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SECRETARY OF STATE  
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-11 JUN 10 PM 12:59

PS 6/13/11

## COVER LETTER

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

SUBJECT: Delray Shores Neighborhood Association  
(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: Alexander Christopher  
Name (Printed or typed)

622 Davis Road  
Address

Delray Beach, FL 33445  
City, State & Zip

(561) 929-5380  
Daytime Telephone number

Delray Shores @ bellsouth.net  
E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE DELRAY SHORES NEIGHBORHOOD ASSOCIATION, INC.**  
**A NON-PROFIT FLORIDA CORPORATION**

The undersigned incorporator, a resident of the State of Florida, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the corporation shall be: **DELRAY SHORES NEIGHBORHOOD ASSOCIATION, INC.**, hereinafter referred to as the ASSOCIATION.

**ARTICLE II**  
**OFFICE AND MAILING ADDRESS**

The Association's business office is 622 Davis Road, Delray Beach, Florida 33445. The Association's mailing address is Post Office Box 7423, Delray Beach, Florida 33482.

**ARTICLE III**  
**GENERAL NATURE OF BUSINESS**

The business and purpose of this Association shall be to enhance the community by maintaining property values, neighborhood standards, protecting our community from crime acting to make changes that would enhance the collective interests of the member. The Corporation may undertake any activities, whether charitable or otherwise consider to be directly or indirectly assist in obtaining the objectives herein stated. The Corporation shall not partake in activities prohibited under Chapter 617 of the Florida Statutes.

## **ARTICLE IV POWERS**

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

- (1) 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.
- (2) The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:
  - a. To operate and manage the Association in accordance with the purpose and intent contained in the Declaration.
  - b. To make and collect assessments against members to defray the costs of the Association and to refund common surplus to members.
  - c. To use proceeds of assessments in the exercise of its powers and duties.
  - d. To make and amend By-Laws for the Association.
  - e. To enforce by legal means the provisions of the Articles of Incorporation.
- (3) All funds acquired by the Association shall be held only for the benefit of the members in accordance with the provisions of the Articles. No part of the income in any, of the Association shall be distributed to its members, directors, and officers of the Association.

## **ARTICLE V MEMBERS**

- (1) All residents who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security of the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title of such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.
- (2) Each household is entitled to (1) vote. A corporation or several individuals owning a Lot, a piece of property shall designate a voting agent for the property which they own or reside upon.
- (3) The share of a member in the funds and assets of the Association is non-transferrable except as an appurtenance to his/her property.

## **ARTICLE VI EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE VII DIRECTORS**

- (1) The affairs of the property of this Association shall be managed and governed by a Board of Directors composed of not less than seven (7) and no more than nine (9) directors.
- (2) All Board of Directors shall be elected at regular, annual meetings. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. All officers shall be members of the Board of Directors.
- (3) The names and addresses of the members of the first Board of Directors who shall hold office or until their successors are elected or appointed, are as follows:

Alexander C. Christopher, President  
622 Davis Road  
Delray Beach, FL 33445

Marian Ward, Vice President  
3098 Cortez Lane  
Delray Beach, FL 33445

Firenee Simon, Secretary  
589 Davis Road  
Delray Beach, FL 33445

Mary Roberts, Assistant Secretary  
2986 Dorson Way  
Delray Beach, FL 33445

Geraldine Hudson, Treasurer  
551 Davis Road  
Delray Beach, FL 33445

Odessa McDonald, Board Member  
556 Cortez Lane  
Delray Beach, FL 33445

Shirley O'Neal-McKennon, Assistant Treasurer & Liaison  
2840 Lake Ida Road  
Delray Beach, FL 33445

## **ARTICLE VIII AMMENDMENTS**

- (1) A majority of the Board of Directors or a majority of the voting members may produce alterations, amendments to, or rescission of these Articles. Such proposal shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board of Directors or a majority of the members and shall be delivered to the Association. A written notice of the proposed changes shall be sent to the members thirty (30) days prior to the meeting of the membership at which time any and all such changes shall be voted on. An affirmative vote of a majority of the Board of Directors and an affirmative vote of a majority of the voting members of the Association shall be required for the adoption of the proposed alteration, amendment, or rescission.
- (2) Any voting member may wave any or all of the requirements of the Article as to notice of the proposals to the resident of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at, or after an membership meeting at which a vote is taken to amend, alter, or rescind these Articles in whole or in part.

## **ARTICLE IX IDENTIFCATION OF OFFICERS AND DIRECTORS**

Every Director and Officer of the Association shall be indemnified by the Association against all the expenses and liability, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to 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 Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officers is adjusted guilty of willful malfeasance in the performance of his or her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of the quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## **ARTICLE X TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

- (1) No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, trust or other organization in which one of more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Committee thereof which authorized the contract of transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officers votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director

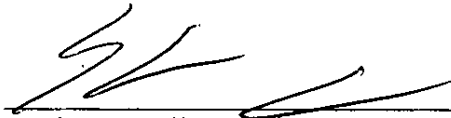
or Officer may be interested in any such contract or transaction. Said interest, however, must be disclosed.

- (2) Interested Officers and Directors may be counted in determining the presence of a QUORUM AT A MEETING OF THE BOARD OF DIRECTORS of a committee which authorized the contract of a transaction.

### ARTICLE XI REGISTERED AGENT

The Association's initial registered agent is Kevin C. Csajko, whose address is 2986 Dorson Way, Delray Beach, Florida 33445. The Board of Directors may from time to time change the registered agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7<sup>th</sup> day of June, 2011.

  
Kevin C. Csajko, Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this 7<sup>th</sup> day of June, 2011 by KEVIN C. CSAJKO, ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: \_\_\_\_\_].



Notary Seal

  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF THE PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVICED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First --That THE DELRAY SHORES NEIGHBORHOOD ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Delray Beach, County Palm Beach, State of Florida, has named Alexander C. Christopher, located at 622 Davis Road, Delray Beach, Florida 33445, as its agent to accept service of process with this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Alexander C. Christopher, Incorporator

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