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ARTICLES OF INCORPORATION
OF
ALTON PROPERTY OWNERS ASSOCIATION, INC.
(a FLORIDA CORPORATION NOT FOR PROFIT)

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**ARTICLES OF INCORPORATION
OF
ALTON PROPERTY OWNERS ASSOCIATION, INC.**

(a Florida Corporation Not For Profit)

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is ALTON PROPERTY OWNERS ASSOCIATION, INC. (the "Association").

2. Principal Office. The initial principal office of the Association is at located at 701 S. Olive Avenue, Suite 104, West Palm Beach, Florida 33401.

3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Association is Corporation Services Company.

4. Definitions. A declaration entitled Master Declaration of Covenants, Easements and Restrictions for Alton (as amended and amended and restated from time to time, the "Declaration") has been or will be recorded among the Public Records of Palm Beach County, Florida, and shall govern all of the operations of a community to be known as Alton. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to:

5.1 Provide for the ownership, operation, maintenance and preservation of the Common Areas and Improvements thereon.

5.2 Perform the duties delegated to it in the Declaration.

5.3 Administer the interests of the Association and the Owners.

5.4 Promote the health, safety and welfare of the Owners.

6. Not-for-Profit. The Association is a Florida corporation not for profit and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in applicable law and the Declaration, have all powers, privileges, and duties allowed by law and/or which are reasonably necessary to discharge its obligations, including, without limitation, the following:

7.1 To perform all the duties and obligations of the Association as set forth in the Declaration, these Articles of Incorporation, and the By-Laws.

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles of Incorporation, the By-Laws, and the rules, covenants, conditions, restrictions, regulations, and/or agreements governing or binding the Association.

7.3 To operate and maintain any Areas of Common Responsibility.

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7.4 To fix, levy, collect and enforce payment by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Articles of Incorporation, and the By-Laws.

7.5 To pay all Common Expenses and Association expenses including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Areas or other property of the Association.

7.6 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association, except as limited by the Declaration.

7.7 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8 To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of, the Common Areas to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as it determines, subject only to requirements set forth in the Declaration, if any.

7.9 To participate in mergers and consolidations with other non-profit corporations organized for the same purpose.

7.10 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Alton, the Areas of Common Responsibility, Parcels and Residential Units as provided in the Declaration, and to effectuate all of the purposes for which the Association is organized.

7.11 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida that, as a homeowners' association, operates a community may, now or hereafter, have or exercise, including all powers under Chapters 617 and 720, Florida Statutes.

7.12 To employ personnel and retain independent contractors to contract for management of the Association, Alton and the Common Areas as provided in the Declaration, and to delegate in such contract all or any part of the powers and duties of the Association.

7.13 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, and Alton, as provided in the Declaration including, without limitation, telecommunication services, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on the Association to provide such services. Neither the Board of Directors of the Association nor any manager or management company hired or retained by the Board shall approve any contract with a contingency payment or payment provisions without the approval of the Members.

7.14 To establish committees and delegate certain of its functions to those committees.

7.15 To enter into agreements and/or contracts with the SFWMD under which the Association shall perform certain maintenance, management and/or other agreed-upon services for the SFWMD.

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7.16 To enter into agreements and/or contracts with NPBCID under which the Association may perform certain maintenance, management and/or other agreed-upon services with respect to certain improvements constructed within Alton by NPBCID.

The Board may employ for the Association a professional management agent or agents at a compensation established by the Board to perform such duties and services stated in these Articles of Incorporation as the Board shall authorize.

8. Association Lawsuits. The Board shall have no duty to bring suit against any party, and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. Members' Voting Rights. Each Parcel Owner, Additional Association and Declarant shall be a Member of the Association. The Members shall have the voting rights set forth in the Declaration and the By-Laws.

10. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) members. The current number of directors shall be three (3) Board members and have been appointed as stated in the By-Laws. The election of Directors by Members other than Declarant shall initially be held on the date Declarant no longer has the legal right pursuant to the Declaration to appoint Directors, and thereafter at the Annual Members Meeting. Directors shall be elected for a term expiring on the date of the next Annual Meeting. The names and addresses of the current members of the Board, who shall hold office until their successors are appointed or elected or otherwise removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rick Covell	701 S. Olive Avenue Suite 104 West Palm Beach, FL 33401
John Csapo	701 S. Olive Avenue Suite 104 West Palm Beach, FL 33401
James B. Traxinger	701 S. Olive Avenue Suite 104 West Palm Beach, FL 33401

11. Dissolution. In the event of a dissolution of the Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Alton for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Common Areas in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association its properties. In addition, if the Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

12. Duration. The Association's existence shall be perpetual.

13. Amendment(s).

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13.1 General Restrictions on Amendment(s). Notwithstanding any other provision herein to the contrary, no amendment to these Articles of Incorporation shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which consent may be withheld for any reason whatsoever. No amendment shall be effective until it is recorded among the Public Records.

13.2 Amendment(s) Prior to and Including the Expiration Date of the Class "B" Control Period. Prior to the expiration of the Class "B" Control Period, Declarant shall have the right to amend these Articles of Incorporation as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section 13.2 is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles of Incorporation prior to the expiration of the Class "B" Control Period, the Association must first obtain Declarant's prior written consent to any proposed amendment. After receiving Declarant's written consent to the proposed amendment, an amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendment after the expiration of the Class "B" Control Period. After approval of the amendment by the Board, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

13.3 Amendment(s) After the Expiration of the Class "B" Control Period. After the expiration of the Class "B" Control Period, but subject to the general restrictions of amendments set forth above, these Articles of Incorporation may be amended with (i) the approval of two-thirds percent (66-2/3%) of the Board and (ii) seventy-five percent (75%) of the votes present (in person and by proxy) at a duly called meeting of the Members in which there is a quorum. Notwithstanding the foregoing, these Articles of Incorporation may be amended after the expiration of the Class "B" Control Period by a two-thirds percent (66-2/3%) of the Board acting alone to change the number of directors on the Board. Such change shall not require the approval of the Members. Any change in the number of directors shall not take effect until the next Annual Members Meeting.

14. Limitations.

14.1 Declaration is Paramount. No amendment may be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

14.2 Rights of Declarant. There shall be no amendment to these Articles of Incorporation which shall abridge, reduce, amend, affect or modify the rights of Declarant.

14.3 By-Laws. These Articles of Incorporation shall not be amended in a manner that conflicts with the By-Laws adopted by the Association.

14.4 Amendment. Notwithstanding anything to the contrary herein, no amendment to these Articles of Incorporation shall be made which materially and adversely affects the Members' rights under these Articles without the written approval of seventy-five (75%) of the Members so affected.

15. Officers. The Board shall elect as President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the current Officers, who shall serve until their successors are elected by the Board are as follows:

Rick Covell	-	President
James B. Traxinger	-	Vice President/Treasurer
John Csapo	-	Secretary

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16. Indemnification of Officers and Directors. Membership shall be established effective immediately upon becoming an Owner; provided, however, that such new Member's rights shall not become effective until the new Member presents to the Association a recorded copy of the deed of conveyance or other muniment of title conveying the title to the Parcel or Residential Unit so conveyed, and such membership shall pass with title to the Unit in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Parcel or Residential Unit. Each and every Member shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles of Incorporation, the Declaration and the By-Laws of the Association, as amended from time to time.

17. Transactions in Which Directors or Officers are Interested Parties. No contract or transaction between the Association and any one (1) or more of its Directors and/or Officers or Declarant, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Officers and/or Directors is an officer, director, or employee, or is otherwise affiliated or holds an interest in such entity (whether or not legally recognized), shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officer's or Director's vote is counted for such purpose. No Director or Officer shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors or Officers shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction. Notwithstanding anything to the contrary in this Section 17, no such contract or transaction shall violate Section 720.303(12), Florida Statutes, which, among other things, prohibits the direct receipt by any director, officer or committee member of any homeowners' association of any salary or other compensation for the performance of his or her duties as a director, officer or committee member.

18. Incorporator.

The name and address of the Incorporator is as follows:

Rick Covell
701 S. Olive Avenue
Suite 104
West Palm Beach, FL 33401

19. Severability. Invalidation of any of the provisions of these Articles of Incorporation by judgment or court order shall in no way affect any other provision, and the remainder of these Articles of Incorporation shall thereafter remain in full force and effect.

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IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation as of the
27th day of January, 2014.


Rick Covell

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

ALTON PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA HAS NAMED CORPORATION SERVICE COMPANY,
WHOSE ADDRESS 1201 HAYS STREET, TALLAHASSEE, FLORIDA 32301, AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.
SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

ALTON PROPERTY OWNERS
ASSOCIATION, INC.


By: Rick Covell, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

Registered Agent:

Corporation Service Company

By: /s/ Carina Dunlap

Print Name: Carina Dunlap

Title: Asst. Vice President

Dated: January 27, 2014