, trade, maintain and operate such personal property as may be necessary or convenient, in, to or upon the above real property and building or buildings and other structures and improvements thereon, and to do and accomplish any and all acts and duties pertaining to the Property above described, all of the foregoing in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, the By-Laws of this Corporation which may hereafter be adopted, and which may be contained in the Declaration of Restrictions and Protective Covenants which have been recorded on the Public Records of Broward County, Florida, covering the Property. The Corporation shall be conducted as a non-profit organization for the use and benefit of its members.

ACAPULCO TOWNHOMES ASSOCIATION, INC., shall have the right to control the maintenance of improvements constructed on the property and maintenance of parking lot, landscaping, sidewalks, shrubbery and lawns thereupon.

POWERS

The corporation shall have the following powers:

A. The corporation shall have all the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation under any other applicable laws of the State of Florida.

B. The corporation shall have all the powers reasonably necessary to implement and effectuate the purposes of the corporation including but not limited to the following:

(1) To make and establish reasonable rules and regulations governing the use of property, real and personal, now or hereafter owned by the corporation.

(2) To levy and collect assessments members of the corporation; to defray the expenses of maintaining ownership of the property, real and personal, of the corporation; and maintaining and operating the same in the interests of its members, and to provide such services and benefits as may be

ARTICLES OF INCORPORATION

1. Necessary and convenient for the welfare of its members and for the usefulness of its property, including the right to levy and collect assessments for the purpose of acquiring, leasing, maintaining, repairing, replacing, managing and operating all property, whether real or personal, to accomplish the purposes of the corporation.

2. To make and enter into any and all contracts necessary or desirable to accomplish the purposes of the corporation, and to maintain, repair, replace, operate and manage the property of the corporation, to reconstruct improvements after casualty and make further improvements of the property, and to borrow money which may be necessary or convenient to accomplish said purposes, and to mortgage, pledge or hypothecate any property of the corporation as an incident to any borrowing.

3. To enforce the provisions of these Articles of Incorporation, the By-Laws of the corporation which may be hereafter adopted, and the provisions of the Declaration of Restrictions and Protective Covenants which have been recorded in the Public Records of Broward County, Florida, covering the Property, and to have and exercise any and all rights and powers vested in this corporation under said Protective Covenants, and to enforce the rules and regulations governing the use of the property of the corporation as the same may be hereafter established.

Members

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of townhouses constructed on the property shall be members of the corporation, and no other persons or entities shall be entitled to membership, except as provided in Item "F" of this Article.

2. Membership shall be established by the acquisition of fee title to a townhouse or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any townhouse except that nothing herein contained shall be constructed as terminating the membership of any party who may own a fee ownership interest in two or more townhouses so long as such party shall retain title to or in a fee ownership interest in any townhouse.

3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his townhouse. The funds and assets of the corporation shall belong solely to the corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the By-Laws which may be hereafter adopted, and in the Declaration of Restrictions and Protective Covenants.

4. On all matters on which the membership shall be entitled to vote, each owner shall be entitled to vote as follows:

Each member shall be entitled to one vote for each townhouse in which he holds the interest required for membership. When more than one person holds such interest or interest in any townhouse all such persons shall be members and the vote for such townhouse shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such townhouse.

Should any member own more than one townhouse, such member shall be entitled to exercise or cast as many votes as he owns townhouses, in the manner provided by the By-Laws.

5. Whenever any townhouse shall be owned by any person or entity other than this corporation, the owner or owner of each such townhouse shall be or become members of the corporation to the same force and effect and in the same manner, with the same rights, privileges and obligations as though each such owner was an original incorporator.

6. Until such time as the Declaration of Restrictions and Protective Covenants covering the Property are recorded in the Public Records of Broward County, Florida, and the real property described in Exhibit "A" hereof or any portion thereof, has been conveyed to others, the membership of the corporation shall be comprised of the Subscribers to these Articles, each of which shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

Term

The corporation shall have perpetual existence.

Principal Office

The principal office of the corporation shall be located at 4508 S.W. 160 Avenue, Miramar, FL 333027; but the corporation may maintain offices and transact business in such other places within or without the state of Florida as may from time to time be designated by the Board of Directors.

Assessments

The private property of the members shall not be subject to the payment of corporate debts of the corporation to any extent whatsoever; provided that this provisions shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in these Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Declaration of Restrictions and Protective Covenants, or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection for such assessments in such manner as may be reserved to the corporation in these Articles, and said By-Laws and Declaration of Restrictions and Protective Covenants.

Administration

The affairs of the corporation shall be managed by the President of the corporation assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the property of the corporation and the affairs of the corporation.

Directors

The number of members of the first Board of Directors of the corporation shall be 3. The persons named herein as members of the first Board of Directors of the corporation shall act and serve as Directors until the first Annual Meeting off the membership held after August 1, 2005.

After August 1, 2005, the number of members of succeeding Board of Directors shall be as provided from time to time by the By-Laws of the corporation and after August 1, 2005, except as hereinabove expressly provided, the members of the board of directors shall be elected by the members of the corporation at the Annual Meeting of the members as provided in the By-Laws of the corporation and at least a majority of the Board of Directors shall be members of the corporation and shall be authorized representatives, officers or employees of a corporate member of the corporation.

Officers

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

Initial Directors

The names and Post Office addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
OSCAR RAMIREZ	4508 S.W. 160 AVENUE MIRAMAR, FL 333027
HUGO TORRES	10966 N.W. 8 TH COURT CORAL SPRINGS, FL 33071
MARITZA ALEGRIA	10966 N.W. 8 TH COURT CORAL SPRINGS, FL 33071

Subscribers

The Subscribers to these Articles of Incorporation are the Oscar Ramirez, Hugo Torres and Maritza Alegria persons herein named to act and serve as members of the first Board of Directors of the corporation, the names of which Subscribers and their respective Post Office addresses are more particularly set forth above.

Initial Officers

The Officers of the corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

PRESIDENT:	OSCAR RAMIREZ
VICE PRESIDENT AND TREASURER:	HUGO TORRES
SECRETARY:	MARITZA ALEGRIA

By-Laws

The original By-Laws of the corporation shall be adopted by a majority vote of the members of the corporation present at a meeting of members at which a majority of the membership is present, and may thereafter be amended as such By-Laws provide, as proposed by the Board of Directors acting upon vote of the majority of the Board of Directors or by members owning two thirds (2/3) of the townhouses.

Liability

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney fees, reasonably incurred by or imposed upon him in connection with 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 Officer of the corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. 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.

Amendment

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the Directors, or by the members of the corporation owning a two-thirds majority of the townhouses, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being

proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the corporation or other Officer of the corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the corporation for a date set no sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or be presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for each meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail addressed to the member at his Post Office address as it appears on the records of the corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to each member. At such meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the townhouses in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

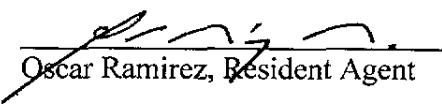
Designation OF Registered Agent

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

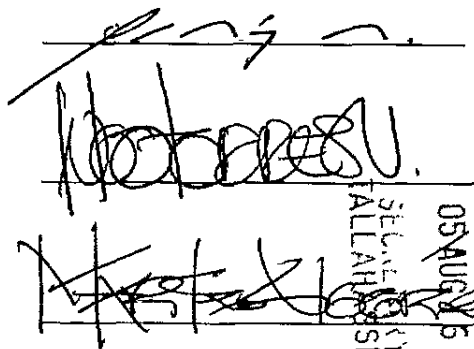
That ACAPULCO TOWNHOMES ASSOCIATION INC., desiring to organize under the laws of the State of Florida, with its principal place of business indicated in the Articles of Incorporation in the city of Fort Lauderdale, Broward County, Florida, has

named Oscar Ramirez, whose address is 4508 S.W. 160 Avenue, Miramar, FL 333027, Florida, its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Oscar Ramirez, Resident Agent

12th In Witness whereof, the subscribers have hereunto set their hands and seals this day of August, 2005 at Fort Lauderdale, Florida.


Notary Public
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA }
COUNTY OF BROWARD } SS

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Oscar Ramirez, Hugo Torres and MARITZA ALOERIN, and known to me to be the persons described in and who executed the foregoing instrument; and they did acknowledge to and before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 12th day of August, 2005


Notary Public

