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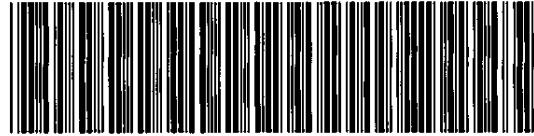
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 177815 6922A

AUTHORIZATION :

*Sybil Coleman*

COST LIMIT : \$ 78.75

ORDER DATE : June 14, 2006

ORDER TIME : 11:10 AM

ORDER NO. : 177815-015

CUSTOMER NO: 6922A

DOMESTIC FILING

NAME: ATLANTICA DELRAY PROPERTY  
OWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
ATLANTICA DELRAY PROPERTY OWNERS ASSOCIATION, INC.,  
a Florida not-for-profit corporation**

**ARTICLE 1- NAME**

The name of the corporation is ATLANTICA DELRAY PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association").

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, Florida 33487.

**ARTICLE III - DEFINITIONS**

All terms used herein shall have the same meaning as defined in that certain DECLARATION OF COVENANTS AND RESTRICTIONS FOR ATLANTICA DELRAY (the "Declaration"), which shall be recorded in the Public Records of Palm Beach County, Florida.

**ARTICLE IV - PURPOSE**

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 720 of the Florida Statutes.
2. To enforce and exercise the duties of the Association as provided in the Declaration.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the Members of the Association.

**ARTICLE V - POWERS AND DUTIES**

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida, including those as provided for in Chapter 720 of the Florida Statutes.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, including, but not limited to, the following:
  - a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

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b. To make and collect Assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Associations powers and duties.

c. To enforce the provisions of the Declaration, these Articles and the Bylaws.

d. To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Homes and other property under the jurisdiction of the Association.

e. To grant and modify easements and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

f. To borrow money for the purposes of carrying out the powers and duties of the Association.

g. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.

h. To obtain insurance as provided by the Declaration.

i. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible or to contract with others for the performance of such obligations, services and/or duties.

j. To sue and be sued.

k. To contract for cable television services for the Property.

l. To employ management companies, solid waste removal companies, and others to provide services to the Association.

## **ARTICLE VI - MEMBERS**

1. The Members of the Association shall consist of all of the record owners of Lots. Membership shall be established as to each Lot upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the Property is located of the Deed or other instrument establishing the acquisition and designating the Lot affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the Membership of the prior Owner as to the Lot designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in Membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the Lot. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association.

2. The share of each member in the funds and assets of the Association, and the Common Surplus, and any Membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that Membership is established.

3. On all matters upon which the Membership shall be entitled to vote, there shall be only one vote for each Lot. In the event any Lot is owned by more than one person and/or by an entity, the vote for such Lot shall be cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

4. The Bylaws shall provide for an annual meeting of the Members of the Association and shall make provision for special meetings.

## **ARTICLE VII - TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE VIII - DIRECTORS**

1. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than (5) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be Members of the Association.

2. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

3. The Declarant shall have the right to appoint all of the directors until Declarant has conveyed ninety percent (90%) of all of the Lots within the Property. Members other than the Declarant shall be entitled to elect a majority of the Members of the Board of Directors of the Association within three (3) months after the date upon which ninety percent (90%) of all the Lots have been conveyed. The Declarant shall be entitled to appoint at least one member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots within the Property. Declarant may waive its right to elect one or more directors by written notice to the Association, and thereafter such directors shall be elected by the Members. When the Declarant no longer owns any Lot within the Property, all of the directors shall be elected by the Members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provide in the Bylaws, provide that any director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, then Declarant is entitled to appoint the directors.

5. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Gary J. Rito, 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, FL 33487.

Steven M. Dewhurst, 902 Clint Moore Road, Suite 110, Boca Raton, FL 33487.

Sean A. Cotter, 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, FL 33487.

## ARTICLE IX - OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other offices as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officer, for filling vacancies, and for the duties of the officers. The names and addresses of the officers which shall serve until their successors are designated by the Board are as follows:

President: Gary J. Rito, 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, FL 33487.

Vice President: Steven M. Dewhurst, 902 Clint Moore Road, Suite 110, Boca Raton, FL 33487.

Secretary: Sean A. Cotter, 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, FL 33487.

Treasurer: Sean A. Cotter, 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, FL 33487.

## ARTICLE X - INDEMNIFICATION

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 (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to reimbursement for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by said director, officer, employee or agent for attorneys fees in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made a) by the Board by a majority vote of a quorum consisting of directors who were disinterested in such action, suit or proceeding, or b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or c) by approval of the Members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members or otherwise and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director. Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE XI - BYLAWS**

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Declarant, the Directors and/or Members in the manner provided by the Bylaws.

## **ARTICLE XII - AMENDMENTS**

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

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

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 the entire Membership of the Association.

4. Any number of amendments may be submitted to the Members and voted upon by them at anyone meeting.

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 these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

6. No amendment shall make any changes in the qualifications for Membership nor in the voting rights of Members without approval by all of the Members. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale and conveyance by the Declarant of all Lots, no amendment shall make any changes which would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, including, but not limited to, any right of the Declarant to appoint directors pursuant to Article VIII, unless the Declarant shall join in the execution of the amendment.

7. No amendment to these Articles shall be made which discriminates against any Owner or affects less than all of the Owners within the Property, without the written approval of all of the Owners so discriminated against or affected.

8. Notwithstanding anything herein to the contrary, so long as the Declarant is entitled to appoint a majority of the directors of the Association the Declarant shall, subject to the provisions of Paragraph 6 and 7 of this Article XII, have the right to unilaterally amend these Articles without the joinder or approval of the Board, any member, or any other party.

9. Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State.

### **ARTICLE XIII - DISSOLUTION**

In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration.

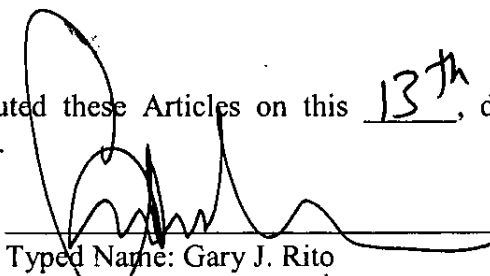


**ARTICLE XIV - REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT**

The registered office of the Association shall be 621 N. W. 53<sup>rd</sup> Street, Suite 240, Boca Raton, FL 33487.

The incorporator and the registered agent of the Association at that address is Mr. Gary J. Rito.

WHEREFORE, the undersigned has executed these Articles on this 13<sup>th</sup> day of JUNE, 20 06.

  
Typed Name: Gary J. Rito  
Address: 621 N. W. 53<sup>rd</sup> Street, Suite 240,  
Boca Raton, FL 33487

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent for the above corporation, I hereby accept acting in this capacity and agree to comply with the provisions and obligations of Chapter 617, Florida Statutes, this 13<sup>th</sup> day of JUNE, 20 06.

  
Typed Name: Gary J. Rito

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