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FLORIDA PROFIT/NON PROFIT CORPORATION
THE BLUFFS MARINA PHASE II CONDOMINIUM ASSOCIATION,

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**ARTICLES OF INCORPORATION
OF
THE BLUFFS MARINA PHASE II
CONDOMINIUM ASSOCIATION, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be THE BLUFFS MARINA PHASE II CONDOMINIUM ASSOCIATION, INC. ("Association").

**ARTICLE II
DEFINITIONS**

Unless the context shall mean otherwise, the terms used herein and in the Bylaws shall have the same meaning, if any, as that ascribed to them in the Declaration of Condominium of THE BLUFFS MARINA PHASE II CONDOMINIUM, recorded, or to be recorded, in the Public Records of Palm Beach County, Florida (the "Declaration").

**ARTICLE III
PURPOSES AND POWERS**

The Association shall have the following powers:

- A. To operate The Bluffs Marina Phase II Condominium (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's Bylaws, and the Declaration.
- B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.
- C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.
- D. To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the

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Association; to enforce the Condominium Act of the State of Florida, the Declaration, the Bylaws and the Rules and Regulations of the Association.

- E. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.
- F. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration, the Bylaws and the Condominium Act. The Association shall also have all of the powers of condominium associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV MEMBERS

- A. Each Unit Owner in the Condominium, including the Developer, shall automatically be Members of the Association. Membership of the Developer shall terminate upon being divested of all units in the Condominium and upon control of the Association being turned over to the Unit Owners in the Condominium, other than the Developer.
- B. Membership, as to all Members other than the Developer, shall commence upon the acquisition of fee simple title to a Unit in the Condominium and shall terminate upon the divestment of title to said Unit.
- C. On all matters as to which the membership shall be entitled to vote, each Unit shall be entitled to one (1) vote; which vote shall be exercised in the manner provided for by the Declaration of Condominium and the Bylaws.
- D. 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 Unit.

ARTICLE V EXISTENCE

The Association shall have perpetual existence.

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ARTICLE VI
INCORPORATOR

Christopher J. Baker, whose address is 1320 Tidal Pointe Boulevard, Jupiter, Florida 33477, is the incorporator to these Articles of Incorporation.

ARTICLE VII
DIRECTORS

- A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three (3) persons, in accordance with Article 4 of the Association's Bylaws. Except for Directors appointed by the Developer, all Directors shall be Members or a spouse, trustee, or corporate officer of a Member.
- B. The number of Directors to be elected, the manner of their election, and their respective terms shall be as set forth in Article 4 of the Association's Bylaws. Should a vacancy occur on the Board, the remaining Directors shall select a Member or other eligible person as described herein, to fill the vacancy until the next annual meeting of the membership.
- C. The following persons shall constitute the initial Board of Directors, and they shall hold office for the term and in accordance with the provisions of Article 4 of the Association's Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
Christopher J. Baker	1320 Tidal Pointe Boulevard, Jupiter, FL 33477
Walter L. Morgan	633 S. Federal Hwy., Suite 400A, Ft Lauderdale, FL 33301
Angelo Gullotti	27370 Winding Way, Malibu, CA 90265-4478

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the Bylaws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Christopher J. Baker	President/Treasurer	1320 Tidal Pointe Blvd. Jupiter, FL 33477

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Angelo Gullotti

Vice President

27370 Winding Way
Malibu, CA 90265-4478

Walter L. Morgan

Secretary

633 S. Federal Hwy., Suite 400A
Fort Lauderdale, FL 33301

ARTICLE IX BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with the provisions thereof, except that no portion of the Bylaws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of Units without their prior written consent.

ARTICLE X AMENDMENTS TO ARTICLES

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

- A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the Members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of not less than: (i) fifty-one percent (51%) of the Board of Directors; and (ii) fifty-one percent (51%) vote by the Members of the Association owning not less than 51% of the total 3/3 (100%) of the Condominium Units.
- C. No amendment shall make any changes in the qualifications for membership or the voting rights of the Members without approval, in writing, by all Members and the joinder of all record owners of mortgages upon condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration.
- D. A copy of each amendment adopted shall be filed with the Secretary of State pursuant to the provisions of applicable Florida Statutes and the Condominium Act.

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ARTICLE XI
INDEMNIFICATION

Every Director 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 the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and 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 of the rights to which such Director or Officer may be entitled.

ARTICLE XII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 1320 Tidal Pointe Blvd., Jupiter, FL 33477, or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is 1320 Tidal Pointe Blvd., Jupiter, FL 33477, and the initial registered agent therein is Christopher J. Baker.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of June, 2009.



Christopher J. Baker

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of June, 2009, by Christopher J. Baker, who is [☒] personally known to me, or who has [] produced a Florida driver's license as identification.



Notary Public, State of Florida at Large
My Commission Expires:

-5-



Paula Haiko
Commission # DD424441
Expires August 16, 2009
Revised Tray Pad - Insurance Inc 800-365-7019

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED accepts his appointment as the initial registered agent of
THE BLUFFS MARINA PHASE II CONDOMINIUM ASSOCIATION, INC.



Christopher J. Baker, Registered Agent

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