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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6092-1

COVER LETTER

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

SUBJECT: HOMEOWNERS OF TIVOLI ISLES, 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: Andrew D. Wyman, Esq.
Name (Printed or typed)

1900 Glades Road, Suite 245
Address

Boca Raton, FL 33431
City, State & Zip

561-372-7200
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
FOR
HOMEOWNERS OF TIVOLI ISLES, INC.**

A corporation not-for-profit

The undersigned, in accordance with the provisions of Sections 617.01201, 617.0202 and other applicable sections of Chapter 617 hereby make, subscribe and acknowledge these Articles on Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: **HOMEOWNERS OF TIVOLI ISLES, INC.**

ARTICLE II. PRINCIPAL ADDRESS

Andrew D. Wyman, Esq.
Mattlin & Wyman, PL
1900 Glades Road, Suite 245
Boca Raton, FL 33431

ARTICLE III. PURPOSES

The purposes for which the corporation is organized as a not-for profit corporation in accordance with the provisions of Chapter 617, Florida Statutes, together with and in addition to the authority and powers conferred by the State of Florida, is to implement and accomplish the transition of control of the Tivoli Isles of Palm Beach County Homeowners Association, Inc., (a not-for-profit Florida corporation) from the developer-controlled board of directors to a homeowner-controlled board of directors, to perform all acts reasonably necessary to accomplish transfer of control and to assist all of the homeowners of the Tivoli Isles Community (the "Community") in obtaining the right to operate and maintain the Community.

**ARTICLE IV. THE MANNER IN WHICH DIRECTORS ARE ELECTED OR
APPOINTED**

Directors shall be elected or appointed according to the schedule set forth in the bylaws.

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TALLAHASSEE, FLORIDA

ARTICLE V. BOARD OF DIRECTORS AND OFFICERS

The corporation shall be governed by a board of directors consistent with and not less than three (3) nor more than nine (9) persons. The initial board of directors shall consist of five (5) members. The names of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESSES</u>
Charles Sonneborn	- P, Dir.	- 9237 Isles Cay Drive, Delray Beach, FL 33446
Nancy Gould	-V.P., Dir.	- 14751 Quay Lane, Delray Beach, FL 33446
Mark Shernicoff	-T, S, Dir.	- 14619 Jetty Lane, Delray Beach, FL 33446
Leo Plevy	-Dir.	- 14769 Quay Lane, Delray Beach, FL 33446
Michael Goncher	-Dir.	- 9153 Isles Cay Drive, Delray Beach, FL 33446

The above-named directors shall hold office as provided in the Bylaws. In the event of a vacancy on the board of directors, the vacancy shall be filled by a majority vote of the remaining directors.

Each member of the board of directors must be a member of the corporation.

The affairs of the corporation are to be managed by a president, one or more vice presidents, a secretary, a treasurer and such other officers as the Bylaws of the corporation may provide from time to time. All officers shall hold office until their successors are elected and qualify according to the bylaws.

The foregoing shall hold office until their successors are elected and qualify according to the schedule set forth in the bylaws. In the event of a vacancy in any office prior to the first meeting of the board of directors, said vacancy shall be filled by a majority of the then remaining directors even though less than a quorum.

ARTICLE VI. DESIGNATION OF REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and principal address of the corporation is:

Andrew D. Wyman, Esq.
Mattlin & Wyman, PL
1900 Glades Road, Suite 245
Boca Raton, FL 33431

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Andrew D. Wyman, Esq.
Mattlin & Wyman, PL
1900 Glades Road, Suite 245
Boca Raton, FL 33431

ARTICLE VIII. TERM

The term for which the corporation is to exist is perpetual, unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board of Directors; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least fourteen (14) days prior to the meeting, unless said notice is appropriately waived by written waiver as provided for in Chapter 617. Any member of this corporation may propose an amendment to the Articles of Incorporation to the Board.

ARTICLE X. MEMBERSHIP

The qualifications for members and the manner of their admission shall be established in the corporation's bylaws. This corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to private benefit of any member, officer or directors.

ARTICLE XI. POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Florida Statutes, as presently existing or as may be amended from time to time, these Articles of Incorporation and all lawful bylaws of the corporation.

ARTICLE XII. INDEMNIFICATION

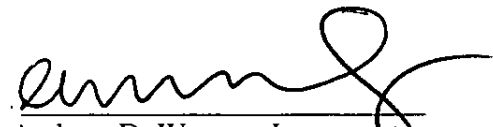
The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director

or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members or otherwise.

ARTICLE XIII. EFFECTIVE DATE

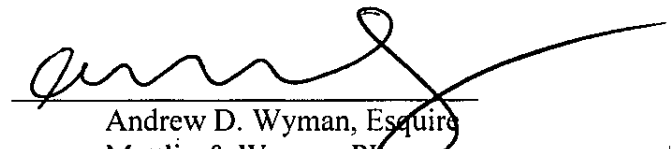
January 22, 2009.

IN WITNESS WHEREOF the undersigned has hereto set his hand and seal on this 22 day of JANUARY, 2009.


Andrew D. Wyman, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to in act in this capacity and agree to comply with the provisions of §617.0503 and §48.091, Fla. Stats.


Andrew D. Wyman, Esquire
Mattlin & Wyman, PLLC
1900 Glades Road, Suite 245
Boca Raton, FL 33431

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