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(Requestor's Name)

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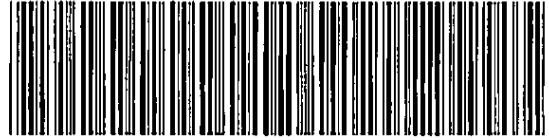
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION
2025 DEC 12 PM 4:16

COVER LETTER

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

SUBJECT: Westlake Town Center West Property Owners 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

#09656

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cherry, Edgar & Smith, P.A / Charles W. Edgar, III

Name (Printed or typed)

8409 N. Military Trail, Suite 123

Address

Palm Beach Gardens, FL 33410

City, State & Zip

561-471-7767

Daytime Telephone number

CEdgar@cherryedgarlaw.com

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

**ARTICLES OF INCORPORATION
OF
WESTLAKE TOWN CENTER WEST 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 the **WESTLAKE TOWN CENTER WEST PROPERTY OWNERS' ASSOCIATION, INC.**, which is hereinafter referred to as the "**POA**". The initial address of the POA shall be 4400 W. Sample Road, Suite 200, Pompano Beach, FL 33073-3473.

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 Westlake Town Center West, 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 capitalized terms used but not defined herein shall have the meanings given them in 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.

FILED
SECRETARY OF STATE
JAN 11 2024
TALLAHASSEE, FLORIDA

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

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS IN THE POA

Section 1. Membership. Each Owner shall be a Member of the POA, provided that where there is a condominium, homeowners' or similar association in which membership is mandatory for Owners, such association shall be the Member in lieu and on behalf of all such Owners.

Section 2. Voting Rights. The Members of the POA shall have the votes allocated to their Parcels by the Declaration.

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:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 2013
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
<u>John Carter, President</u>	<u>16604 Town Center Parkway North</u> <u>Westlake, Florida 33470</u>
<u>Zane Beard, Vice President</u>	<u>16604 Town Center Parkway North</u> <u>Westlake, Florida 33470</u>
<u>Leolani Geevers, Secretary</u>	<u>16604 Town Center Parkway North</u> <u>Westlake, Florida 33470</u>

Section 3. Appointment; Election of Members of Board of Directors. Each Owner of a Parcel shall designate one (1) natural person to serve on the Board of Directors. In the event that such process results in an even number of directors, an additional Director shall be elected by a plurality of the vote of all Members at the annual meeting thereof as provided in the By-Laws.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until replaced as provided in the By-Laws.

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.

FILED
SECRETARY OF STATE
DIVISION OF
CORPORATIONS
JAN 10 2015
TALLAHASSEE, FLORIDA

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

Charles W. Edgar, III

Cherry, Edgar & Smith, P.A.
8409 N. Military Trail, Suite 123
Palm Beach Gardens, FL 33410

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, employee, officer or agent 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

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JAN 17 2017
PALM BEACH GARDENS, FL

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, officer, employee or agent 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, officer, employee or agent 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, officer, employee or agent of the POA, or is or was serving at the request of the POA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. 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.

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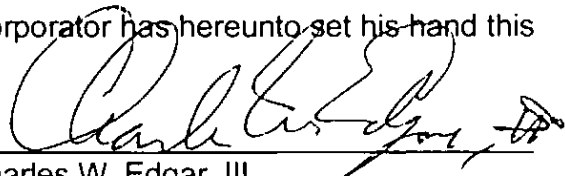
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DIVISION OF STATE
RECORDS
2008 FEB 12 PM 4:15

ARTICLE XI

REGISTERED AGENT

Until changed, Charles W. Edgar, III shall be the registered agent of the POA and the registered office shall be at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, FL 33410.


11th IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this day of December, 2024.

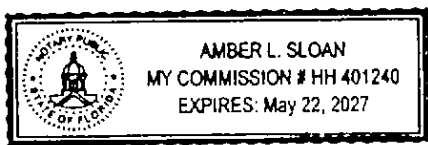

Charles W. Edgar, III

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11th day of December, 2024, by Charles W. Edgar, III, who is ☒ personally known to me or has ☐ produced a _____ as identification.

(Notary Seal)


Notary Public State of Florida at Large
Name Printed: Amber L. Sloan



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOTARIES
2024 DEC 11 PM 4:17

**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, at 4400 W. Sample Road, Suite 200, Pompano Beach, FL 33073-3473, Broward County, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, at 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410 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 11th day of December, 2024

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SECRETARY OF STATE
DIVISION OF STATE
2024 DEC 12 PM 1:45

**ARTICLES OF INCORPORATION
OF
WESTLAKE TOWN CENTER WEST 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 the **WESTLAKE TOWN CENTER WEST PROPERTY OWNERS' ASSOCIATION, INC.**, which is hereinafter referred to as the "POA". The initial address of the POA shall be 4400 W. Sample Road, Suite 200, Pompano Beach, FL 33073-3473.

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 Westlake Town Center West, 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 capitalized terms used but not defined herein shall have the meanings given them in 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 2024

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

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS IN THE POA

Section 1. Membership. Each Owner shall be a Member of the POA, provided that where there is a condominium, homeowners' or similar association in which membership is mandatory for Owners, such association shall be the Member in lieu and on behalf of all such Owners.

Section 2. Voting Rights. The Members of the POA shall have the votes allocated to their Parcels by the Declaration.

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>
<u>John Carter, President</u>	<u>16604 Town Center Parkway North</u> <u>Westlake, Florida 33470</u>
<u>Zane Beard, Vice President</u>	<u>16604 Town Center Parkway North</u> <u>Westlake, Florida 33470</u>
<u>Leolani Geevers, Secretary</u>	<u>16604 Town Center Parkway North</u> <u>Westlake, Florida 33470</u>

Section 3. Appointment; Election of Members of Board of Directors. Each Owner of a Parcel shall designate one (1) natural person to serve on the Board of Directors. In the event that such process results in an even number of directors, an additional Director shall be elected by a plurality of the vote of all Members at the annual meeting thereof as provided in the By-Laws.

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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.

SECRETARY OF STATE
DIVISION OF CORPORATE & BUSINESS REGISTRATION
FILED
2017-07-17
09:11 AM
TALLAHASSEE, FLORIDA

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

Charles W. Edgar, III

Cherry, Edgar & Smith, P.A.
8409 N. Military Trail, Suite 123
Palm Beach Gardens, FL 33410

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, employee, officer or agent 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

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JUL 1 2011

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, officer, employee or agent 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, officer, employee or agent 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, officer, employee or agent of the POA, or is or was serving at the request of the POA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. 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.

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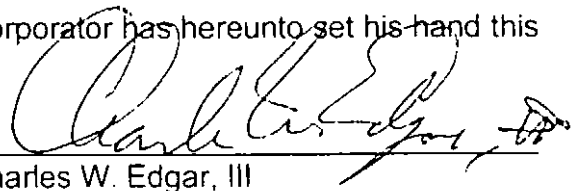
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 2014

ARTICLE XI

REGISTERED AGENT

Until changed, Charles W. Edgar, III shall be the registered agent of the POA and the registered office shall be at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, FL 33410.

11th IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this day of December, 2024.

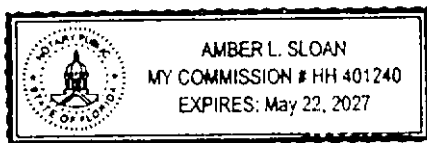

Charles W. Edgar, III

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11th day of December, 2024, by Charles W. Edgar, III, who is ☒ personally known to me or has ☐ produced a _____ as identification.

(Notary Seal)


Notary Public State of Florida at Large
Name Printed: Amber L. Sloan



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
7/25/2024 12:00 PM
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, at 4400 W. Sample Road, Suite 200, Pompano Beach, FL 33073-3473, Broward County, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, at 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410 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 11th day of December, 2024

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STATE
2024 DEC 11 PM 4:10