

DEC. 9 2008 11:26 AM

ON 3 FOS 2008 11:26 AM

0.7 24 P. 1

# N08000011085

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000270059 3)))



H080002700593ABC+

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : JONES, POSTER, JOHNSTON & STUBBS, P.A.  
Account Number : 076077003231  
Phone : (561) 650-0471  
Fax Number : (561) 650-0431

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 DEC -9 P 2:14

FILED

## FLORIDA PROFIT/NON PROFIT CORPORATION

Hobe Sound Polo Club Property Owners' Association, I

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

DIVISION OF CORPORATIONS

08 DEC -9 AM 8:00

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

80-01-21

NO. 7924 P. 2/8  
000270059 3  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC - 9 P 2:11

**ARTICLES OF INCORPORATION  
OF  
HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC.  
  
(A Not-For-Profit Corporation)**

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes:

**ARTICLE I  
NAME**

The name of the corporation shall be "HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC." (hereinafter referred to as the "Association").

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Association and the Association's mailing address shall be at 2000 PGA Boulevard, Suite 2204, North Palm Beach, Florida 33408, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE III  
DURATION**

The Association shall exist in perpetuity, unless it is dissolved pursuant to any applicable provision of the Florida Statutes. The Association shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE IV  
PURPOSE**

The purpose for which the Association is organized is to further the interests of the Members, including, without limitation, maintenance of property owned by, dedicated to or agreed to be maintained by the Association and the protection of private property, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration of Covenants and Restrictions for Hobe Sound Polo Club (as the same may be amended, the "Declaration") to be recorded in the Public Records of Martin County, Florida, including, but not limited to, the establishment and enforcement of payment of assessments and fines contained therein. All initially capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Declaration, and such definitions are incorporated herein by reference and made a part hereof.

## ARTICLE V POWERS

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

### 1. Common Law and Statutory Powers.

The Association shall have all of the common law and statutory powers granted to it under Florida law, including, without limitation, those powers set forth in Section 617.0302, Florida Statutes, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

### 2. Necessary Powers.

The Association shall have all of the powers reasonably necessary to exercise its right and powers and implement its purpose, including, without limitation, the following:

A. The power to levy and collect, from time to time, assessments against Members of the Association as provided for in the Declaration, including, without limitation, special assessments. The Association shall have a lien upon any property of a Member lying within the Property for the payment of such assessments. The lien herein provided shall secure the monies due for all assessments levied against a Member or any property owned by such Member as provided in the Declaration, the Bylaws and these Articles, together with interest upon delinquent assessments for all costs and expenses, including reasonable attorneys' fees, which may be incurred by the Association in enforcing its liens, which liens may be recorded in the Public Records of Martin County, Florida. The lien herein provided shall be subordinate to any institutional first mortgage on the subject property.

B. The power to expend monies collected for the purposes of paying the expenses of the Association.

C. All of the powers and privileges granted to corporations not-for-profit under the laws of the State of Florida.

D. All of the powers reasonably necessary to implement and effectuate the purposes of the Association as described in the Declaration, these Articles and the Bylaws.

E. The power to establish, maintain and operate an Association not-for-profit to assist in the promotion of public safety and health by providing improvements and maintenance for those properties, streets, rights-of-way, and easements not publicly dedicated as shown on the Plat.

F. The power to make and establish, and amend from time to time, reasonable rules and regulations covering the use and maintenance of the Property or any portion thereof.

G. The power to enforce by any legal means the provisions of the Declaration, these Articles and the Bylaws, and the power to bring suit and to litigate on behalf of the Association and its Members.

H. The power to exert a unified effort for the Members of the Association to protect the value of the property of the Members of the Association and to engage in such other activities as may be to the mutual benefit of the owners of the Property.

I. The Association may, if permitted to do so by the applicable governmental authorities, operate, maintain and manage the surface water or stormwater management systems of the Property in a manner consistent with Hobe-St. Lucie Conservancy District and/or South Florida Water Management District permit requirements and applicable rules promulgated by such districts, and shall assist in the enforcement of the Declaration provisions which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of any surface water or stormwater management system to the extent that the same are maintained and/or operated by the Association. Such 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.

J. The power to manage, control, operate, maintain, repair and improve the Common Property, which includes, without limitation, the power to insure and keep insured the Common Property, the power to employ personnel required for the operation and management of the Association and the Common Property and the power to pay utility bills, charges and all taxes and assessments with respect to the Common Property.

K. The power to borrow money and select depositories for the funds of the Association and the power to determine the process by which such funds are received, deposited and disbursed.

L. The power to collect delinquent assessments and fines, by suit or otherwise, and to seek damages from Members and others in violation of the provisions of the Declaration, these Articles, the Bylaws and any Rules.

M. The power to do such other things as may be necessary in order to perform the duties and exercise the power provided for the Association in the Declaration, the Bylaws or these Articles.

### 3. Title to Property.

All funds and title to real and personal property acquired by the Association shall be held in the name of the Association for the benefit of its Members in accordance with the provisions of the Declaration, the Bylaws and these Articles.

**4. Limitations on Corporate Powers.**

The powers of the Association shall be subject to and exercised in accordance with the Declaration, Bylaws and Articles, and to the extent of any express conflict between the Declaration, Bylaws or Articles and Section 617.0302, Florida Statutes (2006); the Declaration, Bylaws or Articles, as applicable, shall prevail.

**ARTICLE VI  
CAPITAL STOCK; MEMBERS**

The Association shall have no capital stock and shall be composed of members rather than shareholders. Membership in the Association shall be established by the acquisition of ownership of fee simple title to a Lot as evidenced by the recording of an instrument of conveyance in the Public Records of Martin County, Florida. Membership in the Association shall be appurtenant to, and may not be separated from, ownership of a Lot. Voting rights shall be as described in the Declaration and the Bylaws. A membership may only be transferred in accordance with the procedure set forth in the Bylaws.

**ARTICLE VII  
MANNER OF ELECTION OF DIRECTORS**

The manner in which the Directors are elected, appointed and removed shall be as described in the Bylaws of the Association.

**ARTICLE VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The registered office for the Association and the registered agent for the Association at that address are the following: Jones Foster Service, LLC, 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

**ARTICLE IX  
INCORPORATOR**

The name and address of the sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Larry B. Alexander	505 South Flagler Drive, Suite 1100 West Palm Beach, Florida 33401

**ARTICLE X  
INDEMNIFICATION**

To the maximum extent permitted by Section 607.0850, Florida Statutes (2006), every Director, Officer and committee member shall be indemnified by the Association,

and every employee and agent of the Association may 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 Director, Officer, committee member, employee or agent, whether or not he or she is a Director, Officer, committee member, employee or agent at the time such expenses are incurred, except when the Director, Officer, committee member, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, however, that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement or reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, committee member, employee or agent may be entitled.

#### ARTICLE XI

##### PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Association does not permit pecuniary gain or profit. Except for services rendered by a Member under contract or agreement with the Association, no dividend shall be paid and no part of the income of the Association shall inure to the benefit of any Member, Director or Officer, and as such they will have no interest in or title to any of the property or assets of the Association; provided, however, that the acquisition after the date hereof of certain assets of the Association from Declarant shall not be deemed a dividend or distribution of income hereunder, notwithstanding that any principal of the Declarant may be a Member, Director or Officer. Nothing herein or in the other HOBE SOUND POLO CLUB Documents shall prohibit the Association from reimbursing its Directors and Officers for expenses reasonably incurred in performing services rendered to the Association, nor shall anything herein be construed to prohibit payment by the Association of compensation in a reasonable amount to a Director or Officer for services rendered to the Association in a capacity other than as a Director or Officer.

#### ARTICLE XII

##### LIABILITY FOR DEBTS

Neither the Members nor the Officers or Directors shall be liable for the debts of the Association.

#### ARTICLE XIII

##### AMENDMENT

Until the expiration of the Developer Control Period, the Declarant may cause the Board of Directors of the Association to amend these Articles in its sole and absolute discretion; provided, however, that until the expiration of the Developer Control Period, the Board of Directors of the Association will not amend these Articles if such amendment would (a) materially interfere with the use of the Lots for residential or

equestrian purposes or (b) materially interfere with the use of the Club Property for private equestrian club purposes. After the expiration of the Developer Control Period, amendments to these Articles shall require the affirmative vote of those Members entitled to vote casting two-thirds (2/3) of the total votes entitled to be cast in the Association in favor of such amendment.

ARTICLE XIV  
DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets of the Association, both real and personal, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the Members. In the event that the Association is dissolved, then the Surface Water or Stormwater Management System, the Common Property containing the Surface Water or Stormwater Management System and water management portions of the Common Property shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the Surface Water or Stormwater Management System, the Common Property containing the Surface Water or Stormwater Management System and the water management portions of the Common Property shall be dedicated to a similar non-profit corporation. Any such transfer shall comply with all applicable laws and regulations.

The undersigned incorporator has executed these Articles of Incorporation this 9 day of December, 2008.

  
Larry B. Alexander, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 817.0501, 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 HOBE SOUND POLO CLUB PROPERTY OWNERS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is Jones Foster Service, LLC, 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

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.

Dated this 9 day of December, 2008.

Jones Foster Service, LLC

By: [Signature]

Larry B. Alexander, Manager

P:\DOCS\07624\00064\DOC\11H049705.DOC

**FILED**  
2008 DEC - 9 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA