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**CORNETT, GOOGE & ASSOCIATES, P.A.**

JANE L. CORNETT  
HOWARD E. GOOGE\*  
ROBERT G. RYDZEWSKI JR.  
DANIEL G. TADROWSKI  
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November 3, 2005

Secretary of State  
Division of Corporations  
Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**VIA FEDERAL EXPRESS**

RE: Jensen Beach Dunes Homeowners' Association, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation for Jensen Beach Dunes Homeowners' Association, Inc. Also enclosed is this firm's check in the amount of \$78.50, which represents the following:

Certification	\$ 8.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be November 3, 2005.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

  
Michelle Googe, Legal Asst.

/mg  
Enclosures

RECORD AND RETURN TO:  
Howard E. Googe, Jr., Esq.  
CORNETT, GOOGE & ASSOCIATES, PA  
401 E. Osceola Street  
Stuart, Florida 34994

05 NOV -4 PM 3:06

FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

THIS SPACE FOR RECORDER'S USE

**ARTICLES OF INCORPORATION  
FOR  
JENSEN BEACH DUNES HOMEOWNERS' ASSOCIATION, INC.**

**EFFECTIVE DATE**  
**11-03-05**

The undersigned incorporators, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE 1**

**NAME AND PRINCIPAL BUSINESS ADDRESS**

The name of the corporation shall be JENSEN BEACH DUNES HOMEOWNERS' ASSOCIATION, INC. and the principal place of business is 212 West 5<sup>th</sup> Street, Stuart, Florida 34994 and the mailing address is P. O. Box 2970, Stuart, Florida 34995-2970. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Corporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to provide an not-for-profit corporation entity for the ownership, maintenance and control of the Common Areas and Association property of the development known as JENSEN BEACH DUNES, pursuant to the Declaration of Restrictions and Protective Covenants for Jensen Beach Dunes recorded in the public records of Martin County, Florida.

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Restrictions and Protective Covenants for Jensen Beach Dunes recorded in the Public Records of Martin County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

## **ARTICLE 4**

### **POWERS**

The powers of the Association shall include all powers and duties necessary to properly operate and maintain the Association as more fully set out in the By-laws.

## **ARTICLE 5**

### **MEMBERS**

- 5.1 **Membership.** The members of the Association shall consist of all of the record title owners of Lots in the Jensen Beach Dunes development and their successors and assigns.
- 5.2 **Assignment.** 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 the Lot for which that share is held.
- 5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more Units shall be entitled to one vote for each Lot owned.

## **ARTICLE 6**

### **EFFECTIVE DATE AND TERM OF EXISTENCE**

The Effective Date of this corporation shall be November 3, 2005 and the Association shall have perpetual existence.

## **ARTICLE 7**

### **DIRECTORS**

- 7.1 **Number and Qualification.** The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of directors constituting the initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time in accordance with the By-laws of the Association, but in no event shall there be less than two (2) directors. Members of the Initial Board of Directors need not be members of the Association. Each of the members of all succeeding Boards shall be members of the Association or shall be authorized representatives officers, or employees of a corporation or other entity member of the Association, except for those directors appointed by the Developer.
- 7.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration of Restrictions and Protective Covenants for Jensen Beach Dunes (hereinafter "**DECLARATION**"), these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners when such approval is specifically required.

- 7.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws and Florida law.
- 7.4 Term of Initial Directors. The Developer shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-laws.
- 7.5 Initial Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office as provided in the By-laws are as follows:

Jeff Dougherty  
P. O. Box 2970  
Stuart, Florida 34995-2970

Michael Matakaetis  
2550 SE Willoughby Blvd.  
Stuart, FL 34994

## ARTICLE 8

### OFFICERS

The affairs of the Homeowners Association shall be managed by a President, Vice President, Secretary, Treasurer and any such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-laws and no officer need be a member. The names of the officers of the Homeowners Association who shall serve until such time as they resign, are removed or their successors are elected shall be:

Jeff Dougherty  
Michael Matakaetis

President/Treasurer  
Vice President/Secretary

## ARTICLE 9

### INDEMNIFICATION

- 9.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, committee member, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption

that the person did not act in good faith or did act in a manner which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

- 9.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 9.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 9.
- 9.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 9.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## ARTICLE 10

### BY-LAWS

The By-Laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

## ARTICLE 11

### AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in the By-Laws. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

- 11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. Approval of proposed amendments must be by not less than 66 2/3% of the votes of the members of the Association represented at the meeting at which a quorum has been attained. Notwithstanding the foregoing, these Articles may be amended by the Developer until such time as the Jensen Beach Dunes Homeowners' Association, Inc. is turned over to the Members of the Association as indicated in the Declaration of Restrictions and Protective Covenants for Jensen Beach Dunes.
- 11.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Martin County, Florida.

## ARTICLE 12

### INCORPORATOR

The name and address of the incorporator of the Association is:

Jeff Dougherty  
P. O. Box 2970  
Stuart, FL 34995-2970

## ARTICLE 13


### REGISTERED OFFICE AND AGENT

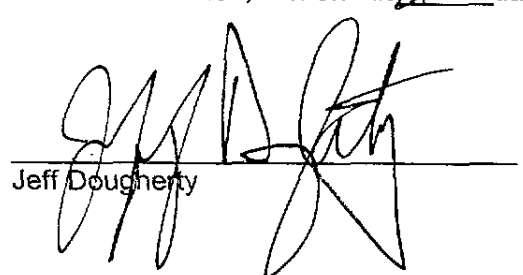
The address of the initial registered office of this Corporation is 401 E. Osceola Street, Stuart, Florida 34994 and the name of the initial registered agent of this corporation at that address is Howard E. Googe, Jr., Esq.

IN WITNESS WHEREOF, JEFF DOUGHERTY has caused these presents to be signed as the Incorporator of Jensen Beach Dunes Homeowners' Association, Inc. on this 2<sup>nd</sup> day of November, 2005.

WITNESSES:

  
Print Name #1: DAVID D. KILLANE

  
Print Name #2: ROBERT BLOOMSTER JR.

  
Jeff Dougherty

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on the 2 day of November, 2005, by JEFF DOUGHERTY, [ ] who is personally known to me, or [ ☒ ] who has produced identification [Type of Identification: driver's license].

Notarial Seal

Howard E. Googe  
Notary Public  
Printed Name: Howard E Googe  
My commission expires: \_\_\_\_\_





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT FOR SERVICE OF PROCESS**

**for**

**JENSEN BEACH DUNES HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That JENSEN BEACH DUNES HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Stuart, County of Martin, State of Florida, has appointed Howard E. Googe, Jr., Esquire, 401 East Osceola Street, Stuart, Florida 34994, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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.

DATED 11-2-05

  
HOWARD E. GOOGE, JR., ESQ.

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FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA