

11/10/2002

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: LINDEN ARMS CONDOMINIUM ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kevin M. Rys, Esq.
Name (Printed or typed)

4400 PGA Blvd., Suite 800
Address

Palm Beach Gardens, FL 33410
City, State & Zip

(561) 624-3900
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

2006 MAR -8 PM 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LINDEN ARMS CONDOMINIUM ASSOCIATION, INC.,
A NOT-FOR-PROFIT CORPORATION**

THE UNDERSIGNED INCORPORATOR hereby forms a Florida corporation not-for-profit, pursuant to Chapter 617 of Florida Statutes and certifies as follows:

ARTICLE ONE - NAME

The name of this corporation not-for-profit shall be **LINDEN ARMS CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE TWO - ADDRESS

The address of the principal office of the Association shall be **219 No. Dixie Highway, Lake Worth, Florida 33460**. The mailing address of the Association shall be the same.

ARTICLE THREE - PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in Palm Beach County, Florida, and known as **LINDEN ARMS, A CONDOMINIUM** (the "Condominium").

ARTICLE FOUR - DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium of Linden Arms, a Condominium, recorded in the Public Records of Palm Beach County, Florida to be recorded in the Public Records of Palm Beach County, Florida (the "Declaration"), unless herein provided to the contrary, or unless the context requires otherwise.

ARTICLE FIVE - POWERS

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

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-laws or the Act.

B. The Association shall have all of the following powers of an owners association under the Act and shall have all of the powers reasonable necessary to implement the purposes of the Association, including, but not limited to, the following:

(1) To accept the obligations and rights established and particularly described in the Declaration.

(2) To operate and maintain any and all properties owned by or to be maintained by the Association as may be required by the Declaration.

(3) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(4) To fix, levy collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(5) To buy, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.

(6) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and/or Association Property and other property acquired or leased by the Association.

(7) To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors and said Unit Owners.

(8) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Units and condominium and for the health, comfort, safety and welfare of the Unit Owners.

(9) To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

(10) To have and exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE SIX - MEMBERS

A. The members of the Association ("Members") shall consist of all of the record title owners of the Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were Members at the time of such termination and their successors and assigns. Nonmembers shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

B. 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 Unit for which that share is held.

C. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

D. The By-Laws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of Members other than the annual meeting.

ARTICLE SEVEN - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE EIGHT - OFFICERS

The affairs of the Association shall be administered by the officers designated on the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of officers, the name and addresses of the officers who shall serve until their successors are designated by the Board of directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	James F. Miller	219 North Dixie Highway

Lake Worth, FL 33460

Vice-President/
Treasurer

Jerry E. Miller

219 North Dixie Highway
Lake Worth, FL 33460

Secretary

Elizabeth A. Miller

219 North Dixie Highway
Lake Worth, FL 33460

ARTICLE NINE - DIRECTORS

(A) The affairs of the Association shall be managed by a Board of Directors. Directors need not be members of the Association. The initial Board of Directors shall consist of not less than three (3) individuals.

(B) All duties and powers of the Association existing under the Condominium Act, the 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 Unit Owners when such approval is specifically required.

(C) Directors 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.

(D) The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements shall be filled in the manner provided by the By-Laws

(E) The name and address of the persons who are to serve as the first members of the 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:

NAME	ADDRESS
James F. Miller	219 No. Dixie Highway, Lake Worth, Florida 33460
Jerry E. Miller	219 North Dixie Highway

Lake Worth, FL 33460

Elizabeth A. Miller

219 North Dixie Highway
Lake Worth, FL 33460

ARTICLE TEN - INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his 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 or officer may be entitled whether by statute or common law.

ARTICLE ELEVEN - BY-LAWS

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

ARTICLE TWELVE - AMENDMENTS

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

A. 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 Chapter 617, Florida Statutes, such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

B. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida statutes and the Act (the latter to control over the former to the extent provided in the Act).

C. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members without the approval in writing of all of the Members and the joinder of all record owners of mortgages upon the Units. No

amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options contained herein provided in favor of or reserved to the Developer and/or an Institutional First Mortgagee, unless the Developer and/or Institutional First Mortgagee, as applicable, shall join in the execution of the amendment.

D. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the developer alone.

E. A copy of each amendment shall be filed with the Florida Secretary of State pursuant to the applicable provisions of Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Palm Beach County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains as an exhibit, the initial recording of these Articles.

ARTICLE THIRTEEN - REGISTERED AGENT AND OFFICE

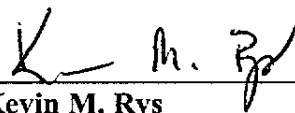
The address of the initial registered office of the Association in the State of Florida is **4400 P.G.A. Boulevard, Suite 800, Palm Beach Gardens, FL 33410**. The name of the initial registered agent for the Association is Kevin M. Rys.

ARTICLE FOURTEEN - INCORPORATOR

The name and street address of the Incorporator is: Kevin M. Rys, **4400 P.G.A. Boulevard, Suite 800, Palm Beach Gardens, FL 33410**.

IN WITNESS WHEREOF, for the purpose of forming this Association under the Laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Association, have executed these Articles of Incorporation this 10 day of February, 2006.

"Incorporator"


Kevin M. Rys

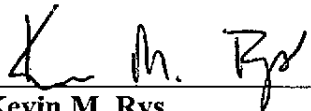
DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That **LINDEN ARMS CONDOMINIUM ASSOCIATION, INC.**, desiring to organize as a corporation not for profit under the laws of the State of Florida, with its principal office in the Palm Beach Gardens, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation, has named **Kevin M. Rys**, of **4400 PGA. Boulevard, Suite 800, Palm Beach Gardens, FL 33410**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Association, 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.



Kevin M. Rys
Registered Agent