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Account Number : I20020000028  
Phone : (561)832-0272  
Fax Number : (561)832-0062

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Angler Avenue Property Owner's Association, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**ANGLER AVENUE PROPERTY OWNER'S ASSOCIATION, INC.**

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The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes hereby executes and adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be ANGLER AVENUE PROPRETY OWNER'S ASSOCIATION, INC. ("Corporation"). Its principal office shall be at 215 Angler Avenue, Palm Beach, Florida 33480 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II**  
**DURATION**

This Corporation shall have perpetual existence unless sooner dissolved by law. The corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least eighty-five percents (85%) of all the total Voting Rights in the Development, and, after receipt of an appropriate decree of dissolution, if such decree of dissolution, if such decree is necessary at the time of dissolution as set forthin Florida Statutes, Chapter 617, or statute of similar import. Prior to such dissolution, the Corporation shall provide for and direct the transfer of the surface water management system, and water management portions of common areas located within the Development to such other similar non-profit corporations the Corporation in its sole discretion deems appropriate, or to an agency of local government. In the event that such responsibilities are directed to but not accepted by any agency of local government, the Corporation shall direct such transfer to a similar non-profit corporation.

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### ARTICLE III PURPOSE

The owners of real property on Angler Avenue, Palm Beach, Florida, wish to form an owners association. The purpose of this corporation is to acquire, lease, maintain, operate, and/or administer certain property within or related to Angler Avenue, Palm Beach, Florida, ("Angler Avenue") and to carry out its rights and duties provided herein.

### ARTICLE IV POWERS

The powers of the Corporation shall include and be governed by the following provisions:

**Section 1. Common Law and Statutory Powers.** The Corporation shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles.

**Section 2. Necessary Powers.** The Corporation shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to expend monies collected for the purpose of paying the expenses of the Corporation.
- B. The power to employ and enter into agreements with persons for the operation and management of the Corporation.
- B. The power to enforce by any legal means the provisions of these Articles and the Corporation's By-Laws.
- D. The power to appoint committees as the Board of Directors may deem appropriate.
- E. The power to bring suit and to litigate on behalf of the Corporation and the Members.
- F. The power to adopt, alter and amend or repeal the By-Laws of the Corporation as may be desirable or necessary for the proper management of the Corporation.

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- G. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.
- H. To own and convey real property located within Palm Beach County, Florida.
- I. To acquire, lease, operate, maintain and administer the common areas of Angler Avenue and other property within or related to Angler Avenue.
- J. To establish, through its Board of Directors, reasonable rules and regulations regarding common areas of Angler Avenue and other property within or related to Angler Avenue, Palm Beach, Florida.
- K. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation.
- L. To contract for services and do all things necessary to carry out the operation of the Corporation 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, Chapter 607, Florida Statutes, respectively.
- M. To engage professional management agents to manage its affairs, and pay a fee therefore.
- N. To grant easements and leases to any person or entity over, under, or through, and/or across the common areas described above, for or without compensation to this Corporation, without any need to obtain approval or joinder of any member or lienholder thereof.
- O. To maintain such policies of insurance as required by the Corporation's Board of Directors.
- P. To take such further actions as are authorized by the Corporation's Bylaws.
- Q. To assess members of the Corporation, and enforce such assessments.
- R. To review plans and specifications for improvements.
- S. To sue and be sued.

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**Section 3. Funds and Title to Properties.** All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held in the name of the Corporation for the benefit of the members. No part of the income, if any, of the Corporation shall be distributed to the members, directors, or officers of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Corporation. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends. The Corporation 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 pursuant thereto.

#### **ARTICLE V QUALIFICATIONS OF MEMBERSHIP**

Section 1. All owners of Parcels on Angler Avenue shall be members of the Corporation, unless they elect otherwise. An owner shall automatically be a member of the Corporation upon the recording in the Public Records of the County, of the evidencing the owner's fee simple title to a parcel.

Section 2. Voting Rights shall be established in accordance with the Corporation's Bylaws.

#### **ARTICLE VI VOTING RIGHTS**

The right to vote on Corporation matters shall be exercised by the Members as provided in the By-Laws.

#### **ARTICLE VII LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

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## ARTICLE VIII BOARD OF DIRECTORS

**Section 1.** The business of this Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors. The initial Board of Directors shall consist of three (3) Directors.

**Section 2.** The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the corporation.

**Section 3.** The directors herein named shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be in accordance with the Bylaws of this Corporation.

**Section 4.** The name and post offices addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-Laws of the Corporation shall be:

Vickie Russell-Wheeler	215 Angler Avenue Palm Beach, FL 33480
Eileen Morris	208 Angler Avenue Palm Beach, FL 33480
John (Chip) Quinn	227 Angler Avenue Palm Beach, FL 33480

## ARTICLE IX OFFICERS

The affairs of the Corporation shall be managed by a president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. As person many hold more than one office, except that the offices of the President and Secretary shall not be held simultaneously by the same person. Said officers shall be elected annually by the Board of Directors at their annual meeting and hold offices until their successors are duly elected and qualified, or until they are removed, or until they resign.

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#### **ARTICLE X BY-LAWS**

The By-Laws of the Corporation may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation.

#### **ARTICLE XI CONSTRUCTION**

In the event of any conflict between the terms of these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Articles of Incorporation and the By-Laws.

#### **ARTICLE XII SOLE INCORPORATOR**

The name and address of the sole incorporator is as follows: Theodore T. Tarone, Jr. Esq., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

#### **ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Corporation may be entitled.

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**ARTICLE XIV  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Theodore T. Tarone, Jr. and the street address of the registered office of the Corporation shall be 180 Royal Palm Way, Suite 201, Palm Beach, FL 33401.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this February 15, 2007.



\_\_\_\_\_  
THEODORE T. TARONE, JR.  
INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_



\_\_\_\_\_  
Theodore T. Tarone, Jr.

DATE: February 15, 2007