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FLORIDA PROFIT/NON PROFIT CORPORATION
FUTURA YACHT CLUB TOWNHOUSES ASSOCIATION, INC.

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January 20, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATE SERVICE COMPANY

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SUBJECT: FUTURA YACHT CLUB TOWNHOUSES ASSOCIATION, INC.
REF: W12000003707

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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Valerie Herring
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**ARTICLES OF INCORPORATION
OF
FUTURA YACHT CLUB TOWNHOUSES ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These are the Articles of Incorporation for Futura Yacht Club Townhouses Association, Inc.

1. **NAME.** The name of the corporation shall be Futura Yacht Club Townhouses Association, Inc. The principal office and mailing address is 88540 Overseas Highway, Islamorada, FL 33070. For convenience, the corporation shall be referred to in this instrument as the "Corporation", the Declaration of Restrictions as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. **PURPOSE.** The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in the Futura Yacht Club Townhouses community in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Parcels in the Futura Yacht Club Townhouses community.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Restrictions for the Futura Yacht Club Townhouses, which Declaration these Articles are an exhibit to, and as such Declaration may be subsequently amended, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS** The powers of the Corporation shall include and be governed by the following:

4.1 **General.** The Corporation shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, the Bylaws or prohibited by law.

4.2 **Enumeration.** The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Owners of Parcels within the Futura Yacht Club Townhouses community, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation.

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4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property and for the health, comfort, safety and welfare of the Owners.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

4.2.8 To employ personnel to perform the services required for proper operation of the Corporation.

4.3 **Corporation property.** All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 **Distribution of income.** The Corporation shall make no distribution of income to its members, directors or officers.

4.5 **Limitation.** The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. **MEMBERS AND VOTING.** The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 **Members.** The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 **Owner Members.**

The Owner of every Lot shall become a Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Dwelling Unit or Lot. Each such Owner shall notify this Corporation of said recordation within thirty (30) days

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thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Subject to the provisions of the By Laws and the Declaration, each Member shall possess one vote for any Parcel owned by such Member.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

5.4 Voting, Meetings and Actions without Meetings shall take place in the manner set forth in the By Laws and the Declaration.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

7. OFFICERS. The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers; for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than five (5) Directors.

8.2 Duties and powers. All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors; its agents, contractors or employees, subject only to approval of the Members when such approval is specifically required.

8.3 Election; removal. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Method of proposal. A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than twenty-five percent (25%) of the Voting Interests of the Corporation.

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10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed may be approved by a majority of the Voting Interests of the Corporation. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Monroe County, Florida.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. -

The initial registered office and agent of the Association shall be Becker & Poliakoff, P.A., 121 Alhambra Plaza, 10th Floor, Coral Gables, Florida, 33134, with the privilege of having its office and branch offices at other places within or without the State of Florida. Thereafter, the registered office address and the name of the registered agent of the Corporation shall be as determined by the Board of Directors from time to time.

12. FIRST BOARD OF DIRECTORS OFFICERS - The name and address of the Board of Directors and their Officers who shall serve until the next annual meeting following incorporation of this entity, (unless at that time they are reelected or are unopposed candidates in which case they shall serve additional terms), are as follows:

Robert H. Brockhaus, President
Address: 10000 Hilltop Drive, St. Louis, MO. 63128

Donald G. Schneeberger, Treasurer
Address: 457 Bahia Avenue, Key Largo, FL 33037

Donald G. Lindenberg, Vice President
Address: 4226 Barney Drive, Fairgrove, MI 48733

Marianne J. Clark, Secretary
Address: 5223 Pointview Court, Lowell, MI 49331

Robert Harbison, Director
Address: 7612 State Route 93 South, Eddyville, KY 42038

13. INCORPORATOR - The name and address of the incorporator to these Articles is:

Robert H. Brockhaus, President - Address: 10000 Hilltop Drive, St. Louis, MO. 63128

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14. EFFECTIVE DATE -- The effective date is January 13, 2012.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set its hand this 17
day of JANUARY, 2012.

Witnesses:

Robert H. Brockhaus

By and on behalf of Futura Yacht Club Townhouses
Association, Inc., as its President

Sign: Michael Gallo

Print Name: MICHAEL GALLO

Sign: Joshua P. Gallo

Print Name: Joshua P. Gallo

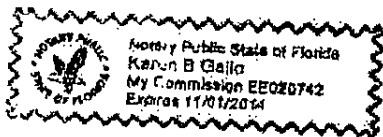
STATE OF FL)

SS.

(SEAL)

COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 17 day of
JAN, 2012 by Robert H. Brockhaus. He is personally known to me or has
produced NO DL as identification and has taken an oath.



Karen Gallo

Signature of person taking
acknowledgment

KAREN GALLO

Name typed, printed or stamped

My commission expires: 11-1-14

ACTIVE: F08378/024108:3375792_7

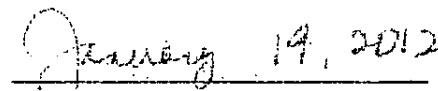
Exhibit "B" to the Declaration of Restrictions for
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(Articles of Incorporation)

REGISTERED AGENT ACCEPTANCE STATEMENT

In compliance with the laws of Florida, the following is submitted:

As indicated in the foregoing Articles of Incorporation for Futura Yacht Club Townhouses Association, Inc., the corporation named in said articles has named Becker & Poliakoff, P.A., 121 Alhambra Plaza, Suite 1000, Coral Gables, FL 33134 as its statutory registered agent. Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same on behalf of Becker & Poliakoff, P.A and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Signature of Registered Agent


Date

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TALLAHASSEE, FLORIDA