

N1100000659143

Division of Corporations

Page 1 of 1

**Florida Department of State
Division of Corporations
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.

(((H110000659143)))



H110000659143AEC.

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 : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUBENSTEIN
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 333-4001

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: pastoradon@gmail.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
Sheridan/Palm Property Owners' Association, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
11 MAR 14 AM 10:50
DIVISION OF CORPORATIONS

FILED
2011 MAR 14 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SHAW MAR 15 2011



Ruden, McClosky
200 East Broward Boulevard
Fort Lauderdale, Florida 33301
(954) 764-6660 Main Office
(954) 764-4996 Main Fax

Fax Cover Sheet

To: FL SOS Division of Corporations

Company:

Date: 3/14/2011 9:12:18 AM

Fax Number: 18506176381

Pages: 7

From: Sallee, Anne E.

Direct Phone: (954) 527-2428

Direct Fax: (954) 333-4028

Client: 63266

Matter: 0002

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (IF LONG DISTANCE, PLEASE CALL COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.



Ruden, McClosky
200 East Broward Boulevard
Fort Lauderdale, Florida 33301
(954) 764-6660 Main Office
(954) 764-4996 Main Fax

Fax Cover Sheet

To: FL SOS Division of Corporations

Company:

Date: 3/14/2011 9:12:18 AM

Fax Number: 18506176381

Pages: 7

From: Sallee, Anne E.

Direct Phone: (954) 527-2428

Direct Fax: (954) 333-4028

Client: 63266

Matter: 0002

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (IF LONG DISTANCE, PLEASE CALL COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

COVER LETTER

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

SUBJECT: Sheridan/Palm Property Owners' Association, 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: Anne E. Sallee

Name (Printed or typed)

Ruden McClosky

Address

200 E. Broward Blvd Ste 1500

City, State & Zip

Fort Lauderdale, FL 33301

Daytime Telephone number

pastorodom@gmail.com

E-mail address: (to be used for future annual report notification)

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

FILED
2011 MAR 14 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHERIDAN/PALM PROPERTY OWNERS' ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, by these Articles of Incorporation, certifies as follows:

**ARTICLE I
DEFINITIONS**

Capitalized terms used and not otherwise defined in these Articles shall have the meanings ascribed to such terms in that certain Operating and Easement Agreement ("OEA") recorded in Official Records Book 46731, Page 553 of the Public Records of Broward County, Florida and in that certain Assignment and Assumption of Certain Declarant's Rights and Obligations ("Assignment") to be recorded in the Public Records of Broward County, Florida (the OEA and the Assignment are together referred to as the "Documents").

**ARTICLE II
NAME**

The name of this corporation shall be SHERIDAN/PALM PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation. For convenience, the corporation shall be herein referred to as the "Association," whose present address is c/o First Baptist Church of Southwest Broward, Inc., 9910 N.W. 29th Court, Hollywood, Florida 33024.

**ARTICLE III
PURPOSE**

The purpose for which the Association is organized is to take title to, operate, administer and maintain the "Common Area" in accordance with the terms, provisions and conditions contained in the Documents and to carry out the covenants and enforce the provisions as set forth in the Documents and to operate and otherwise deal with the Common Area as set forth in the Documents.

**ARTICLE IV
POWERS**

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

A. 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 the Documents or Bylaws of the Association.

B. The Association shall have all of the powers granted to the Declarant in the OEA that are assigned to the Association pursuant to the Assignment.

ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting shall be as follows:

- A. The membership of the Association shall be comprised of the Owners.
- B. Every individual or entity that is now or hereafter becomes a record Owner of a Parcel shall become a Member effective upon and as of the date such individual or entity takes title to a Parcel.
- C. Each Member shall appoint a Voting Representative who shall cast all of such Member's voting rights in the Association on behalf of such Member. A natural person who is a Member may act as his or her own Voting Representative. All decisions of the Association shall be made by the Voting Representatives and thus the Association shall have no board of directors. A Voting Representative need not be a resident of the State of Florida or a Member of the Association.
- D. No Member may assign, hypothecate or transfer in any manner its membership in the Association except as an appurtenance to its Parcel.
- E. Any Member who conveys or loses title to a Parcel by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Parcel and shall lose all rights and privileges of a Member resulting from ownership of such Parcel that accrue after such conveyance or loss of title.

ARTICLE VI TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar owners' association or a public agency having a similar purpose, or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved corporation and its properties in the place and stead of the dissolved corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved corporation and its properties.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of these Articles are as follows: Pastor Thomas J. Odom, First Baptist Church of Southwest Broward, Inc., 9910 N.W. 29th Court, Hollywood, Florida, 33024.

ARTICLE VIII OFFICERS

- A. The affairs of the Association shall be managed by the President of the Association, assisted by one or more Vice President(s), the Secretary and the Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the direction of the Voting Representatives.

B. The Voting Representatives shall elect from among the Voting Representatives the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Voting Representatives shall, from time to time, determine. A person may hold more than one office, the duties of which are not incompatible, simultaneously; provided, however, the offices of President and a Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Voting Representatives are as follows:

President	Pastor Thomas J. Odom
Vice President	<u>Paul E. Sargent</u>
Secretary/Treasurer	<u>Matthew D. Williamson</u>

ARTICLE X VOTING

All voting rights in the Association shall be vested in the Voting Representatives selected by the Members. Each Member through its Voting Representative shall have a fractional share (such fractional share being the Member's "Voting Interest") of all available votes that is equal to such Member's Proportionate Share as defined in Section 4.2(D)(i) of the OEA. For example, if a Member's Proportionate Share of the Common Expenses is 27.2%, such Member shall have 27.2 votes in all Association matters.

ARTICLE XI INDEMNIFICATION AND LIMITED LIABILITY

A. Each and every Voting Representative and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and postjudgment proceedings, reasonably incurred by or imposed upon by him or her in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Voting Representative or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Voting Representative or officer at the time such cost, expense or liability is incurred, except in such cases wherein the Voting Representative or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Voting Representatives approve such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Voting Representative or officer of the Association may be entitled by common or statutory law.

B. The Association, the Voting Representatives, Declarant and any Member, agent, or employee of any of the same, shall not be liable to any person for any action or for any failure to act, except to the extent such action or failure to act is found by a court of competent jurisdiction in a non-appealable judgment to have been the result of willful misconduct or gross misconduct.

ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the Voting Representatives at their first official meeting and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XIII AMENDMENTS

A. These Articles may be amended only as follows:

1. (a) Any number of proposed amendments may be submitted to the Voting Representatives and voted upon by the Voting Representatives at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Voting Representative within the time and in the manner provided in the Bylaws for the giving of notice of meetings of the Voting Representatives.

(c) At such meeting a vote of the Voting Representatives shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the voting interests assigned to the Members.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by Voting Representatives representing a majority of the voting interests assigned to the Members, setting forth their intention that an amendment to the Articles be adopted.

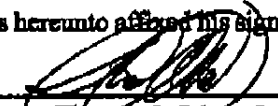
B. No amendment to the Articles may in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Documents or any amendments thereto.

C. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida.

ARTICLE XIV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 9910 N.W. 29th Court, Hollywood, Florida 33024, and the initial registered agent of the Association at that address shall be Pastor Thomas J. Odom.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 15 day of February, 2011.


Pastor Thomas J. Odom, Incorporator

The undersigned hereby accepts the designation of Registered Agent of Sheridan/Palm Property Owners' Association, Inc. as set forth in Article XIV of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under, Florida Statutes, Chapter 617.


Pastor Thomas J. Odom, Registered Agent

2011 MAR 14 AM 10:17
FILED
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FLORIDA