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ARTICLES OF INCORPORATION OF
SOUTHEAST HALLANDALE BEACH HOMEOWNERS' ASSOCIATION, INC. 2009 APR 14 P 3 13

The undersigned subscribers, desiring to form a corporation, not for profit, under chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

SOUTHEAST HALLANDALE BEACH HOMEOWNERS' ASSOCIATION, INC.
(hereinafter referred to as the "Association")

ARTICLE II

The street and mailing address of the initial principal office of the Association shall be:

4000 Hollywood Blvd., Suite 735 South, Hollywood, Florida 33021

ARTICLE III

The purposes for which the Association is formed are:

1. To promote the common good, health, safety and general welfare of all of owners of, and persons who reside on or have interest in, real property in Hallandale Beach, Florida;
2. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and such purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not to a substantial degree engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE IV

Every person or entity who owns, has an interest in and/or resides on real property in that area in Hallandale Beach, Florida, bounded by Atlantic Shores Blvd. on the north,

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the Intercoastal Waterway on the east, Hallandale Beach Blvd. on the south, and NE 12th Avenue on the west can be a Member of the Association upon request to the board of directors.

ARTICLE V

The Association shall have a perpetual existence.

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors of not less than three (3) persons.

The names and addresses of the members of the first Board of Directors of the Association, who shall hold office until the first election thereafter are as follows:

<u>Name</u>	<u>Address</u>
Mary DeMarco	906 Diplomat Parkway Hallandale Beach, Florida 33009
Dr. Adrian Paruas	1010 NE 25 th Avenue Hallandale Beach, Florida 33009
Lisa Catauro	600 Parkview Drive, Apt. T06 Hallandale Beach, Florida 33009
Becky Vlasak	1011 Diplomat Parkway Hallandale Beach, Florida 33009
Joseph Laratro	421 Leslie Drive Hallandale Beach, Florida 33009
Richard Jannuzzi	907 Diplomat Parkway Hallandale Beach, Florida 33009
Beverly Zwerner-Linn	600 Three Islands Blvd., Apt. 1104 Hallandale Beach, Florida 33009

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by Members of the Association at the annual meeting of the Membership as provided in the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for the removal from office of

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Directors. Only Members of the Association, or their authorized representatives, may be Directors. Persons who own, have an interest in or reside on real property in those portions of Diplomat Golf Estates and/or Harbor Islands not within the boundaries delineated in Article IV above may participate in the activities of the Association and provide support for same.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII

The Association shall have a President and a Secretary, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Association, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors for a term of one year, to be extended until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Association, who shall hold office until successors are duly elected and have taken office, shall be as follows:

Mary DeMarco President	906 Diplomat Parkway Hallandale Beach, Florida 33009
Beverly Zwerner-Linn Secretary	600 Three Islands Blvd., Apt. 1104 Hallandale Beach, Florida 33009

ARTICLE VIII

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or any special meeting duly called for such purpose, upon the vote of the Members as provided in the By-Laws, except that the initial By-Laws of the Association shall be made and adopted by the first Board of Directors.

ARTICLE IX

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Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors or Members of the Association holding thirty percent (30%) of the voting rights. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of seventy five percent (75%) of the entire membership present, or by proxy, at a meeting at which a quorum is present.

ARTICLE X

The names and addresses of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Mary DeMarco	906 Diplomat Parkway Hallandale Beach, Florida 33009

ARTICLE XI

The Association shall indemnify or bond any person who was or is a party or is threatened to be made a party at any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless a) a court of competent jurisdiction determines after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, that he had no reason or cause to believe his conduct was unlawful; b) such court further specifically determines that the indemnification should be denied. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to hereinabove or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

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Any indemnification under the first paragraph of this Article XI (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standards set forth hereinabove. Such determination shall be made a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount less it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

The indemnification provided in this Article shall not be exclusive of any other right to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, both as to actions in his official capacity while holding such office or otherwise, and shall continue as to a person who ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII

The initial registered office of this corporation shall be at 4000 Hollywood Blvd., Suite 735 South, Hollywood, Florida 33020.

The Resident Agent of the Association for purposes of accepting service of process shall be Michael Heidt, Esq., 4000 Hollywood Blvd., Suite 735 South, Hollywood, Florida 33021.

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ARTICLE XIII


Upon dissolution of the Association, all of its assets shall be conveyed to another not-for-profit corporation, unincorporated association or public agency.

IN WITNESS WHEREOF, the said incorporators have hereto set their hands this
10 day of April, 2008.


Mary DeMarco

ACCEPTANCE

Having been named as registered Agent and designated to accept service of process for Southeast Hallandale Beach Homeowners' Association, Inc., 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.


MICHAEL HEIDT
Date: April 10, 2008

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SECRETARY OF STATE
HALLANDALE BEACH, FLORIDA

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