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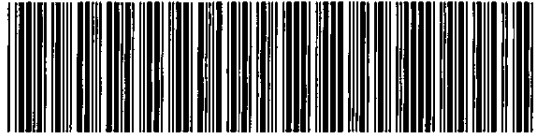
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature

JOHN FENNIMAN, CHARTERED

ATTORNEY AT LAW

306 S.E. FLORIDA AVE. (34994)

POST OFFICE BOX 2455

STUART, FLORIDA 34995-2455

JOHN FENNIMAN

TELEPHONE
772-287-4300

January 28, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

1.850.245.6052

RE: PENNOCK PRESERVE HOMEOWNERS ASSOCIATION, INC.

Dear Ladies and Gentlemen:

Enclosed for filing are the **Articles of Incorporation for Pennock Preserve Homeowners Association, Inc.**, together with a duplicate counterpart which we request that you certify and return to this office, together with a Certificate of Status of the newly formed corporation, in the Federal Express envelope enclosed.

Our firm's check payable to the Secretary of State in the amount of \$87.50 is enclosed for fees as follows:

Filing Fees w/Certified Copy	78.75
Certificate of Status	<u>8.75</u>
Total	<u><u>\$87.50</u></u>

Should you have any questions or need additional information, please contact the undersigned at (772) 287-4300.

Sincerely,



John Fenniman

JF/pkr

enclosures

cc (w/enc.): G. H. Schickedanz, President
Pennock Preserve Homeowners Association, Inc.
W.K. Schickedanz, President
Schickedanz Capital Group, L.L.C., Co-Managing Member
Martin Island Way, L.L.C.
George T. Kelly, IV, Co-Managing Member
Martin Island Way, L.L.C.
Patrick M. Gordon, Esquire, Member
Martin Island Way, L.L.C.
Carolyn Bortz, CLA
Gunster, Yoakley & Stewart, P.A.

ARTICLES OF INCORPORATION

OF

PENNOCK PRESERVE HOMEOWNERS ASSOCIATION, INC.

FILED

08 JAN 29 PM 3:08

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, who is a resident of the State of Florida and who is of full age, has this day voluntarily associated himself for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

Section 1.01. The name of the corporation is:

PENNOCK PRESERVE HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II
PRINCIPAL OFFICE**

Section 2.01. The principal office of Pennock Preserve Homeowners Association, Inc. is:

7741 N. Military Trail, Suite 1
Palm Beach Gardens, Florida 33410

**ARTICLE III
REGISTERED AGENT**

Section 3.01. Gerhard H. Schickedanz, whose address is 7741 N. Military Trail, Suite 1, Palm Beach Gardens, Florida 33410, is hereby appointed the initial Registered Agent of Pennock Preserve Homeowners Association, Inc.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

Section 4.01. Purposes. Pennock Preserve Homeowners Association, Inc. does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for (a) ownership, operation, maintenance and preservation of the Common Areas, the improvements thereon; (b) ownership, easement rights, operation, maintenance and preservation of the Common Property as defined in the Declaration; (c) perform the duties delegated to it in the Declaration described hereinbelow; (d) administer the interests of the Association and the Member Owners; and (e) to promote the health, safety, and welfare of the Owner Members within that certain tract of property described in

the Plat of Pennock Preserve PUD to be recorded in the public records of Martin County, Florida, and any replat of Pennock Preserve PUD or any portion thereof, as may be brought within the jurisdiction of Pennock Preserve Homeowners Association, Inc. for this purpose.

Section 4.02. Powers. Pennock Preserve Homeowners Association, Inc. shall have the following powers which shall be governed by the following provisions:

A. Pennock Preserve Homeowners Association, Inc. shall have all of the common law and statutory powers of a non-profit corporation, which are not in conflict with the terms of these Articles, the Declaration of Covenants, Conditions and Restrictions of Pennock Preserve PUD ("Declaration") or the By-Laws of Pennock Preserve Homeowners Association, Inc. (hereinafter "Bylaws").

B. Pennock Preserve Homeowners Association, Inc. shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer Pennock Preserve PUD pursuant to the Declaration, including but not limited to the following:

(1) Exercise all of the powers and privileges and to perform all of the duties and obligations of Pennock Preserve Homeowners Association, Inc., as set forth in the Declaration, and as the Declaration may be further amended from time to time as therein provided;

(2) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of Pennock Preserve Homeowners Association, Inc. including all licenses, taxes, or governmental charges levied or imposed against the property of Pennock Preserve Homeowners Association, Inc.;

(3) Collect bulk cable television payments for the benefit of cable television providers, if said service is arranged or contracted for by Pennock Preserve Homeowners Association, Inc.

(4) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of Pennock Preserve Homeowners Association, Inc.;

(5) Borrow money, and with the assent of five-eighths (5/8) of the Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) Dedicate, grant easements, sell, or transfer all or any part of the Common Areas of Pennock Preserve PUD to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be

effective unless an instrument has been signed by five-eighths (5/8) of the Members, agreeing to such dedication, sale or transfer;

(7) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of five-eighths (5/8) of the Members;

(8) To use the proceeds of assessments in the exercise of its powers and duties;

(9) To maintain, repair, replace, manage, and operate the Common Areas and Common Property of Pennock Preserve PUD;

(10) To purchase insurance upon the property of Pennock Preserve PUD and insurance for the protection of Pennock Preserve Homeowners Association, Inc.;

(11) To make and amend reasonable rules and regulations respecting the use of the properties at Pennock Preserve PUD; provided however, that after the Turnover Date, all such rules and regulations and amendments thereto shall be approved by not less than sixty-two and one-half (62.5%) percent of the votes of the entire membership of Pennock Preserve Homeowners Association, Inc., before the same shall become effective;

(12) To enforce by legal means the provisions of the Declaration, these Articles of Incorporation, the By-Laws, and the rules and regulations, if any, for use of the properties at Pennock Preserve PUD;

(13) To contract for the management of the properties at Pennock Preserve PUD and to delegate to such contractor all powers and duties of Pennock Preserve Homeowners Association, Inc. except such as are specifically required by the Declaration to have the approval of Directors or the membership;

(14) To employ personnel to perform the services required for proper operation of Pennock Preserve Homeowners Association, Inc.;

(15) To acquire or enter into (prior or subsequent to the recording of the Declaration) agreements whereby it acquires leaseholds, memberships or other possessory or use interest in real and personal property;

(16) To purchase Lots and Units in Pennock Preserve PUD and to acquire and hold, mortgage, and convey the same, subject however, to the provisions of the Declaration and By-Laws relative thereto;

(17) To have and exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

Section 4.03. Assets Held in Trust. All funds and properties acquired by Pennock Preserve Homeowners Association, Inc. and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws of Pennock Preserve Homeowners Association, Inc.

Section 4.04. Limitation on Exercise of Powers. The powers of Pennock Preserve Homeowners Association, Inc. shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws of Pennock Preserve Homeowners Association, Inc.

ARTICLE V MEMBERSHIP

Section 5.01. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit in Pennock Preserve PUD shall be a member of Pennock Preserve Homeowners Association, Inc. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit at Pennock Preserve PUD.

ARTICLE VI VOTING RIGHTS

Section 6.01. Pennock Preserve Homeowners Association, Inc. shall have two (2) classes of voting membership.

A. Class A Members shall be all Persons except Martin Island Way, L.L.C., a Florida limited liability company (hereinafter "DECLARANT") holding fee simple title to any Lot or Unit in PENNOCK PRESERVE PUD and which Person(s) shall be entitled to one (1) collective vote for each Lot or Unit owned by the Member, as to matters on which the membership is entitled to vote, which vote may be exercised or cast by the Member in such manner as may be provided in the By-Laws of Association. When more than one (1) Person holds the ownership interest required for membership, all such Persons shall be Members and each vote shall be exercised as they, among themselves, determine; provided, however, that in no event shall more than one (1) vote be cast with respect to each Lot or Unit. With respect to each Lot or Unit owned by other than a natural person or persons, the Member shall file with the Secretary of Association a notice, designating the name of an individual who shall be authorized to cast the vote of the Member. In the absence of such designation, the other than a natural person Owner shall not be entitled to vote on any matters coming before the membership. DECLARANT is exempt from filing said notice.

B. Class B Members shall be DECLARANT and DECLARANT's assignee(s). DECLARANT and its assignees shall be entitled to cast four (4) votes for each vote which may be cast by each of the Class A Members. For the purposes of a quorum, the number of Class A Member votes available in theory (without said Class A Members being present at the Meeting) shall be used to determine the number of Class B Member votes. DECLARANT's (and DECLARANT's assignee(s)) Class B Member voting rights shall cease pursuant to turnover of Association.

ARTICLE VII BOARD OF DIRECTORS

Section 7.01. Board of Directors. The affairs of Pennock Preserve Homeowners Association, Inc., shall be managed by a Board of three (3) Directors, who need not be Members of Pennock Preserve Homeowners Association, Inc.

Section 7.02. Election of Directors. The Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-Laws of Pennock Preserve Homeowners Association, Inc. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws of Pennock Preserve Homeowners Association, Inc.

Section 7.03. First Election of Directors. The first annual election of Directors by the membership shall not be held until DECLARANT, or DECLARANT's assignee has closed the sale of all Lots or Units within Pennock Preserve PUD , or until DECLARANT or DECLARANT's assignee (or Developer in an authority subordinate to DECLARANT'S authority) elects to terminate its control of Pennock Preserve Homeowners Association, Inc., or until that point in time for the turnover of Association control set forth in Florida Statutes §720.307, whichever occurs first. The Directors named in these Articles shall serve until such election and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The transfer of control of Pennock Preserve Homeowners Association, Inc., by DECLARANT or Developer to the Members shall be as provided in the Declaration. At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year each, subject to the provisions of Florida Statutes §720.307.

Section 7.04. Initial Board of Directors. The names and residence addresses of the members of the Initial Board of Directors who shall hold office at the pleasure of DECLARANT are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerhard H. Schickedanz	7741 N. Military Trail, Suite 1 Palm Beach Gardens, Florida 33410
Thomas Appelgate	7741 N. Military Trail, Suite 1 Palm Beach Gardens, Florida 33410

Patrick Gordon

810 Saturn Street, Suite 17
Jupiter, FL 33477

Section 7.05. Term of Succeeding Directors. Succeeding Directors serving on the Board of Directors shall hold office until qualified successors have taken office or have been appointed by DECLARANT.

ARTICLE VIII OFFICERS

Section 8.01. The affairs of Pennock Preserve Homeowners Association, Inc. shall be determined by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first Board of Directors' meeting held after December 1st of each year and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President Gerhard H. Schickedanz

Vice President Patrick Gordon

Secretary/Treasurer Thomas Appelgate

Section 8.02. Election and Appointment of Officers. The officers of Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Board of Directors' election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be Directors; other officers may or may not be Directors of Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE IX DISSOLUTION

Section 9.01. Pennock Preserve Homeowners Association, Inc. may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the Members. Upon dissolution of Pennock Preserve Homeowners Association, Inc. other than incident to a merger or consolidation, the assets of Pennock Preserve Homeowners Association, Inc. shall be dedicated to an appropriate public agency to be used for purposes similar to those for which Pennock Preserve Homeowners Association,

Inc. was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose. The provisions of this Article IX shall be subject to any court supervised dissolution pursuant to Chapter 617, Florida Statutes.

ARTICLE X INDEMNIFICATION

Section 10.01. Indemnification. Every Director and every officer of Pennock Preserve Homeowners Association, Inc. shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon the Director or officer in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of being or having been a Director or officer of Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of 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 XI BY-LAWS

Section 11.01. By-Laws. The By-Laws of Pennock Preserve Homeowners Association, Inc. shall be adopted by the Initial Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE XII DURATION

Section 12.01. The corporation shall exist perpetually.

ARTICLE XIII AMENDMENTS

Section 13.01. Amendment by Members. Amendment of these Articles shall require the assent of three-fourths (3/4) of the membership. Amendments shall be proposed by resolution approved by a majority of the Board of Directors.

Section 13.02. Amendment by DECLARANT. DECLARANT may amend these Articles at any time that it shall be in control of Pennock Preserve Homeowners Association, Inc. without the consent of the Members. DECLARANT may amend the Articles even after it is no longer in control of Pennock Preserve Homeowners Association, Inc. without the consent or approval of the Members, to correct any scrivener's error. In that regard, DECLARANT shall be the sole judge of what constitutes a scrivener's error.

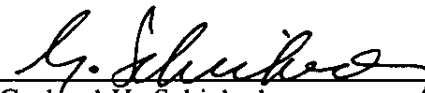
ARTICLE IV LIMITATIONS

Section 14.01. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights, and obligations set forth in the Declaration.

Section 14.02. Rights of DECLARANT. There shall be no amendment to these Articles which shall abridge, reduce, amend, affect or modify the rights of DECLARANT.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of PENNOCK PRESERVE HOMEOWNERS ASSOCIATION, INC., has executed these Articles of Incorporation, this 17th day of January, 2008.

INCORPORATOR:


Gerhard H. Schickedanz


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me by Gerhard H. Schickedanz, as Incorporator of PENNOCK PRESERVE HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, who is personally known to me, this 17th day of January, 2008.



Pamela K. Raldiris
Commission # DD431250
Expires August 31, 2009
Bonded Troy Fein - Insurance, Inc. 800-365-7019

NOTARY PUBLIC:


Print Name:
My Commission Expires:
My Commission No.:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for the Corporation with offices as designated in the foregoing Articles of Incorporation, the undersigned accepts such designation.

REGISTERED AGENT:


Gerhard H. Schickedanz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA