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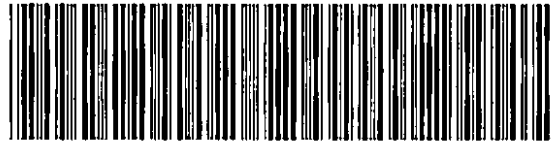
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2020 SEP 25 AM 11:10
CLERK OF COURT
TALLAHASSEE, FL 32301

COVER LETTER

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

SUBJECT: Ocean One Homeowners 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: Sherry L. Hyman, Esquire

Name (Printed or typed)

3535 Military Trail, Suite 101

Address

Jupiter, FL 33458

City, State & Zip

561-744-7231

Daytime Telephone number

slhyman@slhymanlaw.com

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

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

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TALLAHASSEE, FL
SEP 25 2020

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**ARTICLES OF INCORPORATION OF
OCEAN ONE HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

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2020 SEP 25 PM 11:10
JUPITER, FL 33458
CLERK OF DISTRICT COURT

In order to form a corporation not-for-profit, under and in accordance with Chapter 617 (the "Florida Not For Profit Corporation Act") and Chapter 720 (the "Homeowners' Association Act") of the Florida Statutes, as same may be amended from time to time, we, the undersigned hereby associate ourselves into a corporation not-for-profit, for the purpose and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

ARTICLE I

NAME

1. **Name.** The name of this corporation shall be OCEAN ONE HOMEOWNERS ASSOCIATION, INC. (the "Association"). The initial address of the Association shall be 3535 Military Trail, Suite 101, Jupiter, FL 33458.
2. **Definitions.** The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Ocean One (the "Declaration").

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a not-for-profit organization in protecting the value of the property of the Members of the Association, 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 which is to be recorded in the Public Records of Palm Beach County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in other such lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

1. **Common Law and Statutory Powers.** The Association 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, the Declaration, or the By-Laws of the Association.
2. **Necessary Powers.** The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Properties pursuant to the Declaration, including, but not limited to the following:

- 2.1 To make and collect assessments against Members to defray the costs and expenses of the Association Property.
- 2.2 To use the proceeds of assessments in the exercise of its powers and duties.
- 2.3 To own, maintain, repair, replace, operate and convey the property of the Association in accordance with the Declaration.
- 2.4 To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members and its Board members, in the amounts required by the Declaration.
- 2.5 To dedicate or to transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than a majority of the total Members.
- 2.6 To reconstruct the improvements on the Association's property after casualty, and to further improve the Association's Properties, as provided in the Declaration.
- 2.7 To make and amend reasonable rules and regulations regarding the use of the Properties.
- 2.8 To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board or the Members.
- 2.9 To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association property.
- 2.10 To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Association's property as same may be promulgated, modified or amended from time to time by the Association.
- 2.11 To pay taxes and assessments, which are liens against any part of the Association's property.
- 2.12 To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the property of the Association.
- 2.13 To enter any Lot and Unit at a reasonable time and upon reasonable notice to make emergency repairs, to avoid waste, or to do such other work reasonably necessary for the proper protection, preservation or maintenance of Association property, but such right or authority shall not be exercised in an arbitrary or capricious manner.
- 2.14 To grant such permits, licenses, and assessments over the Common Areas for utilities, roads, and other purposes reasonably necessary or useful for the proper maintenance or operation of the common areas.
- 2.15 To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.
- 2.16 To enter a Lot or Unit to perform any required maintenance or repairs in the event that the Unit Owner fails to do so after reasonable notice from the Association, and to charge all costs of said maintenance and repairs to the Unit as an Assessment.

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JACKSONVILLE, FLORIDA

3. Funds and Title to Properties. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

ARTICLE IV

MEMBERS

1. Members. The members of the Association shall consist of all of the record owners of the Lots.
2. Change of Membership. Change of membership in the Association shall be established by recording in the public records of the County, a deed or other instrument establishing a record title to a Lot, and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated as of the date of execution of such instrument.
3. Transfer of Membership. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of title of his Lot.
4. Voting. The owner of each Lot shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by the Unit Owners and the manner of exercising voting rights, shall be determined by the By-Laws; subject, however, to the terms and conditions of the Declaration.

ARTICLE V

TERM

The term for which the Association is to exist shall be perpetual.

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Frankel	3535 Military Trail, Suite 101 Jupiter, FL 33458
Michael Civitella	3535 Military Trail, Suite 101 Jupiter, FL 33458
Jena Douglas	3535 Military Trail, Suite 101 Jupiter, FL 33458

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ARTICLE VII

OFFICERS

1. Officers. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.
2. Election of Officers. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers, as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the Annual Member's Meeting; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner as provided in the By-Laws. All officers shall be a Director of the Association and a Member of the Association. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary. Until the Transfer Date, the Developer shall have the right to approve all of the officers elected. The following persons shall serve as the initial officers:

President	Thomas Frankel
Vice President	Michael Civitella
Secretary	Jena Douglas
Treasurer	Jena Douglas

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ARTICLE VIII

BOARD OF DIRECTORS

1. Directors. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) Directors. The number of Directors on the Board until the Transfer Date shall be three (3). Thereafter, the number of Directors shall be not less than three (3) nor more than five (5). The exact number of Directors shall be determined by the Board prior to the Annual Members Meeting, but if no determination is made, the number of Directors shall remain the same as the previous year. After the Developer elects to divest itself of control of the Association, Directors must be members of the Association.
2. Term of Directors. The term served by the Directors shall be set forth in the By-Laws.
3. Election of Directors. Directors of the Association shall be elected at the Annual Members Meeting in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws and/or Florida law.
4. Transfer Date. The first election of Directors by the Members shall not be held until 120 days after the Developer has closed the sale of 90% of the Units contemplated under the General Plan of Development, or until the Developer elects to terminate control of the Association, whichever shall first occur. The Directors named as the first Board, including any replacement members, shall serve until the first election of Directors by the Members, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5. The names and addresses of the persons who are to serve as the first Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Frankel	3535 Military Trail, Suite 101 Jupiter, FL 33458
Michael Civitella	3535 Military Trail, Suite 101 Jupiter, FL 33458
Jena Douglas	3535 Military Trail, Suite 101 Jupiter, FL 33458

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JUPITER, FL

ARTICLE IX

INDEMNIFICATION

Every Director, Committee member, and officer of the Association (and the Directors, Committee members and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including legal fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by and imposed upon him/her or them in connection with any proceeding, litigation or settlement in which he/she may become involved by reason of being or having been a Director, Committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he/she is a Director, Committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, Committee member or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performing of his/her duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, Committee member, or officer may be entitled whether by statute or common law.

ARTICLE X

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration, and provided further, that no amendment, alteration or rescission may be made which adversely affects the rights and privileges of any Institutional First Mortgagee, without the prior written consent of the Institutional Mortgagee so affected, and provided further that until the Transfer Date, no amendments, alterations or rescissions of the By-Laws shall be effective unless the Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter, or rescind the By-Laws contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

AMENDMENTS

1. Amendments Prior to Recording. Prior to the recording of the Declaration amongst the public records of the County, these Articles may be amended only by an instrument in writing signed by all of the Incorporators to these Articles and filed in the office of the Secretary of State of the State of Florida.

The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendments, and a certified copy of each such amendment shall always be attached to any certified copy of these Articles.

2. Amendments After Recording. After the recording of the Declaration amongst the public records of the County, these Articles may be amended in the following manner:

2.1 Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership) at which such proposed amendment is to be considered; and,

2.2 A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by the approval, either by written consent or by a vote at a members meeting, of a majority of all Unit Owners, and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

3. Amendment by Reference to Title. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead a notation must be inserted immediately preceding the proposed amendment in substantially the following language:

"Substantial rewording of Article. See Article _____ for present text."

Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

4. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional First Mortgagee, or the validity of any mortgage held by such Institutional First Mortgagee, without the prior written consent by such Mortgagee.

5. Developer. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate, to select, or to approve the selection of the Directors as provided in the Declaration and By-Laws, without the prior written consent of the Developer.

[Signatures appear on the following page]

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COUNTY OF LOS ANGELES

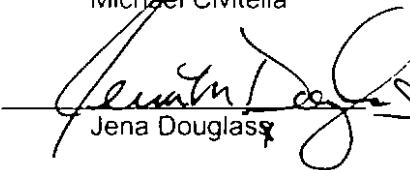
IN WITNESS WHEREOF, the Incorporators have affixed their signatures, this 21st day of September, 2020.



Thomas Frankel



Michael Civitella



Jena Douglass

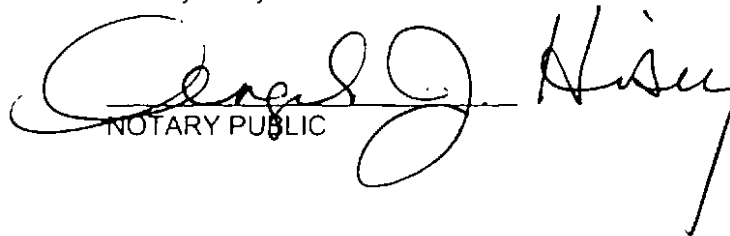
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Physical Presence: [x] or Online Notarization: [], this 21st day of September, 2020, by **Thomas Frankel, Michael Civitella, and Jena Douglass**. They are personally known to me or produced drivers license as identification.

WITNESS my hand and seal the day and year last above written.



Angela J. Hisey
Comm. # GG384957
Expires: October 19, 2023
Bonded Thru Aaron Notary



NOTARY PUBLIC

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CLERK OF CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA

**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, in the County of Palm Beach, State of Florida, the Association named in the said Articles has named the Law Office of Sherry L. Hyman located at: 3535 Military Trail, Suite 101, Jupiter, Florida 33458, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and 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

Law Office of Sherry L. Hyman

By:

Sherry L. Hyman, President

DATED this 21 day of Sept, 2020

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