

N0600001581Florida 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.

(((H06000040231 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 : HUME & JOHNSON P.A.
Account Number : 073737003060
Phone : (954)755-9880
Fax Number : (954)755-9899

FILED
05 FEB 14 PM 12:35
TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION**

Porter Place Townhome Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

H06000040231

FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA
05 FEB 14 PM 12:35

ARTICLES OF INCORPORATION
OF
PORTER PLACE TOWNHOME ASSOCIATION, INC.

THE UNDERSIGNED hereby creates a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, and certifies as follows:

ARTICLE 1

NAME

1.1 The name of the corporation shall be PORTER PLACE TOWNHOME ASSOCIATION, INC. whose principal office is located at One South Ocean Boulevard, Suite 308, Boca Raton, Florida 33432. For convenience this corporation shall be referred to as the "Townhome Association" or the "Association".

1.2 Except as otherwise provided herein, the terms used in these Articles of Incorporation and in the By-Laws of the Townhome Association shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Restrictions and Easements for Porter Place Townhomes ("the Declaration") and the Declaration of Condominium for Porter Place Condominium (the "Condominium Declaration" and, collectively, the "Declarations").

ARTICLE 2

PURPOSES

2.1 The purpose for which the Townhome Association is organized is to own, manage, operate, regulate and maintain the Porter Place Townhomes (the "Townhomes"). The Townhome Association is established as a homeowner association, the members of which shall be all townhome owners in the Community.

2.2 This Townhome Association is organized for the purpose of providing a convenient means of administering the Porter Place Townhomes. The Townhome Association is not a condominium association created pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes. The Townhome Association is established in order to own, operate, administer, maintain and repair portions of the Porter Place Townhomes and engage in various activities for the benefit of all residents of the Community and to enforce the covenants and restrictions contained in the Declaration.

2.3 The Townhome Association shall not issue shares of stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE 3

POWERS

3.1 The Townhome Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Townhome Association shall have all of the powers reasonably necessary to implement the purposes of the Townhome Association, including but not limited to the following:

(A) To adopt a budget or budgets and to make and collect assessments against members to defray the costs of the operation of the Townhome Association and the payment of Common Expenses.

H06000040231 3

- (B) To use the proceeds of assessments in the exercise of its powers and duties.
- (C) To maintain, manage, repair, replace and operate all the Common Areas which are the responsibility of the Community Association, including but not limited to obtaining and maintaining adequate insurance to protect the Townhome Association.
- (D) To reconstruct improvements after casualty and construct further improvements to the Common Areas, subject to the authority, rights and responsibilities of the Community Association.
- (E) To make and amend rules and regulations governing the operation and use of the Common Areas, subject to the authority, rights and responsibilities of the Community Association.
- (F) To enforce by legal means the provisions of the Declaration.
- (G) To contract for the management of the Townhome Association and to delegate to such contractor all powers and duties of the Townhome Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the members of the Townhome Association.
- (H) Notwithstanding anything herein to the contrary, the Townhome Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7), of the Internal Revenue Code and its regulations as the same may now exist or as they may be hereinafter amended from time to time.

3.3 All funds and the titles to all property acquired by the Townhome Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration.

3.4 The powers of the Townhome Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE 4

MEMBERS

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

4.1 Each homeowner in Porter Place Townhomes shall be a member of the Townhome Association, and no other persons or entities shall be entitled to membership.

4.2 The total number of votes shall be equal to the total number of (Parcels) within Porter Place Townhome from time to time. On all matters which the membership shall be entitled to vote, there shall be one vote for each Parcel.

4.3 The share of a member in the funds and assets of the Townhome Association cannot be assigned, hypothecated or transferred in any manner.

ARTICLE 5

DIRECTORS

5.1 All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of three (3) or five (5) Directors as shall be determined by the By-Laws. In the absence of a determination as to the number of Directors, the Board shall consist of three (3) Directors.

H06000040231 3

H06000040231 3

5.2 Directors of the Townhome Association shall be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws.

5.3 Until the first election of Directors, the names and addresses of the members of the initial Board of Directors are as follows:

Dennis Suarez	One South Ocean Boulevard, Suite 300 Boca Raton, Florida 33432
Kathleen M. Yonce	One South Ocean Boulevard, Suite 300 Boca Raton, Florida 33432
Samuel H. Pinson III	One South Ocean Boulevard, Suite 300 Boca Raton, Florida 33432

ARTICLE 6

OFFICERS

The affairs of the Townhome Association shall be administered by a President, a Vice President, and a Secretary/Treasurer, all of whom shall be Directors, and as many Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be Directors. Such Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Townhome Association, which officers shall serve without compensation at the pleasure of the Board of Directors. 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 persons, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:	Dennis Suarez
VICE-PRESIDENT:	Kathleen M. Yonce
SECRETARY/TREASURER:	Samuel H. Pinson III

ARTICLE 7

INDEMNIFICATION

Every Director and every Officer of the Townhome Association shall be indemnified by the Townhome Association against all expenses and liabilities, including attorneys' 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 Townhome Association or any settlement thereof, 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 misconduct, gross negligence or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interests of the Townhome Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 8

BY-LAWS

The By-Laws of the Townhome Association shall be adopted by the initial Board of Directors and

H06000040231 3

H06000040231 3

may be altered, amended, or rescinded in the manner set forth in the By-Laws.

ARTICLE 9

AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner:

9.1 The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

9.2 Written notice of the meeting shall be sent by mail to each member at his address as it appears on the books of the Townhome Association not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. The notice shall set forth the proposed amendment or a summary of the changes to be effected thereby. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

9.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

9.4 Any number of amendments may be submitted to the members and voted upon by them at one meeting.

9.5 If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the foregoing Sections had been satisfied.

9.6 The members may amend the Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

9.7 An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE 10

TERM

The Townhome Association shall have perpetual existence unless the Community is terminated sooner in accordance with the Declaration. In the event of the dissolution of the Townhome Association, or any successor entity thereto, any property dedicated or conveyed to the Townhome Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Townhome Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by the Association or such successor.

ARTICLE 11

INCORPORATOR, REGISTERED AGENT AND REGISTERED OFFICE

The name of the incorporator and the initial registered agent is Samuel H. Pinson III and the address of the incorporator and the initial registered office of the Townhome Association is One South Ocean Boulevard, Suite 300, Boca Raton, Florida 33432.

ARTICLE 12

H06000040231 3

DECLARANT'S RIGHTS

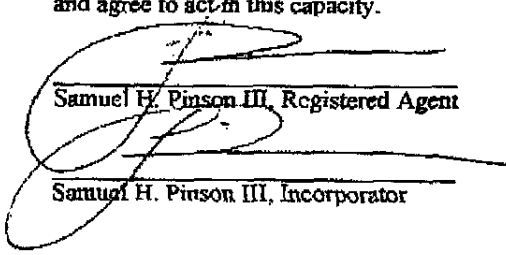
12.1 Until such time as the Declarant-Developer has transferred control of the Townhome Association to members other than the Declaring-Developer pursuant to the Declarations and Section 718.301, Florida Statutes and Section 720.307, Florida Statutes;

- (A) No vote of the members or the Board of Directors of the Townhome Association shall be effective without the written consent of the Declarant-Developer.
- (B) The Declarant-Developer shall be entitled to appoint all Directors and no election of Directors shall be held by the members.
- (C) The Declarant-Developer shall be entitled to unilaterally amend these Articles and the Bylaws.

12.2 The rights of the Declarant-Developer set forth in this Article may be relinquished in whole or in part by the Declarant-Developer at any time upon written notice to the Townhome Association. These rights may be enforced and assigned to any successor or assignee of the Declarant-Developer.

IN WITNESS WHEREOF, the incorporator and registered agent have executed this document on the date set forth below.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Samuel H. Pinson III, Registered Agent

2-13-06
Date

Samuel H. Pinson III, Incorporator

2-13-06
Date

FILED
05 FEB 14 PM 12:35
RECEIVED BY STATE
TALLAHASSEE, FLORIDA

H06000040231 3