

Division of Corporations

NO 50066 11762

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000267626 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ADMIRALS COVE ASSOCIATES, LTD.
Account Number : I19990000071
Phone : (561) 744-1700
Fax Number : (561) 744-8889

FLORIDA NON-PROFIT CORPORATION

OLD PLANTATION HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Menu

11/27/05
SA

((H05000267626 3)))

FILED

05 NOV 21 AM 10:57

ARTICLES OF INCORPORATION
FOR
OLD PLANTATION HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

In order to form a corporation not-for-profit, under and in accordance with Chapter 617 of the Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit, for the purpose and with the powers, hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

ARTICLE I

NAME

1. Name. The name of this corporation shall be OLD PLANTATION HOMEOWNERS ASSOCIATION, INC. ("Association"). The initial address of the Association shall be 3801 PGA Boulevard, Suite 107, Palm Beach Gardens, Florida 33410.

2. Definitions. The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Old Plantation as recorded or may be recorded in the Public Records of Martin County, Florida (said Declaration, as amended, renewed, or extended from time to time, is hereinafter referred to as the "Declaration").

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration which is to be recorded in the public records of Martin County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE III

POWERS

The Association shall have the following powers, which shall be governed by the following provisions:

((H05000267626 3)))

1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit as set forth in Section 617.0302, Fla. Stat., which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of the Association.

2. Necessary Powers. The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Property pursuant to the Declaration, including but not limited to the following:

A. To make and collect assessments against Members to defray the costs and expenses of the Association Property.

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

C. To purchase, own, hold, lease, improve, maintain, repair, replace, operate and convey the common property and Common Areas and Property of the Association in accordance with the Declaration, including, without limitation, to operate and maintain the surface water management system permitted by the South Florida Water Management District.

D. To purchase insurance upon the Property of the Association and insurance for the protection of the Association and its Members, in the amounts required by the Declaration.

E. To dedicate or to transfer all or any part of the Association's Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than 51-one percent (51%) of the Members.

F. To reconstruct the improvements to the Association's Property after casualty, and to further improve the Association's Property, as provided in the Declaration.

G. To make and amend reasonable Rules and Regulations regarding the use of the Property of the Association in accordance with the requirements set forth in the By-Laws.

H. To contract for the management of the Association Property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board or the Membership.

I. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association Property.

J. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Association's Property as same may be promulgated, modified, or amended from time to time by the Association.

K. To pay taxes and assessments, which are or may become liens against any part of the Association Property.

L. To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the Property of the Association, and not billed to Owners.

M. To grant such permits, licenses, and easements over the Common Areas for utilities, roads, and other purposes reasonably necessary or useful to the Association.

N. To enter any lot at a reasonable time and upon reasonable notice to make emergency repairs, to avoid waste, or to do such other work reasonable necessary for the proper protection, preservation, or maintenance of Association Property.

O. To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.

3. Funds and Title to Property. All funds and the titles of all Property acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

ARTICLE IV

MEMBERS

1. Members. The Members of the Association shall consist of all of the record owners of Lots in Old Plantation.

2. Change of Membership. Subject to the terms and conditions of the Declaration for conveyances, change of membership in the Association shall be established by recording in the public records of Martin County, a deed or other instrument establishing a record title to a Lot located in Old Plantation. The owner designated by such instrument thus becomes a Member of the Association, and the membership of the prior owner is terminated as of the date of recording of such instrument.

3. Transfer of Membership. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of title of his or her Lot.

4. Voting. The owner of each Lot shall be entitled to one vote as a Member of the Association. The exact number of votes to be cast by Members and the manner of

exercising voting rights, shall be determined by the By-Laws; subject, however, to the terms and conditions of the Declaration.

ARTICLE V

TERM

The term for which this corporation is to exist shall be perpetual. If the Association is dissolved, the surface water management system maintained and operated by the Association, including the property containing the surface water management system and the water management portions of the Common Areas will be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system, and the water management portions of the Common Areas will be dedicated to a similar non-profit corporation.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator to these Articles is as follows:

THOMAS FRANKEL
3801 PGA Boulevard, Suite 107
Palm Beach Gardens, Florida 33410

ARTICLE VII

OFFICERS

1. Officers. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer, which officers shall be subject to the directions of the Board.

2. Election of Officers. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many Vice Presidents as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the "Annual Members' Meeting" (as described in the By-Laws; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers, in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary. Officers shall be elected by the Board at the first meeting of the

Board following each annual meeting of the Members, provided, however, until the Turnover, the Developer shall have the right to approve all of the officers elected. The following persons shall serve as the initial officers.

President/Treasurer
Vice President/Secretary

Thomas Frankel
Gerry Frankel

ARTICLE VIII

BOARD OF DIRECTORS

1. Directors. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) Directors. The composition of the Board, the manner of election to the Board, the term of office and other provisions regarding the Board shall be established by the Declaration and the By-Laws of the Association. The number of Directors on the Board until the Turnover shall be three (3). Thereafter, the number of Directors shall be five (5). After the Developer elects to divest itself of control of the Association, Directors must be Members of the Association.

2. Term of Directors. After the Turnover, members of the Board shall serve for a term of two (2) years; provided, however, that not less than two (2) members of the Board elected on the Turnover shall serve for initial terms of one (1) year and the balance of the Board elected on the Turnover shall serve for initial terms of two (2) years. Thereafter, the terms of no more than three (3) Board members will end each year. After the Turnover, at each annual meeting, Directors shall be elected to take the Board positions of the members of the Board whose terms have expired.

3. Election of Directors. Directors of the Association shall be elected at the Annual Members' Meeting in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

4. Turnover. The first election of Directors shall not be held until 120 days after the Developer has closed all of the sales of the Lots within the Property or until the Developer elects to terminate control of the Association whichever shall first occur. The Directors named as the first Board, including any replacement members, shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5. First Board. The names and addresses of the persons who are to serve as the first Board are as follows:

BENJAMIN FRANKEL

3801 PGA Boulevard, Suite 107
Palm Beach Gardens, FL 33410

THOMAS FRANKEL

3801 PGA Boulevard, Suite 107
Palm Beach Gardens, FL 33410

GERRY FRANKEL

2151 Alternate A1A, Suite 550
Jupiter, Florida 33477

ARTICLE IX

INDEMNIFICATION

Every Director, committee member, and officer of the Association (and the Directors, committee members, and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he or she may become involved by reason of being or having been a Director, committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director, committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, committee member, or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her 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, committee member, or officer may be entitled whether by statute or common law.

ARTICLE X

AMENDMENTS

1. Amendments Prior to Recording. Prior to the recording of the Declaration amongst the public records of Martin County, these Articles may be amended only by an instrument in writing signed by all of the Incorporators to these Articles and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendments, and a certified copy of each such amendment shall always be attached to any certified copy of these Articles.

2. Amendment After Recording. After the recording of the Declaration amongst the public records of Martin County, these Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership) at which such proposed amendment is to be considered; and

B. A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by a vote of a majority of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

3. Amendment by Reference to Title. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial re-wording of Article. See Article ___ for present text." Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

4. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles, which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefore by such Mortgagee.

5. Developer. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate, to select, or to approve the selection of the Directors as provided in the Declaration and By-Laws, without the prior written consent of the Developer.

IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature, this
17 day of November, 2005.


THOMAS FRANKEL

STATE OF FLORIDA
COUNTY OF PALM BEACH

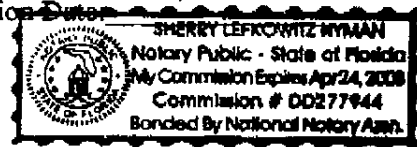
The foregoing instrument was acknowledged before me this 17 day of November 2005, by THOMAS FRANKEL, who is personally known to me.

Notary Public

Name: Sherry Lefkowitz Myman

Commission # DD277944

Expiration Date Apr 24, 2008



FILED
05 NOV 21 PM 5:57
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

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

OLD PLANTATION 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 Palm Beach Gardens, County of Palm Beach, State of Florida, has named THOMAS FRANKEL located at 3801 PGA Boulevard, City of Palm Beach Gardens, County of Palm Beach, State of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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

By: 
Thomas Frankel