

122000005109

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

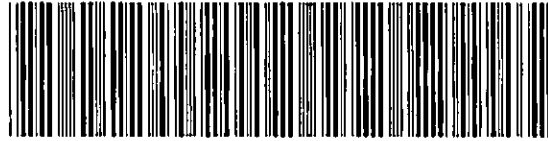
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300387923773

05/18/22--01005--017 \*\*70.00

FILED

2022 MAY 18 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

2022 MAY 18 PM 2:22

RECORDS & COMMUNICATIONS OFFICE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ELAINE TOWNHOMES PROPERTY

OWNERS' ASSOCIATION, INC.

- 2022 MAY 18 PM 3:01  
FILED  
CLERK OF SUPERIOR COURT  
JANICE L. BROWN, CLERK
- ☒ Art of Inc. File \_\_\_\_\_
  - ☐ LTD Partnership File \_\_\_\_\_
  - ☐ Foreign Corp. File \_\_\_\_\_
  - ☐ L.C. File \_\_\_\_\_
  - ☐ Fictitious Name File \_\_\_\_\_
  - ☐ Trade/Service Mark \_\_\_\_\_
  - ☐ Merger File \_\_\_\_\_
  - ☐ Art. of Amend. File \_\_\_\_\_
  - ☐ RA Resignation \_\_\_\_\_
  - ☐ Dissolution / Withdrawal \_\_\_\_\_
  - ☐ Annual Report / Reinstatement \_\_\_\_\_
  - ☐ Cert. Copy \_\_\_\_\_
  - ☒ Photo Copy \_\_\_\_\_
  - ☐ Certificate of Good Standing \_\_\_\_\_
  - ☐ Certificate of Status \_\_\_\_\_
  - ☐ Certificate of Fictitious Name \_\_\_\_\_
  - ☐ Corp Record Search \_\_\_\_\_
  - ☐ Officer Search \_\_\_\_\_
  - ☐ Fictitious Search \_\_\_\_\_
  - ☐ Fictitious Owner Search \_\_\_\_\_
  - ☐ Vehicle Search \_\_\_\_\_
  - ☐ Driving Record \_\_\_\_\_
  - ☐ UCC 1 or 3 File \_\_\_\_\_
  - ☐ UCC 11 Search \_\_\_\_\_
  - ☐ UCC 11 Retrieval \_\_\_\_\_
  - ☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: BA

5/18/22

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**ELAINE TOWNHOMES PROPERTY OWNERS' ASSOCIATION, INC.**

FILED  
2022 MAY 18 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation shall be Elaine Townhomes Property Owners' Association, Inc. The principal address of the corporation is 7741 N Military Trail, Suite 1, Palm Beach Gardens, FL 33410. For convenience, the corporation shall be referred to in this instrument as the "Owners' Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Owners' Association as the "Bylaws".

**ARTICLE II**

**PURPOSES AND POWERS**

2.1 Objects and Purposes. The objects and purposes of the Owners' Association are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions, Conditions and Easements for Elaine Townhomes, recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and/or supplemented from time to time (the "Elaine Townhomes Declaration"). The further objects and purposes of the Owners' Association are to preserve the values and amenities in the Properties, as the same are defined in the Elaine Townhomes Declaration, and to maintain the Areas of Common Responsibility thereof for the benefit of the Members of the Owners' Association. The definitions contained in the Elaine Townhomes Declaration shall apply to these Articles.

2.2 Not for Profit. The Owners' Association 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. Upon dissolution, all assets of the Owners' Association shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

2.3 The powers of the Owners' Association shall include and be governed by the following:

2.3.1 General. The Owners' Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Elaine Townhomes Declaration, or the Bylaws.

2.3.2 Enumeration. The Owners' Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the Bylaws and the Elaine Townhomes Declaration, and all of the powers and duties reasonably necessary to operate the Owners' Association pursuant to the Elaine Townhomes Declaration, and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against Members, Owners and any Homeowner Association and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Areas of Common Responsibility, and other property acquired or leased by the Owners' Association.
- (d) To purchase insurance upon the Areas of Common Responsibility and insurance for the protection of the Owners' Association, its officers, directors and Members.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Areas of Common Responsibility and for the health, comfort, safety and welfare of the Members.
- (f) To enforce by legal means the provisions of the Elaine Townhomes Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Areas of Common Responsibility, subject, however, to the limitation regarding assessing Lots, Units or Residential Land owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Elaine Townhomes Declaration and/or Bylaws.
- (g) To contract for the management and maintenance of the Areas of Common Responsibility and to authorize a management agent (which may be an affiliate of the Developer) to assist the Owners' 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

FILED  
2022 MAY 18 PM 3:02  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

replacement of the Areas of Common Responsibility with such funds as shall be made available by the Owners' Association for such purposes. The Owners' Association and its officers shall, however, retain at all times the powers and duties granted by the Elaine Townhomes Declaration, Bylaws and these Articles, including, but not limited to, the levy and collection of Assessments, promulgation of rules and execution of contracts on behalf of the Owners' Association.

- (h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Areas of Common Responsibility.

### ARTICLE III

#### MEMBERS

The Members of the Owners' Association shall be as set forth in the Elaine Townhomes Declaration and the Bylaws of the Owners' Association.

### ARTICLE IV

#### CORPORATE EXISTENCE

The Owners' Association shall have perpetual existence.

### ARTICLE V

#### BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Owners' Association shall be managed by a Board of Directors, consisting of the number of Directors determined in the manner provided in the By-Laws, but which shall consist of not less than three (3) directors and which shall always be an odd number. During Developer control, Directors need not be Members of the Owners' Association; provided however, upon turnover, all Directors, other than Developer appointees, shall be Members. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 5.2. Original Board of Directors. The names and addresses of the first Board of Directors of the Owners' Association, who shall hold office until their qualified successors are duly

FILED  
2022 MAY 18 PM 3:02  
CLERK OF SUPERIOR COURT  
JULIA A. HARRIS

elected and have taken office as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Stuart Hankin	PO Box 18050 West Palm Beach FL 33416
Martina Nunez	PO Box 18050 West Palm Beach FL 33416
Christopher Bache	PO Box 18050 West Palm Beach FL 33416

FILED  
2022 MAY 18 PM 3:02  
CLERK OF DISTRICT COURT  
PALM BEACH COUNTY, FLORIDA

Section 5.3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Owners' Association at the annual meeting of the membership as provided by the Bylaws of the Owners' Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors.

Section 5.4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5. Vacancies. If a director so elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

Section 5.6. Term of Developer's Directors. The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the Bylaws.

## ARTICLE VI

### OFFICERS

Section 6.1. Officers Provided For. The Owners' Association shall have a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 6.2. The affairs of the Owners' Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Owners' Association at its first meeting following the annual meeting of the Members of the Owners' Association and shall serve at the pleasure of the Board of Directors. The Bylaws 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:

**Name and Office:**

**Addresses:**

<u>Name</u>	<u>Address</u>
President: Martina Nunez	PO Box 18050 West Palm Beach FL 33416
Treasurer: Martina Nunez	PO Box 18050 West Palm Beach FL 33416
Secretary: Martina Nunez	PO Box 18050 West Palm Beach FL 33416

FILED  
2022 MAY 18 PM 3:02  
CLERK OF DISTRICT COURT

**ARTICLE VII**

**BYLAWS**

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

**ARTICLE VIII**

**AMENDMENTS AND PRIORITIES**

Section 8.1. 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 Owners' Association for adoption (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

Section 8.2. Limitation. No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or any affiliate, successor or assign of the Developer, unless the Developer shall join in the execution of the amendment.

Section 8.3. Developer Amendments. The Developer may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration allowing certain amendments to be affected by the Developer alone.

Section 8.4. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Elaine Townhomes Declaration, the Elaine Townhomes Declaration shall control.

## ARTICLE IX

### INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael E. Boutzoukas	c/o GrayRobinson PA 401 E. Jackson Street, Suite 2700 Tampa, FL 33602

FILED  
2022 MAY 16 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

## ARTICLE X

### INDEMNIFICATION

Section 10.1. Indemnity. The Owners' Association 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, employee, officer or agent of the Owners' Association, against 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 Owners' Association, 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 Owners' Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 10.2. Expenses. To the extent that a director, officer, employee or agent of the Owners' Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 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 10.3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Owners' Association in advance of the final disposition of such action,



suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Owners' Association as authorized in this Article.

Section 10.4. Miscellaneous. 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, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.5. Insurance. The Owners' Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Owners' Association, or is or was serving at the request of the Owners' Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against 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 Owners' Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 10.6. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

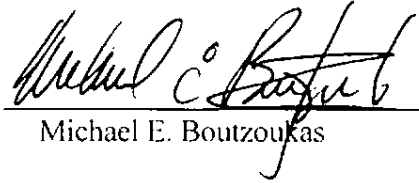
## ARTICLE XI

### REGISTERED AGENT

The initial registered office of this corporation shall be at Michael E. Boutzoukas, Esq. c/o GrayRobinson, P.A., 401 E. Jackson Street, Suite 2700, Tampa, FL 33602, with the privilege of having its office and branch offices at other places within or without the State of Florida.

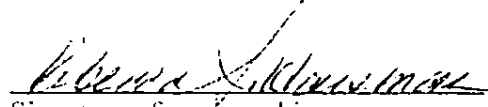
FILED  
2022 MAY 18 PM 3:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set its hand this 17<sup>th</sup> day of May 2022.

  
Michael E. Boutzoukas

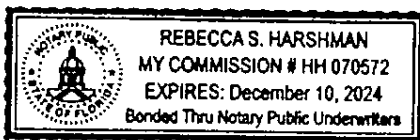
STATE OF FLORIDA           )  
  )       SS.                               (SEAL)  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me ☒ by personal appearance or ☐ by online notarization, this 17<sup>th</sup> day of May 2022, by Michael E. Boutzoukas. He is personally known to me or produced \_\_\_\_\_ as identification.

  
Signature of person taking  
acknowledgment

Rebecca S Harshman  
Name typed, printed or stamped

My commission expires:



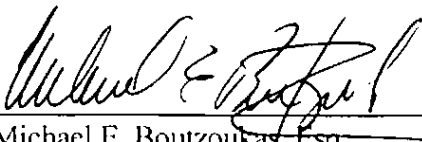
FILED  
2022 MAY 18 PM 3:02  
SECOND JURY OF STATE  
TALLAHASSEE, FLORIDA

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

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

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 corporation named in said articles has named Michael E. Boutzoukas, Esq., located at GrayRobinson, P.A., 401 E. Jackson Street, Suite 2700, Tampa, FL 33602 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.

  
\_\_\_\_\_  
Michael E. Boutzoukas, Esq.  
Registered Agent  
Dated this 17<sup>th</sup> day of May 2022.

CLERK OF STATE  
TALLAHASSEE, FLORIDA

2022 MAY 18 PM 3:02

FILED

This instrument was prepared by:

Michael E. Boutzoukas, Esq.  
GrayRobinson, P.A.  
401 E. Jackson Street, Suite 2700  
Tampa, FL 33602