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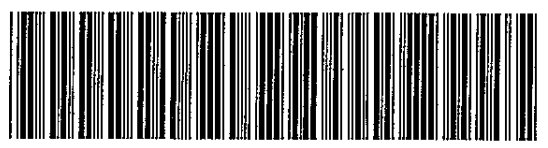
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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FILED
06 MAR 10 AM 11:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: **Heron Cove at Abaco Isles Condominium Association, Inc.**
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: **Don Allison**
Name (Printed or typed)

 1515 S. Federal Hwy., Suite 306
Address

 Boca Raton, FL 33432
City, State & Zip

 (561) 368-5758
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
HERON COVE AT ABACO ISLES CONDOMINIUM ASSOCIATION, INC.

FILED
06 MAR 10 AM 11:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledges and files these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I.
NAME

The name of this corporation shall be HERON COVE AT ABACO ISLES CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II.
PURPOSES AND POWERS

The Association shall have the following powers:

- A. To operate HERON COVE AT ABACO ISLES, A CONDOMINIUM (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's Bylaws and the Declaration of Condominium recorded in the Public Records of Martin County, Florida.
- B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure the same by mortgage or pledge.
- C. To carry out the duties and obligations and receive the benefits given to the Association by the Declaration of Condominium.
- D. To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; and to enforce the provisions of Chapter 718 of the Florida Statutes (the "Condominium Act"), the Declaration of Condominium, the Bylaws and the Rules and Regulations of the Association.
- E. To contract for the management of the Condominium.
- F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The 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, the Declaration of Condominium, the Bylaws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III.
MEMBERS

A. Each Unit Owner in the Condominium and all Directors appointed by the Developer shall automatically be members of the Association. Membership of the Directors appointed by the Developer shall terminate upon their resignation or the expiration of their term as a Director.

B. Membership, as to all members other than the Directors appointed by the Developer, shall commence upon the acquisition of fee simple title to a Unit in the Condominium and shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each Unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the Bylaws.

D. 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 Member's Unit.

ARTICLE IV.
EXISTENCE

The Association shall have perpetual existence. In the event that the Association is dissolved as provided and authorized by law, any property or interests, including, without limitation, any property comprising the surface water management system, as determined by the Board of Directors of the Association to be appropriate for dedication or conveyance to any applicable governmental agency, may be dedicated or conveyed to such agency or authority, if acceptable to the agency or authority. If the dedication or conveyance of the surface water management system is not accepted by said agency or authority, then said property will be dedicated to a similar non-profit corporation.

ARTICLE V.
INCORPORATOR

The Incorporator of these Articles of Incorporation is Nicholas A. Mastroianni, II, whose address is 3300 PGA Boulevard, Suite 330, Palm Beach Gardens, Florida 33410.

ARTICLE VI.
DIRECTORS

A. The business and affairs of the Condominium and Association shall be managed by a Board of Directors composed initially of three (3) persons, in accordance with Article III of the Association's Bylaws.

B. The number of directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's Bylaws. Should a vacancy occur on the Board with respect to a director who was appointed by the Developer, the Developer shall appoint a new director to fill the vacancy. Should a vacancy occur on the Board with respect to a director elected by Unit Owners other than the Developer, the remaining directors elected by Unit Owners other than the Developer shall select a member to fill the vacancy until the next annual meeting of the membership. In the event there are no remaining directors elected by Unit Owners, then the Board shall call a special meeting of the Members in order to elect a director.

C. The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
Nicholas A. Mastroianni, II	3300 PGA Blvd., Suite 330 Palm Beach Gardens, FL 33410
David Finkelstein	3300 PGA Blvd., Suite 330 Palm Beach Gardens, FL 33410
Salvatore D'Ambrosca	3300 PGA Blvd., Suite 330 Palm Beach Gardens, FL 33410

ARTICLE VII.
OFFICERS

The business and affairs of the Association shall be administered by the officers designated in the Bylaws, who shall serve at the pleasure of the Board of Directors of the Association. The names and addresses of the officers who shall serve until the first election of officers pursuant to the provisions of the Bylaws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Nicholas A. Mastroianni, II	President	3300 PGA Blvd., Suite 330 Palm Beach Gardens, FL 33410

David Finkelstein

Vice President/
Treasurer

3300 PGA Blvd., Suite 330
Palm Beach Gardens, FL 33410

ARTICLE VIII.
BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with the provisions thereof, except that no portion of the Bylaws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or the mortgagees of Units, without their prior written consent.

ARTICLE IX.
AMENDMENTS TO ARTICLES

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

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having twenty percent (20%) of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of a majority of the members present at a duly called meeting, where a quorum exists.

C. In lieu of a meeting, an amendment can be made in writing by approval of one hundred percent (100%) of all members.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without the approval, in writing, by all members and the joinder of all record owners of mortgages upon Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

E. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the applicable provisions of the Florida Statutes.

ARTICLE X.
INDEMNIFICATION

Every director, every officer and every committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the director or officer, in connection with any proceeding or any settlement thereof to which the director or officer may be a party, or in which the director or officer may become involved by reason of the director or officer being or having been a director or officer of the Association, whether or not he or she was 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 misfeasance or malfeasance in the performance of the director's or officer's duty; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled.

ARTICLE XI.
TRANSACTION IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED

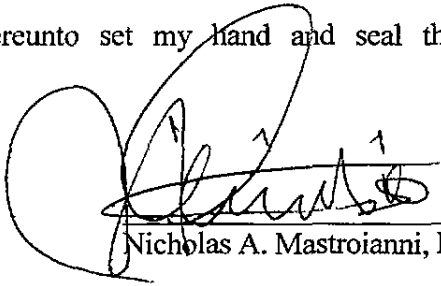
A. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such 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 the director's or officer's vote is counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

B. Interested directors who have a financial interest in a particular contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized such contract or transaction.

ARTICLE XII.
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal business office of the Association shall be at 3300 PGA Boulevard, Suite 330, Palm Beach Gardens, Florida 33410, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at 1515 South Federal Highway, Suite 306, Boca Raton, Florida 33432, and the initial registered agent therein is Donald M. Allison.


IN WITNESS WHEREOF, I hereunto set my hand and seal this 7th day of March, 2006



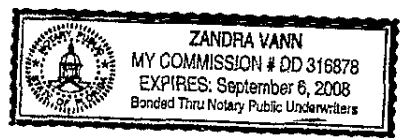
Nicholas A. Mastroianni, II

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7 day of MARCH, 2006 by Nicholas A. Mastroianni, II, as President of the Heron Cove at Abaco Isles Condominium Association



Notary Public
State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

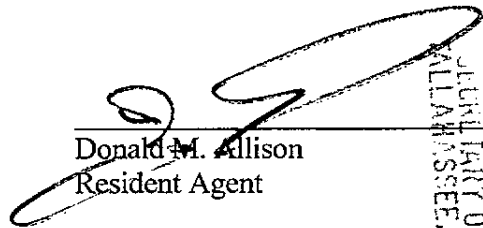
In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

HERON COVE AT ABACO ISLES CONDOMINIUM ASSOCIATION, INC.

a corporation not for profit under the laws of the State of Florida, with its principal office at 3300 PGA Boulevard, Suite 330, Palm Beach Gardens, Florida 33410, has named Donald M. Allison, at 1515 South Federal Highway, Suite 306, Boca Raton, Florida 33432, as its agent to accept service of process within this State.

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept such nomination and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the duties imposed therein on a Florida resident agent.


Donald M. Allison
Resident Agent

06 MAR 10 AM 11:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA