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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



D O'KEEFE

MAR 09 2018

# COVER LETTER

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

**SUBJECT:** INLET WATERS CONDOMINIUM ASSOCIATION, 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:** V. Claire Wyant-Cortez, Esquire  
\_\_\_\_\_  
Name (Printed or typed)

840 US Highway One, Suite 345  
\_\_\_\_\_  
Address

North Palm Beach, FL 33408  
\_\_\_\_\_  
City, State & Zip

561-627-0009  
\_\_\_\_\_  
Daytime Telephone number

claire@wyantcortez.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION OF THE INLET WATERS CONDOMINIUM  
ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1. NAME.** The name of the corporation shall be INLET WATERS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws"/

**ARTICLE 2. OFFICE.** The principal office and mailing address of the Association shall be at 177 North US Highway 1, #275, Tequesta, FL 33469, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3. PURPOSES AND POWERS.** The Association is empowered:

Sec. 3.01 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in North Palm Beach, Florida, and known as INLET WATERS CONDOMINIUM (the "Condominium").

Sec. 3.02 To manage, operate and administer INLET WATERS CONDOMINIUM, a Condominium, and to undertake the performance of, and to carry out the acts and duties incident to the administration of the Condominium under the terms, provisions, conditions and authorizations in the Declaration of Condominium ("Declaration").

Sec. 3.03 To make and collect Assessments and other charges against members of the Association as Unit Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties.

Sec. 3.04 To assume all of Developer's and/or its affiliates' responsibilities under the Existing Encumbrances and/or to the County and/or Town of Jupiter, and its governmental and quasi-governmental subdivisions and similar entities of any kind with respect to the Condominium Property (including, without limitation, any and all obligations imposed by any permits or approvals issued by the County and/or Town of Jupiter, all as same may be amended, modified or interpreted from time to time) and, in either such instance, the Association shall indemnify and hold Developer and its affiliates harmless with respect thereto in the event of the Association's failure to fulfill those responsibilities.

Sec. 3.05 To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.

Sec. 3.06 To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and/or Association Property, and other property acquired or leased by the Association.

Sec. 3.07 To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

Sec. 3.08 To borrow money and issue evidences of indebtedness to further any of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

Sec. 3.09 To carry out duties and obligations and receive benefits given by the Declaration.

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Sec. 3.10 To establish By-Laws and Rules and Regulations for the Association including, but not limited to, for the health, comfort, safety and welfare of the Unit Owners, which can be amended from time to time, which shall provide for Association's formal administration; and to enforce the Condominium Act, the Declaration, the By-Laws and the Rules and Regulations of Association.

Sec. 3.11 To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

Sec. 3.12 To exercise the common law and statutory powers and duties in Chapter 718, Florida Statutes ("Condominium Act") and the Declaration, each as amended from time to time and all other powers and duties reasonably necessary to operate the Condominium under its Declaration, as same may be amended from time to time.

Sec. 3.13 To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Condominium Property and Association Property.

Sec. 3.14 To contract for the management and maintenance of the Condominium Property and/or Association and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common Elements and Association Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, as amended from time to time, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

Sec. 3.15 To employ personnel to perform the services required for the proper operation of the Condominium and the Association Property.

Sec. 3.16 To execute all documents and consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Unit Owner, by acceptance of the deed to such Owner's Unit, and each mortgagee of a Unit, by acceptance of a lien on said Unit, appoints and designates the President of the Association as such Unit Owner's and mortgagee's agent and attorney-in-fact to execute, any and all such documents or consents.

**ARTICLE 4. DEFINITIONS.** The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

#### **ARTICLE 5. MEMBERS.**

Sec. 5.01 Each Unit Owner in the Condominium is automatically a Member of Association. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time.

Sec. 5.02 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 the Unit for which that share is held.

Sec. 5.03 Membership commences upon acquiring record title to a Unit as evidenced by recording of an instrument of conveyance in the Public Records of Palm Beach County, Florida or, as

provided in the Declaration, upon transfer of title upon the Member's death and membership terminates upon the divestment of title to said Unit.

Sec. 5.04 On all matters on which the membership may vote, there is only one (1) vote for each Unit, as the term is defined in the Declaration, exercised in the manner provided by the Declaration and the By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned.

Sec. 5.05 The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

Sec. 5.06 A Member's share in Association's funds and assets cannot be assigned, hypothecated, or transferred except as an appurtenance to the Unit.

**ARTICLE 6. EXISTENCE.** Association shall have perpetual existence.

**ARTICLE 7. INCORPORATOR.** The name and address of the Incorporator of this Corporation is:

Name	Address
LARRY WRIGHT	177 North US Highway #1, Suite 275 Tequesta, FL 33469

**ARTICLE 8. OFFICERS.** The Condominium and Association affairs shall be managed by a Board of Directors pursuant to the Association's By-Laws. The affairs of the Association shall be administered by the officers holding the offices designed in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	LARRY WRIGHT	177 North US Highway #1, Suite 275 Tequesta, FL 33469
Vice President	MICHAEL C. ANDERSON	177 North US Highway #1, Suite 275 Tequesta, FL 33469
Secretary/Treasurer	CAROL M. WRIGHT	177 North US Highway #1, Suite 275 Tequesta, FL 33469

**ARTICLE 9. DIRECTORS.**

Sec. 9.01 The property, business and affairs of the Association shall be managed by a board consisting of three (3) directors, unless the size of the Board is changed in the manner provided by the By-Laws. During Developer control, Directors need not be members of the Association and may be related by blood and/or marriage. After Developer turnover, Directors must be members of the Association and only one (1) individual per unit owned may be on the board at the same time.

Sec. 9.02 All of the duties and powers of the Association existing under the Condominium Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

Sec. 9.03 Directors of the Association shall be elected at the annual meeting of the members in the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

Sec. 9.04 The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

Sec. 9.05 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

LARRY WRIGHT	177 North US Highway #1, Suite 275 Tequesta, FL 33469
MICHAEL C. ANDERSON	177 North US Highway #1, Suite 275 Tequesta, FL 33469
CAROL M. WRIGHT	177 North US Highway #1, Suite 275 Tequesta, FL 33469

Sec. 9.06 A Director shall discharge his or her duties as a director, including any duties as a member of a Committee; in good faith; with the care an ordinary prudent persona in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interest of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if they performed the duties of his or her office in compliance with the foregoing standards.

**ARTICLE 10. AMENDMENTS TO ARTICLES.** These Articles may be amended in the same manner and subject to the same limitations as provided for the Association's Declaration of Condominium effective on the date of the amendment. No amendment may be made in conflict with the Condominium Act or the Declaration of Condominium. A copy of each amendment must be filed within twenty (20) days of adoption with the Secretary of State, under Florida law. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

**ARTICLE 11. BY-LAWS.** The By-Laws may be amended as provided in the Declaration, except no portion of the By-Laws may be altered, amended, or rescinded in a manner materially prejudicing rights of mortgagees holding mortgages encumbering Units in the Condominium, without their prior written consent.

## ARTICLE 12. INDEMNIFICATION.

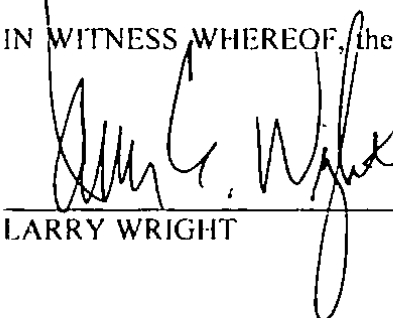
Sec. 12.01 Every Director and every Officer must be indemnified by Association and by each Member against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director(s) or Officer(s) in connection with any proceeding or any settlement thereof to which the Director(s) or Officer(s) may be a party, or in which the Director(s) or Officer(s) may become involved by reason of the Director(s) or Officer(s) being or having been a Director(s) or Officer(s), whether or not a Director(s) or Officer(s) at the time such expenses are incurred, except where in the Director(s) or Officer(s) is adjudged guilty of willful misconduct in the performance of such Director's or Officer's duty; provided that if a settlement occurs, the indemnification set forth herein applies only when Board, exclusive of any Director(s) seeking indemnification, approves such settlement and reimbursement as being in Association's best interest. The foregoing indemnification right is cumulative to the rights to which such Director(s) or Officer(s) otherwise may be entitled.

Sec. 12.02 The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his/her official capacity while holding such office or otherwise, and will continue as to a person who has ceased to be director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Sec. 12.03 Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of Association, or is or was serving at the request of Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance will cover any liability asserted against him/her which is enumerated in the policy and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not Association would have the power to indemnify him/her against such liability under this Article.

**ARTICLE 13. INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT.** The initial registered office of this corporation shall be located at 3896 Burns Road, Suite 101, Palm Beach Gardens, FL 33410. The initial registered agent at that address shall be DANIEL J. SHEPHERD, P.A.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 9th day of February, 2018.

  
\_\_\_\_\_  
LARRY WRIGHT

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
AND ACCEPTANCE BY REGISTERED AGENT**

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

First, that INLET WATERS CONDOMINIUM ASSOCIATION, INC. ("Association"), desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, the Association named in the said Articles has named DANIEL J. SHEPHERD, P.A. located at 3896 Burns Road, Suite 101, Palm Beach Gardens, FL 33410, as its statutory registered agent.

Having been named the statutory registered agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DANIEL J. SHEPHERD, P.A.

By: 

Daniel J. Shepherd, its President  
Registered Agent

Dated this 19 of February, 2018.

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