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OCEAN BREEZE TOWNHOMES CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**OCEAN BREEZE TOWNHOMES CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Chapter 617 of the Florida Statutes, the undersigned Incorporator of OCEAN BREEZE TOWNHOMES CONDOMINIUM ASSOCIATION, INC., a Florida nonprofit corporation, adopts the following Articles of Incorporation of said Corporation.

**ARTICLE I**  
**NAME**

The name of this corporation shall be OCEAN BREEZE TOWNHOMES CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

**ARTICLE II**  
**PURPOSES AND POWERS**

The Association shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Association, including the following powers:

2.1 To manage, operate and administer OCEAN BREEZE TOWNHOMES, a 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 of Condominium recorded among the Public Records of Palm Beach County, Florida.

2.2 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.

2.3 To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

2.4 To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the Bylaws and the Rules and Regulations of the Association.

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2.5 To contract for the management of the Condominium.

2.6 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.

2.7 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 of Condominium, 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 ("Condominium Act"), and shall have all of the powers reasonably necessary to implement the purposes of the Association.

### **ARTICLE III MEMBERS**

3.1 Each Unit Owner in the Condominium and the Subscriber to these Articles shall automatically be a member of the Association. Membership of the Subscriber shall terminate upon control of the Association being turned over to the Unit Owners in the Condominium.

3.2 Membership, as to all members other than the Subscriber, shall commence upon the acquisition of a fee simple title to a Unit as evidenced by the recording of a deed of conveyance amongst the Public Records of Palm Beach County, Florida or, as provided in the Declaration of Condominium; upon transfer of title upon the death of a member and membership shall terminate upon the divestment of title to said Unit.

3.3 On all matters as to which the membership shall be entitled to vote, there shall be exercised in the manner provided by the Declaration of Condominium and the Bylaws.

3.4 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 IV EXISTENCE**

The Association shall have perpetual existence.

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**ARTICLE V**  
**INCORPORATOR & SUBSCRIBER**

The name and address of the Incorporator of the Corporation and subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey P. Parker	1330 N. Ocean Blvd. Gulfstream, FL 33483-7234

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**ARTICLE VI**  
**DIRECTORS**

6.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) members, the exact number of Directors to be specified in the Bylaws of the Corporation.

6.2 Composition, Election and Tenure. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

6.3 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

6.4 Initial Board. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
JEFFREY P. PARKER	1330 N. Ocean Blvd. Gulfstream, FL 33483-7234
JENNIE P. GAROFALO	51 Coolidge Road Concord, MA 01742
ERNIE VARVARIKOS	5582-A North Ocean Blvd Ocean Ridge, FL 33435

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**ARTICLE VII**  
**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 VIII**  
**AMENDMENTS TO ARTICLES**

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

8.1 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.

8.2 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 a majority of the entire Board of Directors and by an affirmative vote of the members having not less than two thirds (2/3rds) of the votes of the Association.

8.3 No amendment shall make any changes in the qualifications for membership nor 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 of Condominium.

8.4 A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

**ARTICLE IX**  
**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, of 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

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expenses are incurred, except in such cases wherein the Director or Officer in adjudged guilty of willful misfeasance or willful 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 X**  
**PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association shall be at 1330 N. Ocean Blvd., Gulfstream, FL 33483-7234, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors.

**ARTICLE XI**  
**REGISTERED OFFICE AND AGENT**

The initial registered office is at 1330 N. Ocean Blvd., Gulfstream, FL 33483-7234, and the initial registered agent therein is JEFFREY P. PARKER.

IN WITNESS WHEREOF, the undersigned set his hand and seal this 20<sup>th</sup> day of September, 2013.

  
JEFFREY P. PARKER,  
Incorporator and Registered Agent

**WRITTEN ACCEPTANCE BY THE REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for OCEAN BREEZE TOWNHOMES CONDOMINIUM ASSOCIATION, INC., a Florida nonprofit corporation.

  
JEFFREY P. PARKER, Registered Agent

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