

wil

N20000004620

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

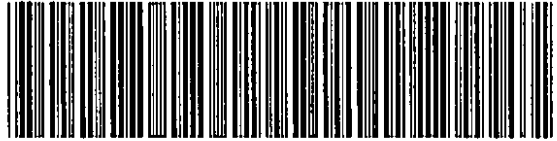
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400343410464

04/24/20--01016--014 **87.50

FILED
2020 APR 24 PM 1:29
CLERK OF STATE
TALLAHASSEE, FL



KEVIN G. PETERS, ESQ.
VALERIE J. PETERS, ESQ.
RACHEL C. LUCLARA, ESQ.

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

COVER LETTER

SUBJECT: Harbordale Townhouse 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: Kevin G. Peters, Esq.

Name (Printed or typed)

9900 Stirling Road, Suite 104

Address

Cooper City, Florida 33024

City, State & Zip

954-364-6284

Daytime Telephone number

kevin@petersandpeterspa.com

E-mail address: (to be used for future annual report notification)

FILED
2020 APR 24 PM 1:29
OFFICE OF STATE
TALLAHASSEE, FL

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

**ARTICLES OF INCORPORATION
OF
HARBORDALE TOWNHOUSE ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)**

FILED
2020 APR 24 PM 1:30
CLERK OF STATE
TALLAHASSEE FL

Pursuant to the provisions of Chapter 617 and Chapter 720 of the Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation for the purpose of forming a corporation not for profit:

PREAMBLE

COLE GROUP, LLC (the "Developer"), as the owner of certain real property located in Broward County, Florida (the "Property"), intends to execute and record a Declaration of Restrictions and Protective Covenants for Harbordale Townhouse Association (the "Declaration") which will affect all or a portion of the Property. One of the purposes for which this Corporation is being formed is to administer the Declaration and to perform the duties and exercise the powers pursuant thereto as and when the Declaration and these Articles are recorded in the Public Records of Broward County, Florida. As used herein, the term "Corporation" shall be the equivalent of the term "Association" as defined in the Declaration. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the Declaration.

**ARTICLE I
NAME**

The name of the corporation is HARBORDALE TOWNHOUSE ASSOCIATION, INC. hereinafter sometimes referred to as the "Association" or "Corporation". The principal place of business and the mailing address shall be 815 SE 14th Street, Fort Lauderdale, Florida 33316.

**ARTICLE II
REGISTERED AGENT**

The street address of the initial registered office of this corporation is 9900 Stirling Road, Suite 104, Cooper City, Florida 33024, and the name of the initial Registered Agent of this Corporation at such address is PETERS & PETERS, ATTORNEYS AT LAW, P.A. The Association may maintain offices and transact business on each other places as may from time to time be designated by the Board of Directors.

**ARTICLE III
EXISTENCE**

This Corporation shall commence on the date these Articles of Incorporation are filed with Secretary of State of Florida and shall have perpetual existence. In the event of dissolution of the Harbordale Townhouse Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Harbordale Townhouse Association shall be

conveyed to a similar homeowners association or public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Harbordale Townhouse Association and its properties in the place and stead of the dissolved Harbordale Townhouse Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Harbordale Townhouse Association and its properties.

ARTICLE IV **INCORPORATORS**

The names and addresses of the incorporators of this Corporation are as follows:

THE COLE GROUP, LLC.
6917 Collins Avenue, #412
Miami Beach, Florida 33141

ARTICLE V **PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential Living Units, Lots and Common Area and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For such purposes, the Association shall have and exercise the following authority and powers:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Property to be recorded in the Public Records of Broward County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference as if the same were set forth herein at length.

B. To fix, levy, collect and enforce payment by and lawful means of all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct or the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property or the Association.

C. With the assent of three-fourths (3/4) of the votes of each class of members who are voting in person or by proxy, at a duly called meeting at which a quorum is present, acquire (be gift, purchase, or otherwise), improve, build upon, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association.

D. To own, maintain, repair, replace, operate and convey the Harbordale Townhouse property in accordance with the Documents.

E. With the assent of three-fourths (3/4) of the votes of the total voting interests voting in person or by proxy at a duly called meeting at which a quorum is present, borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; provided, however, that the Association shall not need the approval of the members to borrow any amount less than \$25,000.00 or to secure said loan with property of the Association.

F. To make, establish, amend and enforce reasonable rules and regulations governing the use of the individual parcels and common areas of the Association.

G. To enforce by legal means the obligations of the Members and the provisions of the Association Governing Documents.

H. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including walls, fences, roofs, swimming pools, screened enclosures, glass enclosures, antenna, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Harbordale Townhouse property as well as any alteration, improvement, addition and (or change thereto, whether the same is owned by a Member or is considered to be a portion of the Common Area.

I. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Harbordale Townhouse property and to enter into any other agreements consistent with the purposes of the Harbordale Townhouse Association, including, but not limited to, agreements with respect to professional management of the Harbordale Townhouse property and to delegate to such professional manager certain powers and duties of the Association.

J. To enter into the Harbordale Townhouse Declaration and any amendments thereto and instruments referred to therein.

K. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4) of the vote of each class of members entitled to vote.

L. To have and to exercise any and all of the common law and statutory powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation Act by law may now or hereafter have or exercise, which are not in conflict with the terms of these Articles, the Declaration and the Bylaws.

M. Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of three-fourths (3/4) of the total voting interests (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit **other than for the following purposes:**

- (1) the collection of Assessments;
- (2) the collection of other charges which Owners are obligated to pay pursuant to the Harbordale Townhouse Documents;
- (3) the enforcement of any applicable use and occupancy restrictions contained in the Harbordale Townhouse Documents;
- (4) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Association Property or to Member(s); or
- (5) filing a compulsory counterclaim.

ARTICLE VI

MEMBERSHIP

The qualification of Members of Harbordale Townhouse, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. Until such time as the first deed of conveyance of a Lot from Declarant to an Owner is recorded amongst the Public Records of Broward County, Florida ("First Conveyance"), the membership of the Association shall be comprised solely of Declarant. Until the First Conveyance, Declarant shall be entitled to cast the one (1) and only vote on all matters requiring a vote of the membership.

B. Upon the First Conveyance, Declarant shall be a Member as to each of the remaining Lots until each such Lot is conveyed to another Owner, and thereupon and thereafter each and every Owner, including Declarant as to Lots owned by Declarant, shall be a Member and exercise all of the rights and privileges of a Member.

C. Membership in the Association for Owners other than the Declarant shall be established by the acquisition of ownership in fee simple title to a Lot as evidenced by the recording of an instrument of conveyance amongst the Public Records of the County. Where title to a Lot is acquired by conveyance from a party other than Declarant by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such Lot shall not be a Member unless or until such Owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Harbordale Townhouse Association.

ARTICLE VII

VOTING RIGHTS

A. The membership of the Association shall have voting rights, in relation to the class of membership, as follows:

Class A. Class A members, being all Owners, (with the exception of the Developer, provided that Class B membership continues to exist), shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be

members. The vote for such Lot shall be exercised as they determine, among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member, being the Developer, shall be entitled to three (3) votes for each Lot owned. The Class B membership shall commence upon the filing of the Declaration in the Public Records of Broward County, Florida, and shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur ("Turnover Date"):

- (1) Three (3) months after the conveyance of seventy-five percent (75%) of the Lots are deeded to homeowners; or
- (2) at such time as Declarant shall designate in writing to the Harbordale Townhouse Association.

On the Turnover Date, Class A Members, including Declarant, shall assume control of Harbordale Townhouse Association and elect not less than a majority of the Board.

B. The designation of different classes of membership are for purposes of establishing the number of votes applicable to certain Lots, and nothing herein shall be deemed to require voting solely by an individual class on any matter which requires the vote of the Members, unless otherwise specifically set forth in the Governing Documents.

C. No member may assign, hypothecate or transfer in any manner his or her membership in the Association except as an appurtenance to his or her Lot.

D. Any Member who conveys or loses title to a Lot by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member resulting from ownership of such Lot.

E. There shall be only one (1) vote for each Lot, except for the Class B Members as set forth herein. If there is more than one Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one person, such Members collectively shall be entitled to only one (1) vote. The vote of the Owners of a Lot owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners, or principals of the respective legal entity ("Voting Owner"), and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate.

Notwithstanding the foregoing provisions, whenever any Lot is owned by a married couple they may, but shall not be required to, designate a Voting Owner. In the event a certificate designating a Voting Owner is not filed by a married couple, the following provisions shall govern their right to vote:

(1) When both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.

(2) When only one (1) spouse is present at a meeting, the person present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.

(3) When neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Lot vote, when voting by Proxy is permitted.

F. A quorum shall consist of persons entitled to cast at least thirty percent (30%) of the total number of votes of the Members.

ARTICLE VIII **BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed and governed by a Board of three (3) directors. The directors shall be members of the Association, except that directors elected or appointed by the Developer prior to the Turnover Date need not be members of the Association. A majority of the directors in office shall constitute a quorum for the transaction of business.

B. The names and addresses of the persons who constitute the initial Board of Directors, until the selection and qualification of their successors, are:

BERNARDO D. BORGIA	1541 Lantana Drive Weston, FL 33326
RAFFI ANAC	2645 NE 207 Street Aventura, FL 33180
PAOLA PUSINERI	1541 Lantana Drive Weston, FL 33326

C. The initial Board of Directors herein designated shall serve until the election of the Board of Directors at the first annual membership meeting after Class B membership has ceased and been converted to Class A membership, at which time the Board or the members shall elect the appropriate number of directors in accordance with the Bylaws.

D. The Board shall continue to be so designated and elected at each subsequent "Annual Members' Meeting" (as defined in the Bylaws).

FILED
2020 APR 24 PM 1:30
CLERK OF DISTRICT COURT
TALLAHASSEE, FL

E. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws, however any director appointed by the Developer may only be removed by the Developer, and any vacancy on the Board shall be filled by the Developer if, at the time such vacancy is to be filled, the Developer is entitled to appoint the directors.

F. Until the Class B membership ceases to exist, the Developer shall have the right to appoint all of the directors. Thereafter, the Developer shall have the right to appoint one (1) director so long as the Developer owns any lot in the Property. The Developer may waive its right to appoint one or more directors by written notice to the Association, and thereafter directors shall be elected by the members.

ARTICLE IX **OFFICERS**

Subject to the discretion of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the Bylaws, who shall serve at the pleasure of the Board of Directors. Said officers shall be members of the Association, except that officers elected or appointed by the Developer need not be members of the Association. The name and address of the officers, who shall serve until their successors are designated by the Board of Directors are:

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
BERNARDO D. BORGIA President	1541 Lantana Drive Weston, FL 33326
RAFFI ANAC Vice President	2645 NE 207 Street Aventura, FL 33180
PAOLA PUSINERI Secretary/Treasurer	1541 Lantana Drive Weston, FL 33326

FILED
2020 APR 24 PM 1:30
CLERK OF DISTRICT COURT
TALLAHASSEE, FL

The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. However, only Officers / Directors elected by the membership are entitled to vote on matters before the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer be held by the same person.

ARTICLE X **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. The Association hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, brought to impose a liability

or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise in which he or she served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred, and whether such director or officer acted in good faith and a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding. In the event that all the directors were parties to such action, suit or proceeding, such determination shall be made by the members of the Association by a majority vote of a quorum.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XI

BYLAWS

The Bylaws of this Corporation shall initially be made and adopted by the first Board of Directors and recorded among the Public Records of Broward County, Florida. The Bylaws may be altered, amended or rescinded at any duly called meetings of the members of the Association in the manner provided for in the Bylaws. No amendment shall change the rights and privileges of the Developer without its written approval.

ARTICLE XII

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Prior to the First Conveyance, these Articles may be amended only by an instrument in writing signed by the incorporator of these Articles and filed in the Office of the Secretary of State of the State of Florida.

B. After the First Conveyance, and prior to the Turnover Date, these Articles may be amended solely by a majority vote of the Board, without the prior written consent of the members, at a duly called meeting of the Board.

C. After the Turnover Date, these Articles may be amended in the following manner:

1. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings.

3. At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the total voting interests present at such meeting.

D. Notwithstanding any provisions of this Article XIII to the contrary, these Articles shall not be amended in any manner which shall prejudice the rights of: (i) Declarant, without the prior written consent thereto by Declarant, for so long as Declarant holds either a leasehold interest in or title to at least one (1) Lot; and (ii) any "Institutional Mortgagee" (as such term is defined in the Harbordale Townhouse Declaration) without the prior written consent of such Institutional Mortgagee.

E. Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the Public Records of Broward County, Florida.

----- REMAINDER OF PAGE INTENTIONALLY LEFT BLANK -----

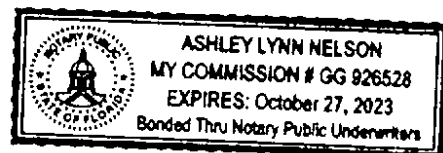
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation on the dates hereinafter set forth.


BERNARDO D. BORGIA MIGUEZ

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 16th day of April, 2020, by BERNARDO D. BORGIA MIGUEZ who are/is personally known to me or who produced Driver's License as identification and who did/did not take an oath.


NOTARY PUBLIC



FILED
2020 APR 24 PM 1:30
CLERK OF STATE
TALLAHASSEE, FL

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 16th day of April, 2020

PETERS & PETERS, ATTORNEYS AT LAW, P.A.

By: 

Kevin Peters, Esq., Partner

2020 APR 24 PM 1:30
CLERK OF STATE
TALLAHASSEE, FL

FILED