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CAPITAL CONNECTION, INC.

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*Harbor Villas Condominium I
Association of Singer Island, Inc.*

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ARTICLES OF INCORPORATION
OF
HARBOR VILLAS CONDOMINIUM I ASSOCIATION
OF SINGER ISLAND, INC.

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

ARTICLE I
NAME

- 1.1 The name of the corporation shall be Harbor Villas Condominium I Association of Singer Island, Inc., hereinafter referred to as the "Association".

ARTICLE II
PURPOSE AND DEFINITIONS

- 2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, of the Florida Statutes, as it exists on the date hereof, for the operation of a condominium located in Palm Beach County, Florida, to be known as Harbor Villas Condominium I Association of Singer Island, Inc.
- 2.2 The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE III
POWERS

- 3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the provisions of these Articles, the Declaration or the Condominium Act.
- 3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:
- 3.2.1 To make and collect assessments and other charges including fines against members as unit owners and to use the proceeds thereof in the exercise of its powers and duties.

- 3.2.2 To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.
- 3.2.3 To maintain, repair, replace, construct, add to, operate, and manage the condominium property and other property acquired or leased by the Association.
- 3.2.4 To purchase insurance upon the condominium property and insurance for the protection of the Association, the officers, directors, and unit owners.
- 3.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the condominium property, and for the general conduct of the unit owners.
- 3.2.6 To approve or disapprove the leasing, transfer, mortgaging, and ownership and possession of units as may be provided in the Declaration of Condominium.
- 3.2.7 To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association, and the rules and regulations governing the use of the condominium property as same may be hereafter established, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or Bylaws.
- 3.2.8 To contract for the management and maintenance of the Condominium Property and to authorize a duly licensed management agent (which may be an affiliate of Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- 3.2.9 To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium and the Condominium Act.
- 3.2.10 To employ personnel to perform the services required for the proper operation of the condominium.
- 3.3 The Association shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers. The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.
- 3.4 All funds and the title of all properties acquired by the Association and their proceeds shall be held for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

- 3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, the Bylaws, and the Condominium Act, provided that in the event of conflict, the provisions of the Condominium Act shall control over those of the Declaration and Bylaws.

ARTICLE IV MEMBERS

- 4.1 The members of the Association shall consist of all of the record title owners of units in the condominium from time to time, and after termination of the condominium, membership shall consist of those who are members at the time of the termination, and their successors and assigns.
- 4.2 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.
- 4.3 On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit. All votes shall be exercised or cast in such manner provided by the Declaration and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned.
- 4.4 The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE V DIRECTORS

- 5.1 The property, business and affairs of the Association will be managed by a Board of Directors consisting of the number of directors as determined by the Bylaws, but not less than three (3) directors. Except for directors appointed by the Developer, all directors must be members of the Association, and no related person (family member by blood or marriage, co-owner, or co-inhabitant of a unit) can be a director concurrent with the director to whom he or she is related.
- 5.2 All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.
- 5.3 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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

- 5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Robert H. Nelin
500 Central Drive, Suite 110
Virginia Beach, VA 23454-5236

Gregory M. Nelin
500 Central Drive, Suite 110
Virginia Beach, VA 23454-5236

Thomas H. Mulvaney
Post Office Box 7842
Jupiter, Florida 33468-7842

- 5.5 The Developer and Unit Owners other than the Developer shall have the right to elect members of the Board of Directors in accordance with the Declaration and Florida law.

ARTICLE VI OFFICERS

- 6.1 The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors 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 names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Robert H. Nelin
Vice-President	Thomas H. Mulvaney
Secretary	Gregory M. Nelin
Treasurer	Barbara A. Nelin

ARTICLE VII INDEMNIFICATION

- 7.1 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, employee, officer, committee member or agent of the Association (each, an "Indemnatee"), against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he or she acted in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in, or not opposed to, the best

interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, and such standard of conduct has been determined by the court in which such proceedings are brought, or any other court of competent jurisdiction, or by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceedings. In instances where a Director 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.

- 7.2 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 Indemnitee to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.
- 7.3 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 ByLaw, agreement, vote of members or otherwise, and shall continue as to anyone who has ceased to be a director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 7.4 The Association shall have the power to purchase and maintain insurance on behalf of any Indemnitee (current or prior) who is or was serving, at the request of the Association, as a director, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.
- 7.5 Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE VIII BYLAWS

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

ARTICLE IX AMENDMENTS

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

- 9.1.1 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, or such successor statute, as applicable. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 9.1.2 A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by a majority 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. The approvals must be:
- (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than sixty-six and two-thirds (66 2/3%) percent of the entire Board of Directors; or
 - (b) by not less than seventy-five (75%) percent of the entire membership of the Association.
- 9.1.3 No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections entitled "Powers", without the approval in writing of all members and the joinder of all record Owners of mortgages upon Units. No amendment shall be made that is in conflict with the Condominium Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Developer, or an affiliate of Developer, unless Developer shall join in the execution of the amendment. No amendment to this paragraph shall be effective.
- 9.1.4 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.
- 9.1.5 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 Palm Beach County, Florida.

ARTICLE X TERM

- 10.1 The term of the Association shall be perpetual.

ARTICLE XI INCORPORATOR

- 11.1 The name and address of the incorporator of this corporation are: Robert H. Nelin, 500 Central Drive, Suite 110, Virginia Beach, Virginia 23454-5236.

ARTICLE XII
REGISTERED AGENT AND OFFICE

12.1 The initial registered office of the corporation shall be located at 1211 The Plaza, Singer Island, Florida, 33404. The initial Registered Agent at said address shall be James M. Stewart, Esq.

IN WITNESS WHEREOF, the undersigned have subscribed their names to the Articles of Incorporation of HARBOR VILLAS CONDOMINIUM I ASSOCIATION OF SINGER ISLAND, INC., a corporation not for profit, this 5th day of May, 2006.

WITNESSES:

Christy L. Smith

Signature of Witness #1

Print: Christy L. Smith

N. Shivers-McBride

Signature of Witness #2

Print: N. Shivers-McBride

Robert H. Nelin

Robert H. Nelin, incorporator

STATE OF VIRGINIA
COUNTY OF VIRGINIA BEACH

The foregoing instrument was acknowledged before me this 5th day of May, 2006 by Robert H. Nelin, who is personally known to me.

Kelly A. Winn

Name of Notary

Kelly A. Winn

Print Name

Notary Public, State of Virginia at Large

My Commission No.: _____

Commission Expiration Date ~~My Commission Expires Nov. 30, 2008~~

CERTIFICATE DESIGNATING AGENT
AND PLACE FOR SERVICE OF PROCESS

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

That Harbor Villas Condominium I Association of Singer Island, Inc., desiring to organize under the laws of the State of Florida with its office for the service of process within this State located at 1211 The Plaza, Singer Island, Florida 33404, has named James M. Stewart, Esq., as its Registered Agent 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.



James M. Stewart, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of May, 2006 by James M. Stewart, who is personally known to me.



Linda Tirey
Notary Public, State of Florida at Large
My Commission No.: DD338578
Commission Expiration Date: 08/13/2008



Linda Tirey
My Commission DD338578
Expires August 13, 2008

FILED
06 MAY 15 AM 10:48
CLERK OF STATE
TALLAHASSEE, FLORIDA