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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 13 PM 12:46

APPROVED
AND
FILED

Richard L. Alford, P.A.
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9/11/2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Palm Kay Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for Palm Kay Homeowners' Association, Inc. Please file the enclosed Articles and return a certified copy of the Articles of Organization to our Clearwater address listed above. I have enclosed our firm check in the amount of \$78.75 for your filing fee in this matter. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,



Vicki Alford
Richard L. Alford, P.A.

Enclosures

ARTICLES OF INCORPORATION
OF
PALM KAY HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not-for-Profit)

07 SEP 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ARTICLE I – NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the “Association”, shall be PALM KAY HOMEOWNERS’ ASSOCIATION, INC. Its principal office and place of business shall be at 323 Eagle Drive, Jupiter, Florida 33477. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II – PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing “Association” within the meaning of Chapter 720, Florida Statutes) for Palm Kay Town homes located in Pasco County, Florida.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in Chapter 720, Florida Statutes, now or hereafter in effect and applicable to homeowner associations, and all power and duties reasonably necessary to administer, govern and maintain the common property pursuant to the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes as it may be amended from time to time, including, but not limited to, the following:

- a. Own and convey property.
- b. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- c. Establish rules and regulations.
- d. Assess members and enforce assessments.
- e. Sue and be sued.
- f. Contract for services to provide for operation and maintenance of the surface water management system facilities and other common property if the Association contemplates employing a maintenance company.

g. Require all the lot owners, parcel owners, or unit owners to be members.

h. Exist in perpetuity; however, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

i. Take any other action necessary for the purposes for which the Association is organized.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III – QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. The subscriber constitutes the sole member of this Association until the recording of a Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes naming this Association as the association thereunder. Upon the recording of the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes, each owner of a unit shall be entitled to membership in the Association. At such time as the purchase price is paid and the deed to a unit is issued, the owner thereof shall become a member.

Section 2. Ownership of a town home unit shall be a prerequisite to exercising any rights as a member. A town home unit may be owned by more than one person or by a corporation, association, partnership or trust.

Section 3. Membership shall not be transferable, except as provided herein or in the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes. The membership of any unit owner shall terminate upon the termination of the Association, or upon transfer of ownership in the unit, provided the transfer is accomplished in accordance with the provisions of the Declaration of Covenants,

Conditions, Restrictions and Easements of Palm Kay Town Homes. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the unit, subject to a lien thereon for all unpaid assessments or assessment installments. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership and recognize the member of the transferee.

ARTICLE IV – TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V – NAMES AND ADDRESSES OF THE SUBSCRIBERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Dennis J. Detrie	President/VicePresident Secretary/Treasurer Director	323 Eagle Drive Jupiter, Florida 33477

ARTICLE VI – OFFICERS

Section 1. The officers of the Association shall consist of a President, a Vice President and a Secretary/Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The name of the officers who are to serve until the first election is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Dennis J. Detrie	President Vice President Secretary/Treasurer	323 Eagle Drive Jupiter, Florida

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) or more than nine (9) persons. Directors shall be elected by the method stated in the Bylaws of the Association.

Section 2. The name of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Term</u>
Dennis J. Detrie	One year
Robert J. Detrie, Sr.	One year
Robert Detrie, Jr.	One year

Section 3. The initial Board of Directors was established by the subscriber and members of the Association. At the expiration of the term of such initial Director, his successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until his successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, two year alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated and further determine the number of members which the Board of Directors shall have.

Section 4. Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefore with or without cause by the vote or agreement in writing by a majority of all the voting interests of members, unless otherwise stated in the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting. Only the developer may vote to fill a vacancy on the Board previously occupied by a member elected or appointed by the developer. Only unit owners other than the developer may vote to fill a vacancy on the Board previously occupied by a member elected by unit owners other than the developer.

Section 6. The Developer or its successor has the right to appoint a majority of the persons who will serve as members of each Board of Directors of the Association until the earliest occurrence of one of the following designated events: three (3) years after fifty-percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; three (3) months after ninety-percent (90%) of the units have been conveyed and no other are being offered for sale in the ordinary course of business; when some of the units have been conveyed and no others are being constructed or offered for sale in the ordinary course of business; or seven (7) years after recordation of the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes, whichever occurs first. When unit owners other than the developer own fifteen percent (15%) or more of the units, the owners shall be entitled to elect not less

than one-third (1/3rd) of the members of the Board. Except for the Developer's, or its successor's right to appoint a majority of the persons who serve as members of the Board of Directors of the Association, there are no other provisions relating to control by any person, other than unit owners, of the Association.

Section 7. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notice by telegram, personal delivery or by United States mail to each Director sent at least two (2) days prior to the date of the meeting.

ARTICLE VIII – BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interest of the Developer of the town homes or the mortgagees of any town home property without the written consent of the Developer or the mortgagee, respectively, to the extent such written consent may be required by the Developer or mortgagee. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX – AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A two-thirds (2/3) affirmative vote of the total voting interests of the Association shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any town home property or upon property held by the Association. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes.

ARTICLE X – VOTING

Section 1. Each member in good standing shall be entitled to one vote. Any unit owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the unit shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the unit.

Section 2. Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies and voting trust agreements must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.

Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interests or uses and election of Directors.

Section 4. A membership shall be deemed in "good standing" upon evidence of ownership of a town home unit and membership shall pass as an appurtenance thereto.

ARTICLE XI – ADDITIONAL PROVISIONS

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Covenants, Conditions, Restrictions and Easements of Palm Kay Town Homes.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or officers. The Association may pay compensation in a reasonable amount to its members, Directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution for income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred.

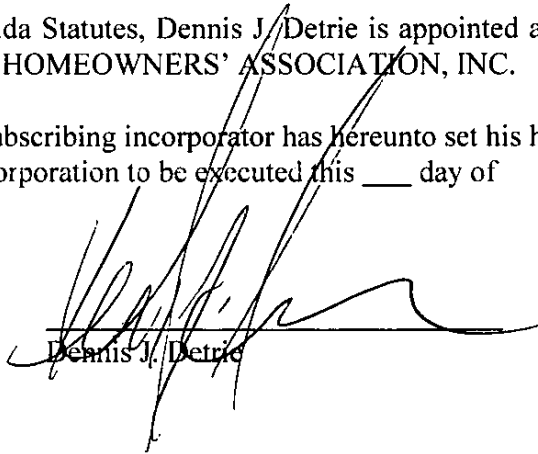
ARTICLE XII – SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII – APPOINTMENT OF AGENTS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, Dennis J. Detrie is appointed agent for service of process upon PALM KAY HOMEOWNERS' ASSOCIATION, INC.

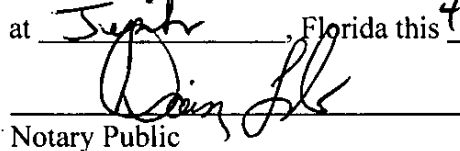
IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this ____ day of _____, 2007.


Dennis J. Detrie

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Dennis J. Detrie, to me known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at Seaside, Florida this 4 day of September, 2007.


Notary Public

My commission expires: 1-16-2010

Personally known ✓

OR produced _____ as identification.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

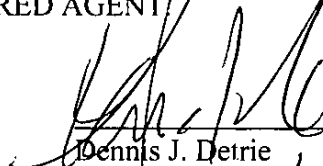
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: PALM KAY HOMEOWNERS' ASSOCIATION, INC.
2. The name and address of the registered agent and office is:

Dennis J. Detrie
323 Eagle Drive
Jupiter, Florida 33477

DATE: 9/4/07, 2007

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Dennis J. Detrie

DATE: 9/4/07, 2007

REGISTERED AGENT FILING FEE: \$35.00

APPROVED
AND
FILED

07 SEP 13 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA