

Florida Department of State

Division of Corporations

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Division of Corporations
CHOEN, NORRIS, WOLMER, RAY, TELEPMAN & COHEN

SUBJECT: PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.
REF: W18000063591

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ENR Aud. #: H18000201416
Letter Number: 218A00014348

COVER LETTER

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

SUBJECT: PARADISE VILLAS MARINA 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: JOHN R. SHEPPARD, ESQ.

Name (Printed or typed)

712 U.S. HIGHWAY ONE, SUITE 400

Address

NORTH PALM BEACH, FL 33408

City, State & Zip

561-844-3600

Daytime Telephone number

JREMBaum@KBRLAW.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
PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC.**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit, under Chapter 617, Florida Statutes (2017), and certify as follows:

ARTICLE I

Name of Corporation

The name of the corporation is PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the "Association").

All initially capitalized terms used herein shall have such meaning as set out in the Declaration of Condominium of Paradise Villas Marina unless an alternative meaning is set out herein. The term "Condominium Act" shall refer to Chapter 718, Florida Statutes, in effect when the Declaration to which these Articles are an exhibit was recorded, unless otherwise provided.

ARTICLE II

Principal Place of Business

The principal place of business 108 Paradise Harbour Boulevard, Unit 108, North Palm Beach, FL 33408, and the mailing address is the same.

ARTICLE III

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (2017), for the creation and administration of PARADISE VILLAS MARINA CONDOMINIUM, and the terms defined in the to be prepared and ultimately recorded Declaration of Condominium thereof, to which these Articles of Incorporation will be attached, are incorporated herein by reference and made a part hereof.

2.2 The Association will make no distributions of income to its members, Directors or officers.

ARTICLE IV

Powers

The powers of the Association will include and be governed by the following provisions:

4.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the Condominium Act.

4.2 The Association will have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration of Condominium, as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the Condominium Property and improvements thereon and to cause such exterior maintenance and repairs to be performed as may be necessary.
- d. To purchase insurance for the Condominium Property and insurance for the protection of the Association and its members.
- e. To reconstruct improvements after casualty and to further improve the Condominium Property.
- f. To make and amend reasonable regulations respecting the use of the Condominium Property.
- g. To approve or disapprove the transfer, mortgaging and ownership of Dock Units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the Condominium Property.
- i. To contract for the management and operation of the Condominium.

j. To employ personnel to perform the services required for the proper management and operation of the Condominium.

k. To accept title to real property to be held for the benefit of the Association and its Dock Unit Owners, Unit Owners and members..

l. To be identified as the "Declarant/Developer" in a declaration of condominium for purposes of the creation and governance of a marina condominium and to take all such actions as reasonably necessary as related thereto.

4.3 All funds, except such portions thereof as are expended for the Common Expenses of the Condominium, and the titles of all properties, will be held in trust for the members of the Association in accordance with their respective interests under the Declaration of Condominium and in accordance with the provisions of these Articles of Incorporation and the to be drafted By-Laws of the Association.

4.4 Once recorded in the public records of Palm Beach County, the powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Condominium these Articles of Incorporation and the By-Laws of the Association.

ARTICLE V

Members

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

5.1 Until such time as the property to be administered by the Association and the improvements which may hereafter be constructed thereon are submitted to a plan of condominium ownership by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the subscribers to these Articles or other assigns, each of which subscribers or their assigns shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

5.2 After property administered by the Association has been submitted to condominium ownership, evidenced by the recordation of the Declaration of Condominium, the members of the Association will consist of all of the record owners of Dock Units in the Condominium and, in the event of termination of the Condominium, will consist of those Dock Unit Owners who were members at the time of such termination, their successors and assigns.

5.3 In order to be a member of the Association, the member must both (i) own a Unit in Paradise Villas Condominium whose Declaration of Condominium is recorded in the Official Records of Palm Beach County in Official Records Book 3292, Page 986

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and (ii) own a Dock Unit in the Paradise Villas Marina Condominium. Only deeds recorded in the Official Records of Palm Beach County shall be used to determine ownership of a Unit in Paradise Villas Condominium and of a Dock Unit in the Paradise Villas Marina Condominium.

Each prospective member of the Association must provide to the Association (i) a copy of their recorded deed evidencing Unit ownership in the Paradise Villas Condominium and (ii) a copy of their recorded deed evidencing Dock Unit ownership in the Paradise Villas Marina Condominium and, upon presentation of both deeds, shall be a member of the Association. Upon transfer of ownership of either (i) the Unit in Paradise Villas Condominium and/or (ii) the Dock Unit in the Paradise Villas Marina Condominium, membership in this Association is automatically fully terminated.

5.4 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 the Dock Unit.

5.5 The owner of each Dock Unit will be entitled to one vote as a member of the Association, subject to the manner of exercising voting rights as determined by the By-Laws of the Association.

ARTICLE VI

Directors

6.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws of the Association, but not less than three (3) Directors nor more than five (5) Directors; and in the absence of such determination, the Board will consist of three (3) Directors. Directors appointed by the Developer need not be members of the Association.

6.2 Directors of the Association will be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-Laws of the Association.

6.3 The first election of the Directors by members of the Association will be held as specified in the By-Laws. Directors named in these Articles will serve until the first election of Directors and any vacancies in their number occurring before the first election will be filled by appointment by the Developer.

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6.4 The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Thomas McElroy
108 Paradise Harbour Blvd., #W-102
North Palm Beach, FL 33408

Weston Springer
104 Paradise Harbour Blvd. #202
North Palm Beach, FL 33408

Eric Markisen
18 Commodore Place
Palm Beach Gardens, FL 33418

ARTICLE VII

Officers

The affairs of the Association will be administered by the Officers designated in the By-Laws of the Association. Said Officers will be elected by the Board of Directors at the annual meetings of the members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the Officers who will serve until their successors are designated are as follows:

President:	Thomas McElroy 108 Paradise Harbour Blvd., #W-102 North Palm Beach, FL 33408
Vice President/Treasurer	Eric Markisen 18 Commodore Place Palm Beach Gardens, FL 33418
Secretary:	Weston Springer 104 Paradise Harbour Blvd. #202 North Palm Beach, FL 33408

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ARTICLE VIII**Indemnification**

Every Director and every Officer of the Association will be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Association, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when a Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided that in the event of a settlement, the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX**By-Laws**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the affirmative vote of a majority of the Directors until ninety percent (90%) of the thirty-nine (39) boat slips have been conveyed to Unit Owners of the Paradise Villas Condominium. Thereafter, they may be altered, amended or rescinded at any duly called meeting of the Dock Unit Owners, provided:

a. Notice of the meeting shall contain a statement of the proposed amendment, which statement shall comply with Section 718.112, Florida Statutes, as amended from time to time.

b. The amendment shall be approved by the affirmative vote of the voting members casting not less than two-thirds (2/3) of the total votes of the Dock Unit Owners.

c. Said amendment shall be recorded and certified as required by the Condominium Act.

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ARTICLE X

Amendments

Amendments to the Articles of Incorporation will be proposed and adopted in the following manner:

A. Prior to ninety percent (90%) of the Dock Units being conveyed to Unit Owners in the Paradise Villas Condominium, these Articles of Incorporation may be altered, amended or rescinded by the affirmative vote of a majority of the Directors.

B. After ninety percent (90%) of the Dock Units being conveyed to Unit Owners in the Paradise Villas Condominium

10.1 Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors. Except as elsewhere provided, members may vote in person or by limited proxy. Such approvals may be by not less than two-thirds (2/3) of the entire membership of the Association.

10.3 Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing of all voting members and the joinder of all record owners of mortgages upon the Condominium Dock Units. No amendment will be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the Public Records of Palm Beach County, Florida.

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ARTICLE XI

Written Consent

For all matters for which a vote of the Board or the members is required, the vote may take place using the written consent in lieu of meeting process as set out in Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE XII

Term

The term of the Association will be perpetual.

ARTICLE XIII

Subscribers


The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Thomas McElroy
108 Paradise Harbour Blvd. #W-102
North Palm Beach, FL 33408


Weston Springer
104 Paradise Harbour Blvd., #202
North Palm Beach, FL 33408

Eric Markisen
18 Commodore Place
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 10th
day of July, 2018.


Print: Thomas McElroy

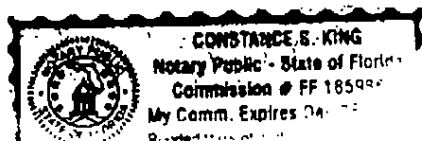

Print: Weston Springer


Print: Eric Markisen

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STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of July, 2018, by Thomas McElroy as President of Paradise Villas Marina Condominium Association, Inc., a Florida not-for-profit corporation, who is personally known to me or produced FLA Drivers license as identification and did not take an oath.

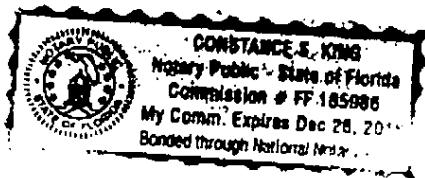


[Signature]
Notary Public, State of Florida

Constance S. King
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of July, 2018, by Weston Springer as Secretary of Paradise Villas Marina Condominium Association, Inc., a Florida not-for-profit corporation, who is personally known to me or produced FLA Drivers license as identification and did not take an oath.

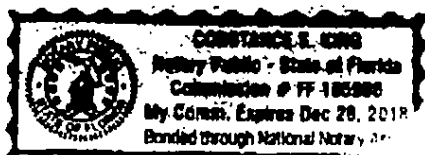


[Signature]
Notary Public, State of Florida

Constance S. King
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of July, 2018, by Eric Markisen as Treasurer Paradise Villas Marina Condominium Association, Inc., a Florida not-for-profit corporation, who is personally known to me or produced FLA Dr. license as identification and did not take an oath.



[Signature]
Notary Public, State of Florida

Constance King
Print Name of Notary Public
My Commission Expires:

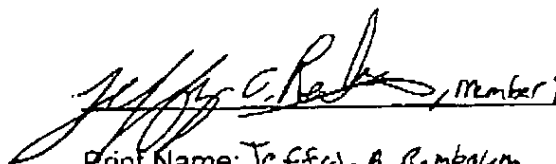
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR SERVICE
OF PROCESS WITHIN THIS STATE
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes (2017), the following is submitted in compliance therewith:

PARADISE VILLAS MARINA CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Kaye Bender Rembaum, P.L., located at 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064, County of Broward, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above named corporation at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

 member } authorized
Signature
Print Name: Jeffrey A. Rembaum