

N100000000382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

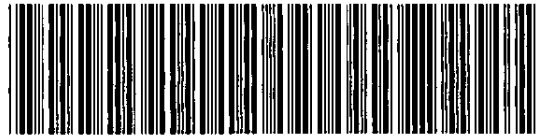
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400165632524

01/12/10--01015--002 **70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JAN 12 PM 3:49

APPROVED
AND
FILED

1/11

ARNSTEIN & LEHR LLP
ATTORNEYS AT LAW SINCE 1893

515 North Flagler Drive · Suite 600
West Palm Beach, Florida 33401
Phone 561.833.9800 · Fax 561.655.5551
www.arnstein.com

Dana J. Walkup
djwalkup@arnstein.com

January 11, 2010

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Breakers West Transition Committee, Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for Breakers West Transition Committee, Inc. Our firm's check in the amount of \$70.00 is enclosed for the filing fee and the designation of registered agent fee.

If you have any questions or require any further information, please feel free to contact me.

Very truly yours,



Dana J. Walkup

/djw

Enclosures

8834656.1

Pursuant to Internal Revenue Service guidance, be advised that any federal tax advice contained in this written or electronic communication, including any attachments or enclosures, is not intended or written to be used and it cannot be used by any person or entity for the purpose of (i) avoiding any tax penalties that may be imposed by the Internal Revenue Service or any other U.S. Federal taxing authority or agency or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

CHICAGO HOFFMAN ESTATES SPRINGFIELD MILWAUKEE
FORT LAUDERDALE MIAMI TAMPA WEST PALM BEACH BOCA RATON CORAL GABLES

Arnstein & Lehr LLP is a member of the International Lawyers Network

APPROVED
AND
FILED

10 JAN 12 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BREAKERS WEST TRANSITION COMMITTEE, 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 BREAKERS WEST TRANSITION COMMITTEE, INC. ("Association").

ARTICLE II
PURPOSES AND POWERS

The purpose of the corporation shall be to provide a representative entity to communicate and coordinate with Breakers West Association, Inc., and Breakers West Development Corporation, in turning over control of the Breakers West Community to the unit owners pursuant to the requirements of the Breakers West Declaration of Covenants and Restrictions; to work with Breakers West Associations, Inc. so as to improve the quality of life of residents of Breakers West; to inform the residence of Breakers West of matters of interest affecting the community; and generally to engage in other reasonable activity to promote the welfare of the Breakers West Community.

The Association shall have the following powers:

A. To operate Breakers West Transition Committee, Inc. pursuant to the authority provided in Florida Statute Chapter 617.

B. To retain professionals (i.e. attorneys, accountants, engineers) to advise and assist the corporation to carry out its purposes set forth herein.

C. To open, operate and maintain a bank account for purposes of paying invoices for services and products purchased by the corporation in carrying out the corporation's purposes.

D. To raise money from residents of the Breakers West Community in order to fund the financial obligations of the corporation in carrying out its state of purpose.

E. 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.

ARTICLE III **MEMBERS**

A. The Members of the Corporation shall be Douglas McMillen, Larry Garfinkel, Steve Young and John Hokanson.

B. On all matters as to which the membership shall be entitled to vote each Member shall be entitled to one vote, except that Douglas McMillen shall be entitled to two votes.

C. The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE IV **EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE V **INCORPORATOR**

Douglas McMillen is the Incorporator to these Articles of Incorporation.

ARTICLE VI **DIRECTORS**

A. The Corporation affairs shall be managed by a Board of Directors of no less than three (3) Directors.

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 the Corporation's By-Laws:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
Douglas McMillen President	1719 Cypress Row Drive West Palm Beach, Florida 33411
Larry Garfinkel Secretary/Treasury	1785 Breakers Pointe Way North West Palm Beach, Florida 33411
Steve Young Vice President	1872 Flagler Estates Drive West Palm Beach, Florida 33411

ARTICLES VII BY-LAWS

By-Laws of the Corporation may be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

ARTICLE VIII ADMINISTRATION OF CORPORATION

In the absence of any By-Laws that may be adopted by the Board of Directors, the Corporation shall be administered pursuant to this Article IX, as follows:

A. Meetings of the Board of Directors may be called by no less than two (2) Directors.

B. Actions of the full Board of Directors shall be by a majority vote of the Executive Committee and the full Board of Directors, respectively.

C. No less than a majority of Directors shall be necessary to establish a quorum for any meeting of the Directors.

D. Minutes shall be kept of all meetings of the Directors, which minutes shall be available to all Directors.

E. The Corporation shall maintain a record of all receipts and expenditures which shall be available for inspection and copying by any Director of the Corporation.

F. The Directors may adopt resolutions and pass motions governing the operation of the corporation which are not in consistent with these articles.

ARTICLES IX
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 by the Board of Directors, acting upon the vote of a majority of the Board of Directors. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of a majority of Directors.

C. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE X
INDEMNIFICATION


Every Director of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director in connection with any proceeding or any settlement thereof to which the Director may be a party, or in which the Director may become involved by reason of the Director being or having been a Director of the Corporation, whether or not a Director at the time such expenses are incurred, except in such cases wherein the Director is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director'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 Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director may be entitled.

ARTICLE XI
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 1719 Cypress Row Drive, West Palm, Florida 33411, 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 at 515 N. Flagler Drive, 6th Floor, West Palm Beach, Florida 33401, and the initial registered agent therein is Steven L. Daniels.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
7 day of JANUARY, 2010.


Douglas McMillen, Incorporator

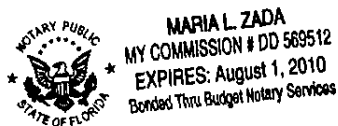
STATE OF FLORIDA)
) ss:
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 7th day of JANUARY, 2010, by Douglas McMillen, as Incorporator on behalf of BREAKERS WEST TRANSITION COMMITTEE, INC., who is personally known to me or has produced _____ as identification.


NOTARY PUBLIC, State of Florida

(SEAL)

My Commission Expires:



APPROVED
AND
FILED

10 JAN 12 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his appointment as the initial registered agent of
Breakers West Sub-Association Presidents, Inc.



Steven L. Daniels