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Board Certified Real Estate Lawyer

January 19, 1995

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

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-01/24/95--01019--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Polmer Sound Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed is the original and a copy of the Articles of Incorporation for the above-referenced Corporation. Please file the original and certify and return the enclosed copy to me.

Also enclosed is a check in the amount of \$122.50 to cover the costs of filing and certification.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

*Shirley Lyders*

Shirley Lyders  
Legal Assistant

/sl  
Enclosures

Copy to Stewart Denholtz

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
POLMER SOUND PROPERTY OWNERS ASSOCIATION, INC.**

**(A Florida corporation not-for-profit)**

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be POLMER SOUND PROPERTY OWNERS ASSOCIATION, INC. The principal place of business of this Corporation shall be 337 East Indiantown Road, Suite 8, Jupiter, Florida 33477-5063.

**ARTICLE II  
EXISTENCE**

The term for which this Corporation is to exist shall be perpetual unless dissolved according to law. In the event of dissolution of the Corporation (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Corporation shall be conveyed to a similar corporation or a 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 Corporation and its properties in the place and stead of the dissolved Corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Corporation and its properties.

**ARTICLE III  
GENERAL NATURE OF BUSINESS**

This Corporation is organized under a non-stock basis to own, operate, manage and maintain the affairs and property of the Corporation known as Polmer Sound located in Martin County, Florida, in accordance with the Declaration of Protective Covenants, Conditions and Restrictions for Polmer Sound.

**ARTICLE IV  
MEMBERS AND VOTING RIGHTS**

The qualification of members, the manner of their admission and voting rights is to be provided for in the Bylaws of Polmer Sound Property Owners Association, Inc.

**ARTICLE V  
NUMBER OF DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws and elected at the annual meeting.

**ARTICLE VI  
FIRST BOARD OF DIRECTORS**

The names and street addresses of the members of the first Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Stewart F. Denholtz  
337 E. Indiantown Road  
Suite 8  
Jupiter, Florida 33477-5063

Jack W. Denholtz  
337 E. Indiantown Road  
Suite 8  
Jupiter, Florida 33477-5063

Kelly Mimnaugh  
337 E. Indiantown Road  
Suite 8  
Jupiter, Florida 33477-5063

**ARTICLE VII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE VIII  
BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation shall be at 337 E. Indiantown Road, Suite 8, Jupiter, Florida 33477-5063, and the registered agent at that address shall be Stewart F. Denholtz.

**ARTICLE X  
RIGHTS OF DEVELOPER**

Polmer Sound Associates Limited Partnership, a Florida limited partnership, which is the Developer of Polmer Sound, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Corporation (who need not be owners of a residence or lot) until the Developer relinquishes control of the Corporation to the membership as provided for in the Bylaws and the Declaration of Protective Covenants, Conditions and Restrictions for Polmer Sound. During the period Developer is in control of the Corporation, the directors shall exercise all rights which would otherwise be exercisable by the members.

**ARTICLE XI  
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is Stewart F. Denholtz, 337 E. Indiantown Road, Suite 8, Jupiter, Florida 33477-5063.

**ARTICLE XII  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of January, 1995.

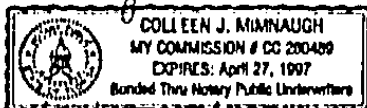
  
\_\_\_\_\_  
Stewart F. Denholtz

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stewart F. Denholtz, who acknowledged before me that he executed

the foregoing Articles of Incorporation. He [✓] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have set my hand and seal this 17th day of January, 1995.



My commission expires:

Colleen J. Minnaugh  
NOTARY PUBLIC  
[Print Name] COLLEEN J MINNAUGH

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stewart F. Denholtz  
Stewart F. Denholtz

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stewart F. Denholtz, registered agent of the above-stated corporation. He [✓] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have set my hand and seal this 17th day of January, 1995.

My commission expires:

Colleen J. Minnaugh  
NOTARY PUBLIC  
[Print Name] COLLEEN J MINNAUGH

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