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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

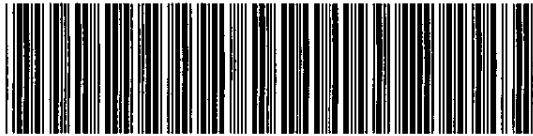
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
*The Board of Governors are
the directors.
dkr 2/27*

Office Use Only



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02/21/08--01022--014 **78.75

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2009 FEB 21 P 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-9342

Randall K. Roger & Associates, P.A.

Attorneys at Law

Randall K. Roger
J. Steven Hudson
Katherine C. Nuckolls
Luis D. Carreja
Joseph J. Rosen
Drew T. Melville
Lee Rothman, of counsel

Broward: (954) 236-8818
Boca Raton: (561) 988-5598
Toll-Free: (866) 988-5598
Facsimile: (561) 988-1318

Please Reply to Main Office
One Park Place
621 NW 53rd Street, Suite 300
Boca Raton, Florida 33487

Satellite Office
1776 North Pine Island Road, Suite 326
Fort Lauderdale, Florida 33316

Satellite Office
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

February 20, 2008

VIA FEDERAL EXPRESS
TRACKING NO.: 8619 1054 4285

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Pompano Beach Club Recreation Center, Inc.; Corporate Filing;
Articles of Incorporation**

Dear Sir or Madam:

This Firm represents the above captioned Association. Enclosed herewith please find one (1) original of Articles of Incorporation for the Association for filing with the Division of Corporations. In addition, we have enclosed a check in the amount of \$78.75, which represents the filing fee, Registered Agent Designation fee and Certified Copy fee. Upon filing of the enclosed Articles of Incorporation, please forward a Certified Copy of same to this Firm at the Boca Raton address.

Should you require anything further, please feel welcome to contact the undersigned.

Sincerely,


LUIS D. CARREJA

LDC
Enclosure

T:\20360 Pompano Beach Club Rec Center\ltr.2-20-08.Division of Corp-Articles.wpd

FILED
2008 FEB 21 P 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Randall K. Roger & Associates, P.A.
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Randall K. Roger
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Please Reply to Main Office
One Park Place
621 NW 53rd Street, Suite 300
Boca Raton, Florida 33487

Satellite Office
1776 North Pine Island Road, Suite 326
Fort Lauderdale, Florida 33316

Satellite Office
214 Brazilian Avenue, Suite 220
Palm Beach, Florida 33480

February 25, 2008

VIA FEDERAL EXPRESS
TRACKING NO.: 8619 1054 4208

Department of State
Division of Corporations
Corporate Filings
Attn: Diane Cushing
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: **Pompano Beach Club Recreation Center, Inc.; Corporate Filing;
Articles of Incorporation**

Dear Ms. Cushing:

As you are aware, this Firm represents the above captioned Association. Pursuant to our telephonic conversation on February 25, 2008, enclosed herewith please find one (1) original of Articles of Incorporation for the Association for filing with the Division of Corporations. Upon filing of the enclosed Articles of Incorporation, please forward a Certified Copy of same to this Firm at the Boca Raton address.

As reflected in a letter dated February 21, 2008 from Ruby Dunlap, Regulatory Specialist II, we have previously provided a check in the amount of \$78.75, which represents the filing fee, Registered Agent Designation fee and Certified Copy fee.

Should you require anything further, please feel welcome to contact the undersigned.

Sincerely,


LUIS D. CARREJA

LDC
Enclosures

T:\20360 Pompano Beach Club Rec Center\ltr.2-25-08.Division of Corp-Articles-Return.wpd



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2008

RANDALL K ROGER & ASSOCIATES, P.A.
ATTN: LUIS D CARREJA
ONE PARK PLACE, 621 NW 53RD ST, #300
BOCA RATON, FL 33487

SUBJECT: POMPANO BEACH CLUB RECREATION CENTER, INC.
Ref. Number: W08000009342

We have received your document for POMPANO BEACH CLUB RECREATION CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 408A00011134

INSTR # 107700344
OR BK 45098 Pages 1685 - 1692
RECORDED 02/15/08 08:18:01
BROWARD COUNTY COMMISSION
DEPUTY CLERK 3075
18 Pages

FILED

ARTICLES OF INCORPORATION

OF

POMPANO BEACH CLUB RECREATION CENTER, INC.

100 Briny Avenue
Pompano Beach, Florida 33062

2008 FEB 21 P 2: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

Name

The name of the corporation shall be POMPANO BEACH CLUB RECREATION CENTER, INC., which corporation shall hereinafter be referred to as the Association.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity for the operation and maintenance of the recreational facility and parking garage facility either jointly owned or operated by Pompano Beach Club Association, Inc. and Pompano Beach Club North Association, Inc., and which is situated on the following described real property ("Facility"), to wit:

Lots 5, 6, 7, 8, 9, 10 and 11, Block 1, Pompano Beach Blount Bros. Realty Co's Subdivision as recorded in Plat Book 2, Page 43, of the Public Records of Broward County, Florida.

ARTICLE III

Powers

The powers of the Association shall include, and shall be limited by, the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Florida Not-For-Profit Corporation Act as well as those bestowed upon the Association pursuant to the Florida Condominium Act, except as limited by these Articles and the Association's By-Laws, and all of the powers and duties reasonably necessary to operate the Facility as set forth in said By-Laws, including but not limited to the following:

(a) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the

Facility.

- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To buy or lease personal property for the benefit of the Association's members, and to sell or otherwise dispose of property so acquired.
- (d) To undertake the maintenance, repair, replacement and operation of the Facility, or property leased by the Association for use by its members.
- (e) To purchase insurance upon the Facility and insurance for the protection of the Association and its members.
- (f) To reconstruct the Facility improvements after casualty and construct further improvements of the Facility, as needed.
- (g) To make and amend reasonable regulations respecting the use of the Facility; provided, however, that after the first appointment of Governors by the members of the Association, all such regulations and amendments thereto shall be approved by a majority of the votes of the Board of Governors of the Association before such shall become effective.
- (h) To enforce by legal means the provisions of these Articles of Incorporation, the By-Laws of the Association and the rules and regulations for the use of the Facility.
- (i) To contract for the management of the Facility, and to delegate such management duties to a qualified person, firm, or corporation, as to all powers and duties of the Association except such as are specifically required by the By-Laws to have approval of the Board of Governors.
- (j) To contract for the management and operation of portions of the Facility susceptible to separate management and operation, and to lease the same.
- (k) To employ personnel necessary to perform the services required for proper operation of the Facility.

3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the these Articles of Incorporation and the By-Laws.

4. The Association shall make no distribution of its income to its members, Governors or Officers.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Association's By-Laws.

ARTICLE IV
Allocation of Costs

1. Pompano Beach Club Association, Inc. shall be responsible for fifty-one and one-half percent (51½ %) of the entire budget, including but not limited to all costs, expenses, assessments and special assessments. Pompano Beach Club North Association, Inc. shall be responsible for forty-eight and one-half percent (48½ %) of the entire budget, including but not limited to all costs, expenses, assessments and special assessments. In addition, the responsibility for all shared partitions and demarcation lines between the Facility and the appurtenant Members shall be allocated in the percentage amounts set forth in this Section 1 of Article IV. However, notwithstanding the foregoing, Pompano Beach Club Association, Inc. shall be responsible for all costs associated with maintenance, repair and replacement of the South twenty-six (26) feet of the garage facility. Pompano Beach Club North Association, Inc. shall be responsible for all costs associated with maintenance, repair and replacement of the North twenty-eight (28) feet of the garage facility. In addition, the responsibility for all shared partitions and demarcation lines between the respective facility and the appurtenant Members shall be allocated in the percentage amounts set forth in this Section 1 of Article IV.

ARTICLE V
Members

1. The members of the Association shall consist of Pompano Beach Club Association, Inc. and Pompano Beach Club North Association, Inc.
2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her apartment.
3. Each member shall be entitled to one (1) vote for each Governor serving on behalf of such member.

ARTICLE VI
Governors

1. The affairs of the Association will be managed by a Board consisting of six (6) Governors. The Board of Governors is comprised of three (3) Governors from Pompano Beach Club North Association, Inc. and three (3) Governors from Pompano Beach Club Association, Inc.
2. The Governors of the Association shall be appointed by each members' Board of Directors at each members' respective annual meeting. Governors may be removed, and vacancies on the Association's Board of Governors shall be filled by a majority vote of the Board of Directors of the member which was represented by the Governor sought to be replaced.
3. The current Board of Governors shall serve until the date of each members' respective annual meetings. Thereafter, each Governor shall serve for a term of one (1) year.
4. The names and addresses of the Governors of the first Board of Governors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
ANTHONY CUSANELLI	101 Briny Avenue, #902 Pompano Beach, Florida 33062
SHEILA BLACKMAN	111 Briny Avenue, PH-8 Pompano Beach, Florida 33062
JACK MARCUS	101 Briny Avenue, #503 Pompano Beach, Florida 33062
KAREN ANN CRISSY	111 Briny Avenue, #608 Pompano Beach, Florida 33062
LEO SWARTZ	101 Briny Avenue, #1502 Pompano Beach, Florida 33062
MARION TEKEJIAN	111 Briny Avenue, #408 Pompano Beach, Florida 33062

ARTICLE VII
Officers

The affairs of the Association shall be administered by the Officers named in these Articles of Incorporation until they are removed or their successors are elected. After the first election of Governors by the membership of the Association, the Officers shall be elected by the Association's Board of Governors, which Officers shall serve at the pleasure of the Association's Board of Governors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

<u>Name and Address</u>	<u>Office</u>
ANTHONY CUSANELLI 101 Briny Avenue, #902 Pompano Beach, Florida 33062	President
SHEILA BLACKMAN 111 Briny Avenue, PH-8 Pompano Beach, Florida 33062	Vice President
JACK MARCUS 101 Briny Avenue, #503 Pompano Beach, Florida 33062	Secretary
KAREN ANN CRISSY 111 Briny Avenue, #608 Pompano Beach, Florida 33062	Treasurer

ARTICLE VIII
Indemnification

Every Governor, and every Officer of the Association, shall be indemnified by the Association against all expenses and liabilities, including counsel 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 Governor or Officer of the Association, whether or not he is a Governor or Officer at the time such expenses are incurred, except in such cases wherein the Governor or Officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Association's Board of Governors approve such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Governor or Officer may be entitled.

ARTICLE IX **By-Laws**

The first By-Laws of the Association may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X **Amendments**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Association's Board of Governors, or by any member thereof. Governors not present in person, or by proxy, at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary of the Association at, or prior to, the meeting. Except as elsewhere provided.

(a) Such approval must be by not less than 66 2/3% of the Association's Board of Governors.

3. The composition of the Board of Governors as set forth in Article V, Section 1 herein, may not be amended unless approved by eighty percent (80%) of the Board of Governors.

4. No amendment shall make any changes in the qualifications for membership or in the voting rights of members, or any change in Paragraphs 3 and 4 of Article III hereof, without approval in writing by all Governors.

5. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State and recorded in the public records of Broward County, Florida.

ARTICLE XI **Term**

The term of the Association shall be perpetual unless the Association is terminated sooner by unanimous action of its members.

ARTICLE XII
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as-follows:

<u>Name</u>	<u>Address</u>
ANTHONY CUSANELLI	101 Briny Avenue, #902 Pompano Beach, Florida 33062
SHEILA BLACKMAN	111 Briny Avenue, PH-8 Pompano Beach, Florida 33062
JACK MARCUS	101 Briny Avenue, #503 Pompano Beach, Florida 33062
KAREN ANN CRISSY	111 Briny Avenue, #608 Pompano Beach, Florida 33062
LEO SWARTZ	101 Briny Avenue, #1502 Pompano Beach, Florida 33062
MARION TEKEJIAN	111 Briny Avenue, #408 Pompano Beach, Florida 33062

ARTICLE XIII
Interpretation and Conflict

Notwithstanding and all interpretations and conflicts that may ensue on any and all matters stated within these Articles of Incorporation, except as hereinafter excluded, any and all existing laws or hereinafter duly promulgated laws take precedence over any and all articles and amendments to these Articles of Incorporation. This will not in any instance permit for the change in the structuring of the respective vote to each unit owner nor will this permit for any structural change which could adversely affect any owners' existing right of ownership nor the rights of any only recorded mortgages.

ARTICLE XIV

INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The principal office of this corporation shall located at 100 Briny Avenue, Pompano Beach, Florida 33062. The registered agent shall be Randall K. Roger & Associates, P.A. 621 NW 53rd Street, Suite 300, Boca Raton, Florida 33487, with the privilege of having its office and branch offices at other places within or without the State of Florida.

IN WITNESS WHEREOF, the subscriber has affixed his signature this FEBRUARY, 2008.

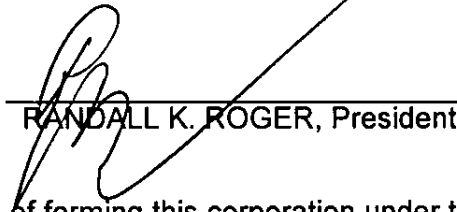


RANDALL K. ROGER, ESQ.

FILED
FEB 21 2:53
TALLAHASSEE FLORIDA
CLERK OF STATE

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**


The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.




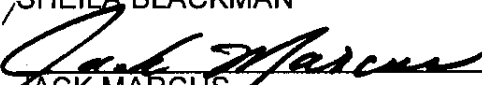
RANDALL K. ROGER, President

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of this Association,


have executed these Articles of Incorporation this 7 day of February, 2007.




ANTHONY CUSANELLI


SHEILA BLACKMAN


JACK MARCUS



KAREN ANN CRISSY


LEO SWARTZ

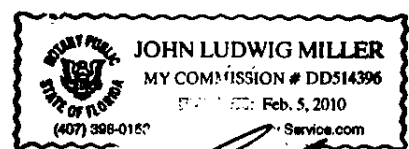
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2008 FEB 21 P 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA Fla)
) : ss.:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ANTHONY CUSANELLI, SHEILA BLACKMAN, JACK MARCUS, KAREN ANN CRISSY and LEO SWARTZ to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed the same.

SWORN TO AND SUBSCRIBED before me this 7 day of Feb, 2007.

Notary Public State of Florida
My commission Expires:



JOHN LUDWIG MILLER
MY COMMISSION # DD514396
EXPIRES: Feb. 5, 2010
(407) 398-0157 Service.com

Marion Tekejian
MARION TEKEJIAN

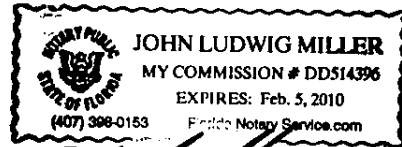
STATE OF Florida)
COUNTY OF Palm Beach) ; ss.:

BEFORE ME, the undersigned authority, personally appeared MARION TEKEJIAN to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed the same.

SWORN TO AND SUBSCRIBED before me this 7 day of Feb., 2007.

Notary Public State of Florida

My commission Expires:



John Ludwig Miller