

N 14000002090

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000257279750

03/05/14--01025--009 **70.00

2014 MAR -5 PM 1:32
Suffolk County, VA
Filing Office

2014 MAR -5 PM 1:32

2014 MAR -5 PM 1:40
Suffolk County, VA
Filing Office

2014 MAR -5 PM 1:40

APPROVED
AND
FILED

3/5/14

COVER LETTER

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

SUBJECT: KINGS POINT COALITION OF INDEPENDENT'S, 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: Karl Scheuerman
Name (Printed or typed)

660 East Jefferson St.
Address

Tallahassee, FL 32301
City, State & Zip

850-412-0306
Daytime Telephone number

kscheuerman@ssclawfirm.com
E-mail address; (to be used for future annual report notification)

RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA
MAR 11 2010

14 MAR -5 PM 1:40

APPROVED
AND
FILED

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

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
KINGS POINT COALITION OF INDEPENDENTS, INC.

14 MAR -5 PM 1:40

RECEIVED
14 MAR 1995
STATE
OF FLORIDA

ARTICLE 1 - NAME

The name of this Corporation is KINGS POINT COALITION OF INDEPENDENTS, INC., (hereinafter referred to as "Corporation" or "KPCOI").

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation, which office may be changed from time to time by the Board of Directors, shall be:

Kings Point Coalition of Independents, Inc.
7000 W. Atlantic Avenue
Delray Beach, Florida 33446

ARTICLE III - REGISTERED AGENT

The name and mailing address of the registered agent of the Corporation shall be:

Peter S. Sachs, Esquire
6111 Broken Sound Parkway NW
Suite 200
Boca Raton, Florida 33487

ARTICLE IV - PURPOSE AND POWERS OF THE CORPORATION

1. Nature of the Corporation. The Corporation does not contemplate pecuniary gain or profit to its Members. The specific purposes for which the Corporation is formed in accordance with Chapter 617, Florida Statutes, without limitation, are to promote the general welfare of the members of the Corporation, and to provide a not-for-profit Corporation by which its Members may interact with, participate in, and elect Board members and alternate Board members in Kings Point Recreation Corporation, Inc., the not-for-profit Corporation which operates and administers the recreation properties serving the residents of the Kings Point Community located in Delray Beach, Palm Beach County, Florida. The Corporation does not own or operate any property, real or personal, used in connection with any condominium, is not the entity responsible for the operation of any condominium, and has no authority to impose a lien on its members. The Corporation is a coalition of its Members, heretofore unincorporated, and known as

the Independents, which is made a Class A member in the Kings Point Recreation Corporation, Inc., and which has certain membership rights as more fully set forth in the Articles of Incorporation and Bylaws of Kings Point Recreation Corporation, Inc., and in related documents.

(2) For the foregoing purposes, this Corporation is empowered:

(a) to exercise all of the powers and privileges, and to perform all of the duties and obligations of the Corporation as set forth in these Articles of Incorporation and the Bylaws of the Corporation, as the same may be amended from time to time;

(b) to have and to exercise any and all powers, rights, and privileges as are necessary or convenient in the pursuit of the purposes of the Corporation, and to exercise all of the powers and duties of a not-for-profit corporation under Chapter 617, Florida Statutes;

(c) to adopt, alter, amend, and rescind rules and regulations from time to time regarding all aspects of its operations;

(d) to provide optional programs and services to its Members as may be determined by the Board of Directors;

(e) to sue or be sued.

(f) Any action or decision of the Board of Directors or the Membership may be accomplished by written consent or approval in lieu of a meeting.

ARTICLE V - MEMBERS; MEETINGS OF MEMBERS

1. The members of the Corporation are the following Corporations:

- (a) Seville Area Condominium Association, Inc.
- (b) Valencia Area Condominium Association, Inc.
- (c) Waterford Condominium Association, Inc.

The individual unit owners in the various condominiums which may be operated by the Members are not members in KPCOI.

2. Annual Meeting; Election of Board Members. There shall be an annual meeting of the Members on such date and at such time and location as may be directed by the Board of Directors, or in accordance with such procedures as may be provided in the Bylaws of the Corporation. Board members shall be

elected or designated in the manner provided in the Bylaws of the Corporation, or as may be determined by the Board of Directors.

3. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Corporation or other person authorized to call the meeting, by mailing a copy of the notice of meeting, postage prepaid, at least seven (7) days before the meeting, to the registered agent or President of each Member.

4. Quorum. The presence, either in person or by proxy, of two (2) Members entitled to cast votes shall constitute a quorum.

5. Voting. Each Member shall be entitled to cast one (1) unweighted vote on all matters properly coming before the membership.

6. Majority Vote. When a quorum is present at any meeting, the holders of a majority of the Members entitled to vote in person or by proxy shall decide any question brought before the meeting.

7. Meeting Procedure and Order of Business. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the Members. All Members meetings shall be conducted in accordance with the procedures set forth in these Articles of Incorporation, Bylaws, and in any rules of procedure which the Board of Directors may adopt. The Chairman may, for the sake of expedience, modify the procedures used for the conduct of a meeting.

ARTICLE VI - BOARD OF DIRECTORS; MEETINGS OF THE BOARD

1. The business and affairs of the Corporation shall be managed by a Board of Directors which shall be composed of a total of three (3) Board members. Each Member shall be entitled to elect or designate one (1) member of the Board of Directors as well as one (1) alternate Board of Directors member. The names and addresses of the persons who are to act in the capacity of the Initial Board of Directors, until their successors are elected or designated, or unless they sooner shall resign or otherwise vacate their position, or are removed, are:

- (a) Arthur Gelfand
117 Waterford - E
Delray Beach, Florida 33446
- (b) Evelyn Roche
212 Valencia - I
Delray Beach, Florida 33446

- (c) Eric Strauss
153 Seville-G
Delray Beach, Florida 33446

2. Meetings of the Board of Directors shall be called by the President upon such notice to the Board members as may be determined by the President, or as may be provided in the Bylaws or rules of procedure of the Corporation.

3. A quorum of the Board of Directors shall be deemed to exist when two (2) of the three (3) Board members are present.

4. Decisions shall be made by not less than a majority of the Board members entitled to vote on any matter coming before the Board of Directors at any meeting at which a quorum is present.

ARTICLE VII - OFFICERS

1. The Corporation shall be administered by such officers as may be designated in the Bylaws, who shall be elected or designated at the time and in the manner prescribed in the Bylaws. Officers shall serve for terms of one (1) year unless otherwise determined by the Board of Directors. The Corporation shall have as officers, a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may determine.

2. The initial President shall be Arthur Gelfand. The initial Secretary shall be Evelyn Roche. The initial Treasurer shall be Eric Strauss.

ARTICLE VIII - EXISTENCE

The Corporation shall exist in perpetuity. However, the Corporation may be dissolved in accordance with the laws of the State of Florida.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially adopted by the Board of Directors, and may be amended, altered, or rescinded in the manner provided in the Bylaws.

ARTICLE X - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended from time to time by the affirmative vote of not less than two (2) of the three (3) Members.

ARTICLE XI - INDEMNIFICATION

Every Board member, and every officer and committee member of the Corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Board member, Alternate member, officer, or committee member of the Corporation, whether or not he or she is a Board member, Alternate Board member, officer, or committee member at the time such expenses are incurred. The foregoing right of indemnification shall be reasonably construed and is provided in addition to and not exclusive of all other rights to which such Board member or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 5th day of March, 2014.

INCORPORATOR:

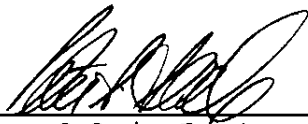


NAME: Karl M. Scheuerman, Esquire
660 East Jefferson St.
Tallahassee, Florida 32301

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KINGS POINT COALITION OF INDEPENDENTS, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 5th day of March, 2014.



NAME: Peter S. Sachs, Esquire
Registered Agent

STATE
OFFICE
9 03/05/14

14 MAR -5 PM 1:40

APPROVED
FILED

Registered Office:

6111 Broken Sound Parkway NW
Suite 200
Boca Raton, Florida 33487

Principal Corporation Office

7000 W. Atlantic Avenue
Delray Beach, Florida 33446