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FLORIDA PROFIT/NON PROFIT CORPORATION

Gardiner Lane Association, Inc.

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ARTICLES OF INCORPORATION
OF
GARDINER LANE ASSOCIATION, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be GARDINER LANE ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association."

ARTICLE II
DEFINITIONS

Each term herein which is defined in the Declaration of Covenants and Restrictions for GARDINER LANE ASSOCIATION, INC., ("Declaration") recorded or to be recorded among the Public Records of Palm Beach County, Florida shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III
PRINCIPAL OFFICE

The Principal Place of business and Mailing Address of the Corporation shall be 1003 Jupiter Park Lane, Suite 5, Jupiter, FL 33458.

ARTICLE IV
PURPOSES AND POWERS

The objects and purposes of the Association are to own, maintain and administer the Common Areas within that certain Private Road known as GARDINER LANE, situate in Palm Beach County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonable necessary to implement its its purposes, including but not limited to, the following.

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1. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of the Members of the Association;

2. To make, establish and enforce rules and regulations regarding the use of property operated and managed by it;

3. To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association and in the Declaration;

4. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

5. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

6. To maintain, repair, replace and operate the Association Property in accordance with the provisions of the Declaration;

7. To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration and the provisions of any dedication or conveyance of the Association Property to the Association with respect to the use and maintenance thereof;

8. To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Corporation.

C. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. The Association may pay compensation in reasonable amounts to its Members, Directors or officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an office or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said Person to be compensated shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

D. All funds and title to all interests in property acquired by the Association, whether whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

E. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations.

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ARTICLE V
MEMBERS AND VOTING RIGHTS

A. Membership. Every person or entity who is a record owner of any real property which is subject the Declaration, including contract sellers, shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declarations and subject to assessment by the Association.

B. Voting Rights. The Association shall have one (1) class of voting Membership. Members shall be entitled to one vote for each Lot in which they hold the interests required for Membership. If a Lot is owned by one person, his right to vote shall be established by the record title to his Lot. When more than one person holds such interest or interests in any Lot, the vote for such Lot shall be exercised only by that one Member as shall be designated in a certificate, executed by or on behalf of all record owners of such interest, filed with the Secretary of the Association. Such certificate shall be valid until revoked or superseded by a subsequent certificate or until there is a change in the ownership of the Lot concerned. If such a certificate is not on file, the votes of such owners shall not be considered in determining the requirement for a quorum nor for any other purposes. All certifications must be received in the Office of the Association no later than ten (10) days prior to the Meeting. In no event shall more than one vote be cast with respect to any Lot.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than thirty (30) days after the due date for the payment thereof.

C. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence ay any meeting of Members, in person or by proxy, entitled to cast a majority of the votes eligible to be cast shall constitute a quorum for the transaction of business.

ARTICLE VI
CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII
DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine, but not less than three (3) nor more than five (5) persons. There shall always be an odd number of Directors.

B. Original Board of Directors. The names and addresses of the first Board of

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Directors of the Association, who shall hold office until the first regular annual Meeting.

Daniel B. Moody
18199 April Lane
Jupiter, FL 33458

Daryl Stewart
583 Gardiner Lane
Jupiter, FL 33458

Michael Sullivan
18151 Gardiner Lane
Jupiter, FL 33458

John Trimper
585 Gardiner Lane
Jupiter, FL 33458

Robert E. Warburton
18200 Gardiner Lane
Jupiter, FL 33458

C. Election of Members of Board of Directors. At the annual meeting next succeeding the date following the formation of the Association, Directors shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors. All Directors shall be Members of the Association. Any tie shall be decided by the flip of a coin.

D. Duration of Office. Persons elected to the first Board of Directors shall hold office for a term of one (1) year. However, at the first election, one (1) Director shall be elected for a one (1) year term, and two (2) Directors shall be elected for a two (2) year term. Thereafter, all Directors shall be elected for two (2) year terms.

ARTICLE VIII OFFICERS

A. Officers. The Association shall have a President, a Secretary, a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

B. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws shall have a term of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the ~~method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers.~~ If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice President, if one is elected, shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

C. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first election of officers by the Board of Directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Robert E. Warburton	18200 Gardiner Lane Jupiter, Florida 33458

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Secretary	Dianna Sullivan	18151 Gardiner Lane Jupiter, Florida 33458
Treasurer	Daniel B. Moody	1899 April Lane Jupiter, Florida 33458

ARTICLE IX
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

ARTICLE X
AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative not or to vote of sixty percent (60%) of all the votes of the entire Membership; provided, however, that (a) no amendment shall make any change the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration. The Corporation may not be dissolved unless one hundred percent of the members agree to the dissolution.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted under Florida Law, every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or officer of the Association, whether or not 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 of malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and 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 any and all right of indemnification to which such Director or officer may be entitled under statute or common law.

ARTICLE XII
TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association 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

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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 his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Robert E. Warburton	18200 Gardiner Lane Jupiter, Florida 33458

ARTICLE XIV
INITIAL REGISTERED AGENT

The initial registered agent therein is Earl K. Mallory. The office of the registered agent shall be 1907 Commerce Lane, Suite 104, P.O. Box 8858, Jupiter, Florida 33468, or such other place, within or without the state of Florida, as may be subsequently designated by the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand this 29th day of June, 2006.



Robert E. Warburton, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

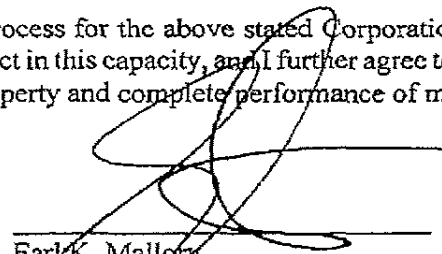
In Compliance with Section 48.091, Florida Statutes, the following is submitted:

Gardiner Lane Property Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1003 Jupiter Park Lane, Suite 5, Jupiter, FL 33458., has named Earl K. Mallory, located at 1907 Commerce Lane, Suite 104, P.O. Box 8858, Jupiter, Florida 33468 as its Agent to accept service of process within Florida.


Robert E. Warburton, Incorporator

Dated: June 29, 2006

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.


Earl K. Mallory,
1907 Commerce Lane
Suite 104
P.O. Box 8858
Jupiter, FL 33468
(561)743-3708 (o)
(561)743-3729 (f)

Dated: June 29, 2006

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