

N20000003925

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☐ PICK-UP

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☐ MAIL

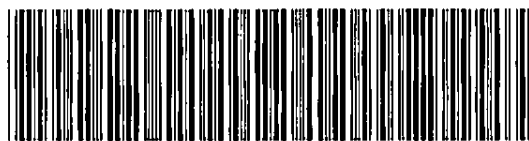
(Business Entity Name)

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N CULLIGAN

APR 9 2020

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

\_\_\_\_\_  
(OFFICE USE ONLY)

**Corporation Name & Document Number, (if known):**

1. Pines of Wellington, Parcel "C" Property Owners' Association, INC.

\_\_\_\_\_  
(Corporation Name)

\_\_\_\_\_  
Document #

2. \_\_\_\_\_

\_\_\_\_\_  
(Corporation Name)

\_\_\_\_\_  
Document #

☒ Walk in

\_\_\_\_ Pick up time \_\_\_\_\_

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\_\_\_\_ Photocopy

☒ Certified Copy

\_\_\_\_ **Certificate of Status**

**NEW FILINGS**

\_\_\_\_ Profit

\_\_\_\_ Not for Profit

\_\_\_\_ Limited Liability

\_\_\_\_ Domestication

☒ Other

**AMMENDMENTS**

\_\_\_\_ Amendment

\_\_\_\_ Resignation of R.A. Officer/Director

\_\_\_\_ Change of Registered Agent

\_\_\_\_ Dissolution/Withdrawal

\_\_\_\_ Merger

**OTHER FILINGS**

\_\_\_\_ Annual Report

\_\_\_\_ Fictitious Name

**REGISTRATION/QUALIFICATIONS**

\_\_\_\_ Foreign

\_\_\_\_ Limited Partnership

\_\_\_\_ Reinstatement

\_\_\_\_ Trademark

\_\_\_\_ APOSTIL \_\_\_\_\_

\_\_\_\_ Other

**COUNTRY**

**EXAMINER'S**

**INITIALS:** \_\_\_\_\_

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

**PINES OF WELLINGTON, PARCEL "C"  
PROPERTY OWNERS' ASSOCIATION, INC.**

**SUBJECT:** \_\_\_\_\_  
(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:** Matthew F. Lupardo, Esq.  
Name (Printed or typed)

685 Royal Palm Beach Boulevard, Suite 104  
Address

Royal Palm Beach, Florida 33411  
City, State & Zip

561-386-0396  
Daytime Telephone number

matthew@lupardolaw.com  
E-mail address: (to be used for future annual report notification)

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

FILED

2020 APR -8 AM 10:39

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
PINES OF WELLINGTON, PARCEL "C"  
PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a not for profit corporation under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME AND PRIMARY ADDRESS**

The name of the corporation shall be **PINES OF WELLINGTON, PARCEL "C" PROPERTY OWNERS' ASSOCIATION, INC.**, which is hereinafter referred to as the "POA". The principal place of business and mailing address of the POA shall be 675 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33414.

**ARTICLE II  
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the **DECLARATION OF COVENANTS FOR PINES OF WELLINGTON, PARCEL "C" PROPERTY OWNERS' ASSOCIATION, INC.** recorded (or to be recorded) in the Public Records of Palm Beach, Florida, as hereafter amended and/or supplemented from time to time (the "**Declaration**").

The POA is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The POA shall have the power to contract for the management of the POA and to delegate to the party with whom such contract has been entered into, or to a Member(s), any duties of the POA, except those which require specific approval of the Board of Directors or Members. In the case of such a delegation, the POA shall nevertheless remain responsible to any applicable governmental agencies for the ultimate performance of the duties so delegated, as it shall to the Members.

The POA 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 and the Declaration identified above. The POA shall also have all of the powers necessary to implement the purposes of the POA as set forth in the Declaration and to provide for the general health and welfare of its membership.

The definitions set forth in the Declaration are incorporated herein by this reference.

The POA shall have the authority and responsibility to care for, operate, maintain, repair, replace, alter, renovate, reconstruct, preserve, and protect any Shared Area and any improvement which is, or which becomes located within the POA property.

The POA shall have the authority and power to levy and collect assessments and special assessments upon all Owners and Members, and to adopt, promulgate and enforce rules and regulations governing the use of the Master Property.

The POA shall have the authority and responsibility and shall have the right to enforce, by proceeding at law or in equity, whether in an action for damages, injunctive relief or both, all covenants, conditions, restrictions, reservations, easements, charges and liens now or hereafter imposed. Any and all past due assessments, past due special assessments, costs and fees incurred shall become a recordable charge and continuing lien against the non-complying party's interest in the property as well as an individual and personal obligation of such breaching party.

The POA may enter into any legal contract and/or agreement with any governmental entity whether it be municipal, local, county, state or federal in nature.

### **ARTICLE III**

#### **MEMBERSHIP AND VOTING RIGHTS IN THE POA**

Section 1. Membership. Each Owner shall be a Member of the POA.

Section 2. Voting Rights. The Members of the POA shall have voting rights based on ownership. The voting rights allocation shall be conclusively applied to the Members as follows:

- a. Parcel C1 (c/k/a Main Mall)-65.47%
- b. Parcel C2 (c/k/a Professional Bldg. 1)-9.81%
- c. Parcel C3 (c/k/a "Checkers")-3.69%
- d. Parcel C4 (c/k/a "Boston Market")-5.28%
- e. Parcel C5 (c/k/a Professional Bldg. 2)-15.75%

Section 3. General Matters. When reference is made herein, or in the Articles, By-Laws, any Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof (*i.e.*, one for which proper notice has been given and at which a quorum exists) and not of the Members themselves, their Parcels or their available votes.

### **ARTICLE IV**

## **CORPORATE EXISTENCE**

The POA shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another POA or public agency having a similar purpose, and the Surface Water Management System shall be conveyed to an entity approved by the South Florida Water Management District.

## **ARTICLE V** **BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the POA shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as result from the process of selecting Directors as provided below. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

**Section 2. Original Board of Directors.** The names and addresses of the first Board of Directors of the POA, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Christopher Santamaria, President & Secretary & Director	675 Royal Palm Beach Boulevard Royal Palm Beach, Florida 33411
Jess R. Santamaria, Vice President & Director	675 Royal Palm Beach Boulevard Royal Palm Beach, Florida 33411
Victoria J. Santamaria, Treasurer & Director	675 Royal Palm Beach Boulevard Royal Palm Beach, Florida 33411

**Section 3. Election of Members of Board of Directors;Duration.** Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office until said directors will have been elected at the first annual meeting of Owners, or until said directors earlier resignation, removal from office or death. At the first annual meeting and at each annual meeting thereafter, Owners will elect directors (pursuant to their voting rights listed in Article III, Section 2. above) to hold office until the next annual meeting. Each director will hold office for a term for which said director is elected until said director's successor will have been elected, said director's prior resignation, said director's removal from office or death.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Officers Provided For. The POA shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the POA, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the POA. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

## **ARTICLE VII**

### **BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## **ARTICLE VIII**

### **AMENDMENTS AND PRIORITIES**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the POA for adoption or rejection by affirmative vote of 66-2/3% of the Members, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Address

Christopher Santamaria

675 Royal Palm Beach Boulevard

**ARTICLE X**  
**INDEMNIFICATION**

Section 1. The POA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the POA, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the POA, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the POA, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director or officer of the POA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The POA shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the POA, or is or was serving at the request of the POA as a director, officer. Such insurance shall cover any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the POA would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.



ARTICLE XI

REGISTERED AGENT

Until changed, Christopher Santamaria shall be the registered agent of the POA and the registered office shall be at 675 Royal Palm Beach Boulevard, Royal Palm Beach 33411.

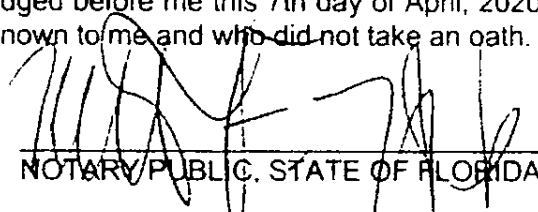
**IN WITNESS WHEREOF**, the aforesaid incorporator has hereunto set his hand this 7th day of April, 2020.



Christopher Santamaria

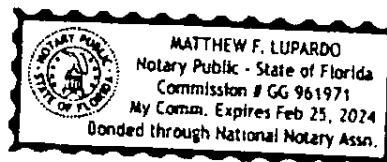
STATE OF FLORIDA                     )  
   )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 7th day of April, 2020, by Christopher Santamaria, who is personally known to me and who did not take an oath.



NOTARY PUBLIC, STATE OF FLORIDA

[Notary Seal]

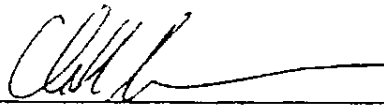


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at 675 Royal Palm Beach Boulevard, Royal Palm Beach Florida 33411, Palm Beach County, State of Florida, the corporation named in said articles has named Christopher Santamaria, at 675 Royal Palm Beach Boulevard, Royal Palm Beach 33411 as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the 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.

  
REGISTERED AGENT

Dated this 7th day of April, 2020

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FL