

NOV. 14 2006 1:21PM 561 655 1109

NO. 303 Page 1 of 1

NO6000011911

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000272917 3)))



H060002729173ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: *Ivy Rosenthal*
Account Name : BROAD AND CASSEL-WPB
Account Number : I19990000010
Phone : (561) 832-3300
Fax Number : (561) 655-1109

06 NOV 15 AM 10:22
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

6801 Lake Worth Road Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

29678.0017

MRB 11/16



NOV. 14. 2006 1:21PM

561 655 11096 11:54

PAGE 001/001

File NO. 3803 ep. 2: State



November 14, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL-WPB
ATTN IVY ROSENTHAL

SUBJECT: 6801 LAKE WORTH ROAD ASSOCIATION, INC.
REF: W06000049786

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.

Please list the RA name exactly as it is filed with the state.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

FAX Aud. #: H06000272917
Letter Number: 006A00066629

((H06000272917 3)))

06 NOV 15 AM 10:22

**ARTICLES OF INCORPORATION
FOR
6801 LAKE WORTH ROAD ASSOCIATION, INC.
(a corporation not-for-profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I.

NAME AND DEFINITION

The name of the corporation shall be 6801 Lake Worth Road Association, Inc. (the "Association"). The capitalized terms herein shall have the same meaning as the defined terms in the Declaration of Restrictions, Easements and Protective Covenants for 6801 Lake Worth Road, unless otherwise defined herein.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be 100 S. Dixie Highway, Suite 200, West Palm Beach, Florida 33401.

ARTICLE III.

PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Units within that area referred to as 6801 Lake Worth Road in the Declaration of Restrictions, Easements and Protective Covenants for 6801 Lake Worth Road (the "Declaration") executed contemporaneously herewith by David Associates, II, L.L.P., a Florida limited liability partnership, to be recorded in the Public Records of Palm Beach County, Florida.

2. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefiting the Properties for which the obligation to maintain and repair has been delegated and accepted.

3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Properties, as well as the alteration, improvement, addition or change thereto.

((H06000272917 3)))

06 NOV 15 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H06000272917 3)))

4. To operate without profit for the benefit of its Members.
5. To perform those functions reserved by the Association in the Declaration.

ARTICLE IV.

GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Units and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Common Area.
6. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE V.

MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VI.

MEMBERS

The Members shall consist of the Owners of Units in the Properties as set forth in the Declaration.

((H06000272917 3)))

(((H06000272917 3)))

ARTICLE VII.**DIRECTORS**

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

<u>Name</u>	<u>Address</u>
<u>Alfred Marulli</u>	<u>100 S. Dixie Highway, #200</u> <u>West Palm Beach, FL 33401</u>
<u>Lisa Gerard</u>	<u>100 S. Dixie Highway, #200</u> <u>West Palm Beach, FL 33401</u>
<u>Carol Lyne</u>	<u>100 S. Dixie Highway, #200</u> <u>West Palm Beach, FL 33401</u>
<u>Hillary O'Brian</u>	<u>100 S. Dixie Highway, #200</u> <u>West Palm Beach, FL 33401</u>

As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

ARTICLE VIII.**OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association

(((H06000272917 3)))

((H06000272917 3)))

until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

<u>Alfred Maruli</u>	<u>President</u>
<u>Lisa Gerard</u>	<u>Vice President</u>
<u>Carol Lyme</u>	<u>Secretary</u>
<u>Hillary O'Brian</u>	<u>Treasurer</u>

ARTICLE IX.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Corporation's initial registered agent and office is: Broad and Cassel, P.A., attn: Clifford I. Hertz, One N. Clematis Street, West Palm Beach, Florida 33401.

ARTICLE X.

INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is: Alfred Marulli, 100 S. Dixie Highway, Suite 200, West Palm Beach, Florida 33401.

ARTICLE XI.

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XII.

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIII.

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amendment of these Articles requires the approval of at least two-thirds of the membership votes. No amendment affecting the Developer or its successor or assign of

((H06000272917 3)))

((H06000272917 3)))

Developer of the Property shall be effective without the prior written consent of said Director or its successors or assigns, as Developer.

ARTICLE XIV.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believe to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

((H06000272917 3)))

((H06000272917 3)))

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XV.

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be disclosed, and further shall be voidable solely for this 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, but must abstain from voting on the issue.

ARTICLE XVI.

DISSOLUTION

The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617 of the Florida Statutes, and approved by two-thirds (2/3) of the voting rights of the Members of the Association.

((H06000272917 3)))


NOV. 14. 2006 1:23 PM 561 655 1109: IATES

NO. 3803 P. 9.

((H06000272917 3)))

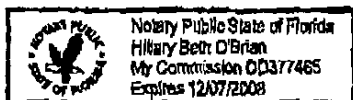
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of 2006.

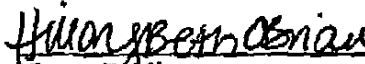
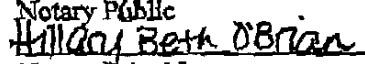
November


Alfred Marulli

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9 day of November, 2006, by Alfred Marulli, who is personally known to me or who has produced _____ as identification and who did not take an oath.




Notary Public

Notary Print Name


My Commission Expires:

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of 6801 Lake Worth Road Association, Inc., this 10th day of November, 2006.

BROAD AND CASSEL, P.A.
One North Clematis Street, Suite 500
West Palm Beach, FL 33401

By: Clifford I. Hertz, P.A., Partner

By: 
Clifford I. Hertz, Esq., President