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J. Shivers AUG 17 2005

**Jeffrey S. Gerow, P.A.**

*Attorney at Law*

*4800 North Federal Highway*

*Suite 307B*

*Boca Raton, Florida 33431*

*561-750-6770*

*fax 561-395-0282*

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August 15, 2005

Department of State  
Division of Corporations  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32301

Sent by Federal Express

Re: Sailboat Cove Homeowner's Association, Inc.

Gentlemen:

With reference to the above matter I have enclosed two (2) signed original Articles of Incorporation for Sailboat Cove Homeowner's Association, Inc. along with my check in the amount of \$78.75 to cover the various filing fees and for a certificate of status.

Once the Articles of Incorporation have been recorded please return a filed copy to me using the enclosed Federal Express airbill.

Should you have any questions in this regard please do not hesitate to contact me.

Sincerely,



Jeffrey S. Gerow

Enclosure:

RECEIVED  
DIVISION OF CORPORATIONS  
AUG 17 2005

ARTICLES OF INCORPORATION  
OF  
SAILBOAT COVE HOMEOWNER'S ASSOCIATION, INC.

OFFICE OF THE  
CLERK OF THE  
COURT  
BROWARD COUNTY  
FLORIDA  
JAN 16 2012

I. NAME. The name of this corporation shall be SAILBOAT COVE HOMEOWNER'S ASSOCIATION, INC. sometimes hereinafter referred to as the "Association".

II. PURPOSES

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the Owners of Property within that area referred to as SAILBOAT COVE in the Declaration of Covenants and Restrictions for SAILBOAT COVE to be recorded in the Public Records of Broward County, Florida.

B. To own and maintain, repair and replace the general and/or Common Areas, sidewalks and/or access paths and other Common Areas, structures, landscaping and other improvements in and/or benefiting SAILBOAT COVE for which the obligation to maintain and repair has been delegated and accepted.

C. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type including walls, fences, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in SAILBOAT COVE as well as the alteration, improvement, addition and/or change thereto.

D. To provide or provide for private security, fire protection and such other services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto, in SAILBOAT COVE.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the

Association as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.

F. To operate without profit for the sole and exclusive benefit of its members.

G. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions.

### III. GENERAL POWERS

The general powers that the Association shall have are as follows:

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

B. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, 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 acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in Amended Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against Property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user for use of the Association Property when such is deemed appropriate by the Board of Directors of the Association.

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G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

H. In general, to have all powers conferred upon a corporation by the laws of The State of Florida, except as prohibited herein.

#### IV. MEMBERS

A. The members shall consist of the Unit Owners in SAILBOAT COVE, the Property comprising SAILBOAT COVE being described in Section C of this article, and all such Unit Owners shall be members of the Association. There shall be two (2) classes of members, as follows:

1. Class A Members. Class A Members shall consist of all Unit Owners other than the Class B Member. Owners of property shall automatically become Class A Members upon purchase of such Unit.

2. Class B Members. The Class B Member shall be SAILBOAT HOLDINGS, LLC., a Florida limited liability company, successor or assignee as Developer of SAILBOAT COVE.

B. "Developer," "Owner," "Unit," and any other defined terms used herein, and elsewhere in the Articles, are used with the definition given those terms in the aforesaid Declaration of Covenants and Restrictions for SAILBOAT COVE.

C. SAILBOAT COVE consists of that certain real property situated in Broward County, City of Wilton Manors, Florida, described as follows:

See attached

#### V. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Unit in which he holds the interest required for membership. When one or more persons holds such interest or interests in any Unit, all such persons shall be members,

and the vote for such Unit shall be exercised as they among themselves determine, but-in no event shall more than one vote be cast with respect to any Unit. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for SAILBOAT COVE or by law, the affirmative vote of the Owners of a majority of Units represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Developer shall have the right to appoint a majority of the Board of Directors so long as it owns at least one (1) Unit in SAILBOAT COVE.

C. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for SAILBOAT COVE, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

## VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association.

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

Paul F. Pfeifer  
3170 North Federal Highway  
Lighthouse Point, Florida 33064

Peter H. Feenan  
3170 North Federal Highway  
Lighthouse Point, Florida 33064

Katherine Maurer  
3170 North Federal Highway  
Lighthouse Point, Florida 33064

VII. OFFICERS

A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President

Vice President

Treasurer

Secretary

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles and may be altered, amended or rescinded in the manner provided by the By-laws.

X. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by resolution of the Board of Directors as set forth in the By-laws. No amendment affecting SAILBOAT HOLDINGS, LLC, or its successors or assigns as Developer of SAILBOAT COVE (as the same is defined in the Declaration of Covenants and Restrictions for SAILBOAT COVE) shall be effective without the prior written consent of said SAILBOAT HOLDINGS, LLC, or its successors or assigns, as Developer.

XI. SUBSCRIBER AND INCORPORATOR

A. The name and address of the subscriber and incorporator is as follows:

Paul F. Pfeifer  
3170 North Federal Highway  
Lighthouse Point, Florida 33064

## XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or officers made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than by one or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise Which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in



the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relations to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

### XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, 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 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 Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

XIV. REGISTERED AGENT AND ADDRESS

The initial registered office of the corporation shall be located at 4800 North Federal Highway, Suite 307B, Boca Raton, Florida 33431. The initial registered agent at said address shall be Jeffrey S. Gerow. The initial address and initial principal office for the corporation shall be 3170 N. Federal Highway, Lighthouse Point, Florida 33064.

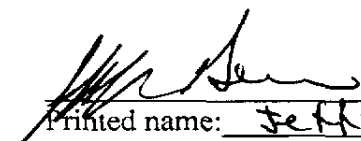
IN WITNESS WHEREOF, I have subscribed my name this 9 day of August, 2005.


  
Paul F. Pfeifer

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF PALM BEACH            )

BEFORE ME, the undersigned authority, personally appeared PAUL F. PFEIFER who to me is well known to be the person described in and who subscribed the above articles of incorporation and produced personally known as identification and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 9<sup>th</sup> day of August, 2005.

  
Printed name: Jeffrey S. Gerow  
Notary Public, State of Florida  
MY COMMISSION EXPIRES:

 Jeffrey S. Gerow  
Commission #DD198791  
Expires: Apr 10, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc

## **ACKNOWLEDGMENT**

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

  
\_\_\_\_\_  
JEFFREY S. GEROW

05 AUG 15 AM 7:28