

SEP-14-2007 10:09

SIMON, SIGALOS & SPYREDES

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : SIMON, SIGALOS & SPYREDES, P.A.
Account Number : I19990000176
Phone : (561)447-0017
Fax Number : (561)447-0018

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Gaitlin Boulevard Center Property Owner's Associatio

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COVER LETTER

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

SUBJECT: Gaitlin Boulevard Center Property Owner's Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael Simon
Name (Printed or typed)

3839 NW Boca Raton Blvd #100
Address

Boca Raton, FL 33431
City, State & Zip

561-447-0017
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GAITLIN BOULEVARD CENTER PROPERTY OWNER'S ASSOCIATION,
INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, for the purpose of forming a corporation not for profit, does hereby certify:

ARTICLE - 1
NAME OF CORPORATION

The name of the corporation is **GAITLIN BOULEVARD CENTER PROPERTY OWNER'S ASSOCIATION, INC.**, hereinafter called the "Corporation".

ARTICLE - 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 1189 Hypoluxo Road, Lantana, Florida 33462.

ARTICLE - 3
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3839 N.W. Boca Raton Boulevard, Suite 100, Boca Raton, Florida 33431, and the name of the initial registered agent at that address is Michael W. Simon.

ARTICLE - 4
PURPOSE AND POWER OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit, and the specific purposes for which it is formed are to provide for the common maintenance and preservation of certain real property located in St. Lucie County, Florida and more particularly described on Exhibit "A" attached hereto and by this reference made a part hereof (hereinafter referred to as the "Property"). This Corporation is organized pursuant to the Corporation Not for Profit laws of the State of Florida, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE - 5
POWERS

In furtherance of the purposes of the Corporation, the Corporation will have the power to:

- (a) All of the powers and privileges granted to corporations not for profit under

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the laws pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation or exercised by it under any other applicable laws of the State of Florida;

(b) Perform all of the duties and obligations of the Corporation as set forth in a certain Declaration of Covenants, conditions and restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of St. Lucie County, Florida;

(c) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposes on the property of the Corporation;

The Corporation shall levy and collect adequate assessments against members of the Corporation for the costs of maintenance and operation of the surface water or stormwater management system;

The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Corporation;

(e) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the common areas/common property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two thirds of each class of members, agreeing to such dedications, sale or transfer;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two thirds of each class of members;

(h) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may not or hereafter have or exercise;

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(i) Maintaining, repairing, replacing, operating and managing the Common Property of the Corporation, including the right to reconstruct improvements after casualty and to make further improvement of the Common Property;

(j) Contracting for maintenance of the Common Property of the Corporation.

(k) Making and establishing reasonable rules and regulations governing the use of the Common Property of the Corporation as said terms may be defined in the Declaration of Covenants and Restrictions.

The Corporation is organized and will be operated exclusively for the above purposes. The activities of the Corporation will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE - 6 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed initially by a Board of three (3) Directors who shall serve until the election of their successors in accordance with the terms and provisions of the Bylaws. The number of Directors may be changed by amendment of the Bylaw of the Corporation but shall never be less than three (3).

The method of election of directors shall be as stated in the bylaws of the Corporation.

The names and addresses of the initial Directors of the Corporation are:

David G. Albright	1189 Hypoluxo Road Lantana, Florida 33162
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William Scofield	1189 Hypoluxo Road Lantana, Florida 33162
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Thomas Vogel	1189 Hypoluxo Road Lantana, Florida 33162
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ARTICLE - 7 INITIAL OFFICERS

The affairs of the Corporation shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who are to act as officers of the Corporation until the appointment of their successors in accordance with the terms and provisions of the Bylaws are:

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David G. Albright 1189 Hypoluxo Road
Lantana, Florida 33162

William Scofield 1189 Hypoluxo Road
Lantana, Florida 33162

Thomas Vogel 1189 Hypoluxo Road
Lantana, Florida 33162

ARTICLE - 8
DURATION

The Corporation shall exist perpetually.

ARTICLE - 9
INCORPORATOR

The name and address of the person signing the Articles is as follows:

David G. Albright 1189 Hypoluxo Road
Lantana, Florida 33162

ARTICLE - 10
ASSIGNMENT

The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the property for which that share is held.

ARTICLE - 11
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the Developer or its successors or assigns as developer of Gaitlin Boulevard Center (as the same is defined in the Declaration for the Property) shall be effective without prior written consent of the Developer or its successors or assigns, as Developer.

ARTICLE 12
INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. The Corporation hereby indemnifies any director or officer made a party of, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

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1. Whether civil, criminal administrative or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officers of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation when such act was not committed in good faith and in the reasonable belief that such action was in the best interest of the Corporation) against judgments, fines amounts paid in settlement and reasonable expenses, including attorney's 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 interest of the Corporation, in criminal action or proceedings, without reasonable grounds for belief that such action was unlawful with the exception of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which is served at the request of the Corporation if such person in adjudged to have been guilty of gross negligence or misconduct in the performance of his duties to the Corporation or if it is determined that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful unless, and only to the extent that, the court, administrative agency or investigative body before which said 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 termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo 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 interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in his favor by reason of his being, or having been, a director or officer of the Corporation, 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 enterprises which he served at the request of the Corporation, against the reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation 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

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view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expense which tribunal shall deem proper.

B. 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 in the manner he reasonably believed to be the best interest of the Corporation, and whether with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by majority vote of a quorum consisting of Directors who are not parties to such action, pursuit or proceeding.

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

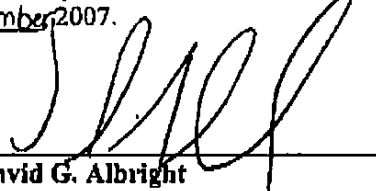
ARTICLE - 13
TRANSACTION IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, Corporation, or other organization in which one or more of its directors or officers have a financial interest shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participated in, the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes accounted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he is, or may be, interested in any such contract or transaction. Notwithstanding the foregoing, any director or officer who has a financial interest in any corporation, partnership, Corporation or other organization who is interested in doing business with the Corporation, shall notify the Board of Directors of his interest therein prior to the award of the contract or transaction in which the corporation, partnership, Corporation or other organization in which such director(s) or officer(s) have financial interest.

ARTICLE - 14
DISSOLUTION

This Corporation may be dissolved and its affairs wound up by seventy-five percent (75%) of the Corporation's voting members or when the objectives for which the Corporation is organized have been fully accomplished, if ever. In the event of dissolution, the property of the Corporation shall be distributed to an organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 13 day of September 2007.


David G. Albright

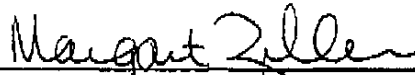
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13 day of September 2007, by DAVID G. ALBRIGHT who is personally known to me and who did not take an oath.

(Affix notary Seal)



Margaret C. Zeller
Commission #DD269156
Expires: Nov 19, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

Print Name: Margaret Zeller

Notary Public, State of Florida

Print Name: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

**GAITLIN BOULEVARD CENTER PROPERTY OWNER'S ASSOCIATION,
INC.**

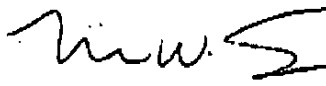
Pursuant to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That GAITLIN BOULEVARD CENTER PROPERTY OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1189 Hypoluxo Road, Lantana, Florida 33162, County of Palm Beach, has named Michael W. Simon, located at 3839 N.W. Boca Raton Boulevard, Suite 100, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above entitled Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated September 14, 2007.



Michael W. Simon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 14 PM 3:03

FILED

LEGAL DESCRIPTION

LOTS 29 THROUGH 37 INCLUSIVE, IN BLOCK 1711, PORT ST. LUCIE SECTION THIRTY ONE, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 14, PAGES 22, 22A THROUGH 22G, OF THE PUBLIC RECORDS OF ST. LUCIE COUNTY, FLORIDA, LESS AND EXCEPT THEREFROM THOSE LANDS DESCRIBED IN INSTRUMENTS RECORDED IN OFFICAL RECORD BOOK 319, AT PAGE 2833, OFFICAL RECORD BOOK 311, AT PAGE 723, AND IN OFFICAL RECORD BOOK 315, AT PAGE 2521, AT BEING OF THE PUBLIC RECORDS OF ST. LUCIE COUNTY, FLORIDA.

EXHIBIT "A"