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FLORIDA PROFIT/NON PROFIT CORPORATION

Anguilla Cay, Inc.

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NORTHBRIDGE TOWER I - 19TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS
P.O. BOX 4626
WEST PALM BEACH, FLORIDA 33402-4626
TELEPHONE (561) 832-5900
TELECOPIER: (561) 820-0389

GARY WALK
E-mail: gwalk@boosecasey.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 30, 2006

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

Re: Anguilla Cay, LLC and Anguilla Cay, Inc.
Ref: W06000029550

Dear Sir or Madam:

I acknowledge receipt of your corrected letter regarding Anguilla Cay, Inc.

Please be advised that the principals are the same in both of the above-captioned entities. Therefore, please complete the filing process for Anguilla Cay, Inc.

Thank you.

Sincerely,

Gary Walk

GW/kl
Enclosures

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June 30, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BOOSE, CASEY, CIKLIN

***** CORRECTED LETTER *****

SUBJECT: ANGUILLA CAY, INC.
REF: W06000029550

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from on existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L05000103947 ANGUILLA CAY LLC.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

FAX Aud. #: H06000169440
Letter Number: 706A00043071

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANGUILLA CAY, INC.

A Corporation Not-for-Profit

We, the undersigned, being desirous of forming a corporation not-for-profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation.

ARTICLE I
Name

The name of the proposed corporation shall be ANGUILLA CAY, INC. (hereinafter referred to as the "Association")..

ARTICLE II
Purpose

The purposes and object of the Association shall be to administer the operation and management of ANGUILLA CAY CONDOMINIUM, a condominium (hereinafter, the "Condominium") to be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), upon that certain real property in Palm Beach County, Florida, as described on Exhibit "A" attached hereto and incorporated herein by reference by ANGUILLA CAY LLC, a Florida limited liability company, its successors or assigns (the "Developer").

The Association shall undertake and perform all acts and duties incident to the operation and management of the Condominium in accordance with the terms, provisions and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration of Condominium (the "Declaration") which will be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE III
Powers

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the laws of the State of Florida and under the Condominium Act and the Declaration of Condominium.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements of the Condominium, and as such terms will be defined in the Declaration.

2. Own, operate, lease, sell, manage and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium.

3. Own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.

4. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium property, including Units, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration.

5. Maintain, repair, replace, operate and manage the Condominium property, and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium property and other property owned by the Association.

6. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, and the Condominium Act.

7. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium which may hereafter be established.

ARTICLE IV
Qualification of Members

The qualification of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Unit in the Condominium. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Unit.

C. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a dwelling unit to the new Member.

D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Unit, or the Unit is owned by more than one person, the Unit owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration of Condominium.

E. Except as an appurtenance to his, her or its Unit, no Member can assign, hypothecate or transfer in any manner, his, her or its membership in the Association or his, her or its interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, the Condominium Act and the Bylaws hereof.

ARTICLE V
Voting

A. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit in the Condominium. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the Bylaws of this Association. Should any Member own more than one Unit, such Member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

B. Until such time as the first property is submitted to the Condominium form of ownership by recordation of Declaration of Condominium therefor in the public records of Palm Beach County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI
Term of Existence

The Association shall have perpetual existence.

ARTICLE VII
Office

The principal office of the Association shall be 1021 North Ridge Road, Lantana, Florida 33462, Palm Beach County, Florida, or such other place as the Board of Directors may designate.

ARTICLE VIII
Board of Directors

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be 3.

B. Subject to the Declaration of Condominium, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the Bylaws; provided, however, that Anguilla Cay LLC (the "Developer") shall have the right to elect all of the Directors on the Board subject to the following:

1. When Unit owners other than the Developer own 15% or more of the Units in the Condominium that will be operated ultimately by the Association, the Unit owners other than the Developer shall be entitled to elect 1/3rd of the members of the Board of Directors.

2. Unit owners other than the Developer shall be entitled to elect a majority of the Members of the Board of Directors upon the first to occur of the following:

(a) Three years after 50% of all of the Units in the Condominium have been conveyed to purchasers;

(b) Three months after 90% of all of the Units in the Condominium have been conveyed to purchasers;

(c) When all the Units in the Condominium that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(d) Seven years after recordation of the Declaration.

3. The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least 5% of all of the Units in the Condominium.

ARTICLE IX
Officers

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE X
Bylaws

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval by an affirmative vote of 2/3 of the votes entitled to be cast by Members of the Association at a regular or special meeting of the Members, the notice of which shall state that such proposal is to be voted upon at that meeting.

ARTICLE XI
Amendment of Articles

A. The Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.

2. The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than 20 days nor later than 60 days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than 10 days no more than 30 days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least 75% of Members entitled to vote in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Palm Beach County, Florida.

ARTICLE XII
Indemnity

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIII
Non-Profit Status

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIV
Subscribers

The names and address of the subscriber to these Articles is:

Gary Walk
Boose Casey Ciklin Lubitz Martens McBane & O'Connell
515 N. Flagler Drive, 18th Floor
West Palm Beach, Florida 33401

ARTICLE XV
Name and Location of Registered Agent

The name of this corporation's initial registered agent is Gary Walk and the address of this corporation's initial registered agent's office in the State of Florida is 515 N. Flagler Drive, 18th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 28th day of June, 2006 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Gary Walk

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of June, 2006 by Gary Walk, who is personally known to me or who has produced _______________ (type of identification) as identification and who did (not) take an oath.

Print Name: KATHLEEN A. LINK
Notary Public MY COMMISSION # DD 207676
My commission expires: EXPIRES: April 30, 2007
FL Notary Discount Assoc. Co.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Gary Walk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

LEGAL DESCRIPTION

Lots 30 and 31, JENKINS HEIGHTS (An Addition to the Town of Lantana, Florida), according to the Plat thereof, as recorded in Plat Book 21, Page 42, of the Public Records of Palm Beach County, Florida;

LESS the following described parcel or right-of-way, to wit :

From the South west corner of said Lot 31, JENKINS HEIGHTS, run Easterly along the South line of said Lot 31 for a distance of 298.79 feet;

THENCE run North 01° 00' 59" East, for a distance of 213 feet across said Lots 31, 30 and 29 to a point on the North line of said Lot 29;

THENCE run Westerly along the North line of said Lot 29 for a distance of 298.89 feet to the Northwest corner of said Lot;

THENCE run Southerly along the West line of Lots 29, 30 and 31 for a distance of 213 feet to the Southwest corner of said Lot 31.

CONTAINING 44,750 square feet (1.027 acres), more or less, and SUBJECT to easements, reservations, restrictions and rights-of-way of record.