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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 13, 1995

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

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SUBJECT: L'ESPRIT DU MARIN CONDOMINIUM ASSOCIATION, INC.
A Not For Profit Corporation

Enclosed please find an original and one (1) copy of the articles of incorporation for the above not for profit corporation and a check in the amount of \$ 122.50.

FROM: TERESA ROHWEDDER, Attorney for Incorporators
1215 East Broward Boulevard
Fort Lauderdale, FL 33301
(305) 467-0200

*PAID
2/16*

ARTICLES OF INCORPORATION

FOR

L'ESPRIT DU MARIN, CONDOMINIUM ASSOCIATION, INC.

A Corporation Not For Profit

The undersigned subscribers associate themselves through these articles in order to form a corporation not for profit under the laws of the State of Florida, and do hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation shall be L'ESPRIT DU MARIN CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as the "Association."

ARTICLE II

EXISTENCE

This corporation shall have perpetual existence unless the Association is terminated by unanimous vote of its members.

ARTICLE III

PURPOSE

The purpose of the corporation is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718 of the Florida Statutes, to operate and manage L'ESPRIT DU MARIN CONDOMINIUM, a condominium to be established in accordance with the laws of the State of Florida, upon property situated in the City of Highland Beach, Palm Beach County, Florida. All unit owners in said condominium shall automatically upon closing the purchase of a unit, become a member of L'ESPRIT DU MARIN CONDOMINIUM ASSOCIATION.

The Association will undertake the performance of such acts and duties as are incident to the operation and management of said Condominium in accordance with the terms and conditions set forth and provided for in these Articles of Incorporation and as provided for in the Bylaws and Rules and Regulations of the Association which shall be recorded with the Declaration of Condominium in the Public Records of Palm Beach County.

ARTICLE IV

TERMS AND DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning as designated in the Declaration of Condominium for L'ESPRIT DU MARIN CONDOMINIUM, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE V

POWERS

1) The Association shall have all powers and privileges granted to corporations not for profit by all applicable laws of the State of Florida, including but not limited to Chapter 718 and Chapter 617 of the Florida Statutes. The Condominium Act, Chapter 718, shall at all times be superior to and take precedence over the Declaration of Condominium, these Articles of Incorporation, the Association Bylaws, and any other condominium documents.

2) The Association shall also have those powers reasonably necessary to carry out its responsibilities for the operation of the condominium property and to effect any and all purposes for which this corporation is organized, in accordance with the Declaration of Condominium, these Articles and the Association Bylaws and Rules and Regulations, as promulgated, and amended from time to time, including but not limited to the following:

(a) In the manner provided in the Bylaws, to make and amend reasonable Rules and Regulations governing the use of and restrictions upon condominium units, and all common elements and limited common elements for the benefit, health, safety and welfare of Association members.

(b) To levy and collect assessments against members of the Association for the purpose of exercising Association powers and carrying out its responsibilities for the operation and maintenance of the condominium.

(c) To levy and collect special assessments for extraordinary expenses created by emergency, when such expenses cannot be paid from the regular assessment budget.

(d) To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements on the condominium property.

(e) To maintain, repair, replace, reconstruct after casualty, operate and manage condominium property or any property owned or leased by the association for use by Association members, and to make and enter into contracts to accomplish the same.

(f) To acquire and pay for insurance on the condominium property and for the protection of the Association and its members.

(g) To levy and collect a special escrow reserve assessment for the purpose of establishing, and in the amount necessary to establish, an insurance reserve account equal to the amount specified in the deductible clause of the Master Insurance Policy to be procured by the Association to cover risks allocable to the common elements and limited common elements of the condominium by way of damage resulting from windstorm, fire, casualty and any other risks the Association shall deem advisable to insure against.

(h) To approve and disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declaration of Condominium and the Association Bylaws.

(i) To contract for the management and maintenance of the condominium property and to delegate to a management entity those powers and duties which are not specifically required by the Condominium Act to be retained by the board of directors, and also to contract for the management or operation of those portions of the common elements susceptible to such management and operation.

(j) To hire employees or independent contractors to perform the services needed for the proper operation and maintenance of the condominium.

(k) To enforce through legal means available under the laws of State of Florida, the Condominium Act, the Declaration of Condominium, the Association Bylaws and Rules and Regulations, and these Articles.

(l) To employ professional accountants if deemed necessary by the Association. The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by Association members or their authorized representatives at reasonable times. Summaries of such financial records shall be made available or supplied to members at least annually. Such records shall include:

(i) an itemized record of all receipts and disbursements;

(ii) a current account for each unit which shall designate the name and address of the unit owner, the amount of each assessment, the date on which the assessment became due, the amounts paid on the account and the balance due on the account;

(iii) all audits, reviews, accounting statements, and financial reports of the Association.

3) The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the Declaration of Condominium, the Association Bylaws and these Articles. The Association shall distribute no part of its income to its members, directors, or officers. All funds and titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for Association members in accordance with the Declaration of Condominium, the Association Bylaws and these Articles.

ARTICLE VI

QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION: VOTING RIGHTS OF MEMBERS

1) Only record owners of condominium units in L'ESPRIT DU MARIN CONDOMINIUM, as evidenced by a proper instrument recorded in the public records of Palm Beach County, shall be members of the Association and no other persons shall be entitled to membership. In the event of and after termination of the Association, the members shall consist of those individuals who are members at the time of such termination, their successors and assigns.

2) Membership shall be established by the acquisition of fee simple title to a condominium unit in L'ESPRIT DU MARIN CONDOMINIUM, pursuant to the applicable provisions,

these Articles and the Bylaws, Rules and Regulations of the Association. The membership of any party shall be automatically terminated upon a divestiture of ownership interest in a condominium unit.

3) The interest of a member and the funds and assets of the association cannot be assigned or hypothecated in any manner (other than for the purpose of securing institutional financing), except as an appurtenance to the member's condominium unit. The funds and assets of the Association shall belong solely to the Association and can be utilized only for the benefit of the Association and the membership as a whole, for the purposes authorized herein and in accordance with the provisions of the Declaration of Condominium, Bylaws and Rules and Regulations.

4) On all matters on which the membership shall be entitled to vote, there shall be only one vote for each condominium unit, which vote shall be exercised in the manner provided for in the Declaration of Condominium, these Articles and the Bylaws as adopted and amended by the Association.

5) Until such time as the condominium property and improvements thereon are submitted to a plan of condominium ownership by the recordation of a Declaration of Condominium, the membership of this corporation shall be comprised of the subscribers to these Articles and each subscriber shall be entitled to exercise one vote on all matters on which the membership may be entitled to vote.

ARTICLE VII

BYLAWS OF THE CORPORATION

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

ARTICLE VIII

BOARD OF DIRECTORS AND SELECTION OF CERTAIN DIRECTORS BY THE DEVELOPER

The business and affairs of the Association shall be managed by a board consisting of not less than three (3) nor more than five (5) directors as provided in the Bylaws of the Association. Directors need not be members of the Association nor reside in the condominium. The board of directors, its agents, contractors, or employees shall exclusively exercise all of the powers of the Association existing under the Condominium Act, the Declaration of Condominium, the Association Bylaws, and these Articles, subject only to the approval of the member unit owners when such approval is specifically required. The directors shall be elected at the annual meeting of the Association members in the manner provided for in the Association Bylaws and subject to the following:

When the unit owners other than the developer own fifty one percent (51%) or more of the units in L'ESPRIT DU MARIN CONDOMINIUM, said owners shall be entitled to elect not less than one half (1/2) of the directors to serve on the board of the Association. The developer shall be entitled to elect not less than one director to the board, as long as the developer holds for sale, in the ordinary course of business, any unit in L'ESPRIT DU MARIN CONDOMINIUM. Subject to the foregoing, the developer shall have the right to elect a majority of the directors to serve on the

board, and when the developer is so entitled, the developer shall elect such directors in a manner provided in these Articles or in the Bylaws. Any director elected by the developer may be removed by the developer and replaced with another person to serve in the place of the director so removed. During the period of time in which the administrative control of L'ESPRIT DU MARIN CONDOMINIUM is vested in the developer, developer shall cause the directors to manage and operate L'ESPRIT DU MARIN CONDOMINIUM for the use and benefit of all Association members. The election of the board of directors by the unit owners may be accelerated by developer in its discretion, upon giving twenty (20) days written notice of the same to all unit owners.

Notwithstanding the foregoing, the maintenance and operation to be performed by the developer during the period when it controls the board of directors of the Association shall not include any extraordinary repairs or replacements, unless the same are covered by insurance or warranty.

The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Winfred Myers Rodeffer, Jr.	1114 Bel Air Drive # 2 Highland Beach, FL 33487
Coleen Kay Rodeffer	1114 Bel Air Drive # 2 Highland Beach, FL 33487
Roberta Willis	313 S.E. Third Terrace Deerfield Beach, FL 33441

ARTICLE IX

OFFICERS, ELECTION AND APPOINTMENT

The affairs of the Association shall be administered by the officers provided for in the bylaws. At the first meeting of the board of directors following the Association annual meeting, the board shall elect the officers who shall thereafter serve at the pleasure of the board. The President shall be elected from among the membership of the board of directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person nor shall the office of President and Secretary be held by the same person.

The names and addresses of the officers who shall serve until such time as the board of directors appoints successors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
PRESIDENT	Winfred Myers Rodeffer, Jr.
TREASURER	1114 Bel Air Drive # 2 Highland Beach, FL 33487
VICE-PRESIDENT	Coleen Kay Rodeffer
SECRETARY	1114 Bel Air Drive # 2 Highland Beach, FL 33487

ARTICLE X

INDEMNITY OF OFFICERS AND DIRECTORS OF THE ASSOCIATION

The Association shall indemnify every officer and every director of the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed as a result of any proceeding to which any director or officer may have been a party or may have been otherwise involved by reason of serving or previously having served the Association in the capacity of either director or officer, regardless of whether s/he no longer serves the Association at the time these expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided, however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the acting board of directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI

AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended as provided herein. A resolution for the adoption of an amendment to these Articles of Incorporation may be proposed by the board of directors or any member of the Association. The proposed amendment shall be submitted to the President of the Association or other officer, in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from receipt of said proposed amendment, provided, that when a regular meeting of the Association is to be held within forty (40) days of the receipt of said proposed amendment, then said proposed amendment shall be considered at the next regular meeting of the Association. Notice of the subject matter of the proposed amendment must be included in the notice of the meeting at which the amendment is to be considered, and it shall be the duty of the Secretary to provide members of the Association with written notice of said meeting, stating the time and place where said meeting is to be held. Members must receive notice not less than ten (10) nor more than thirty (30) days before the date set for said meeting. If mailed, the notice shall be deemed properly given when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears in the Association's records. Any member may sign a written waiver of notice at anytime before, during or after the meeting which when recorded in the Association's records will be deemed the equivalent of proper notice.

A proposed amendment must be approved by an affirmative vote of three-quarters (3/4) of Association members, regardless of quorum, in order to be adopted. If a member is unable to attend the meeting during which the proposed amendment is under consideration, that member may exercise his/her vote by proxy or in writing, provided such written proxy vote is delivered to and received by the Secretary of the Association at or prior to said meeting. An amendment to these Articles so adopted will be effective immediately upon adoption, provided, the amendment is thereafter transcribed for certification by the Secretary of State of the State of Florida and properly recorded in the Public Records of Palm Beach County within six (6) months after the amendment is adopted. Proper recordation of the amendment shall consist of a

certified copy thereof by the Secretary of State with reference to the Book and Page number of the recorded Declaration of Condominium, these Articles of Incorporation being an exhibit therein.

Notwithstanding the foregoing, no amendment to these Articles shall change the qualifications for membership, voting or property rights of Association members, or the right of the developer to elect members to the board of directors as provided in Article VII hereof. No amendment shall change or modify in any way the use restrictions imposed on the condominium units, or the easements reserved throughout the condominium property in favor of the developer, as provided in the Declaration of Condominium, without the prior written consent of the developer, or if the developer is unable to provide such written consent, without the unanimous written consent of all Association members and the board of directors.

ARTICLE XII

PRINCIPAL OFFICES OF THE ASSOCIATION

The principal offices of the Association shall be located at 1114 Bel Air Drive, Highland Beach, Florida 33487, but the Association may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the board of directors.

ARTICLE XIII

SUBSCRIBERS

The name and address of each of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Winfred Myers Rodeffer, Jr.	1114 Bel Air Drive # 2 Highland Beach, FL 33487
Coleen Kay Rodeffer	1114 Bel Air Drive # 2 Highland Beach, FL 33487

IN WITNESS WHEREOF, THE UNDERSIGNED subscribers have hereunto set our hands and seals on this 11th day of February, 1995.

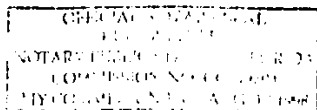
Winfred Myers Rodeffer, Jr. (SEAL)
WINFRED MYERS RODEFFER, JR.

Coleen Kay Rodeffer (SEAL)
COLEEN KAY RODEFFER

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to administer oaths and take acknowledgements, personally appeared WINFRED MYERS RODEFFER, JR. and COLEEN KAI RODEFFER, who are well known to me or who produced Drivers License and Drivers License respectively, as identification, and who being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of February, 1995.



Kurt A. Peters
NOTARY PUBLIC

Kurt A. Peters
Print

(SEAL)

My Commission Expires: Aug 10, 1998

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CERTIFICATE DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECTION 617.0501, FLA. STAT.
HALL COUNTY, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the not for profit corporation is:

L'ESPRIT DU MARIN CONDOMINIUM ASSOCIATION, INC.

2. The name of the registered agent and office is:

WINFRED MYERS RODEFFER, JR.

1114 Bel Air Drive # 2, Highland Beach, FL 33431

SIGNATURE: *Winfred Myers Rodeffer, Jr.*

WINFRED MYERS RODEFFER, JR.

TITLE: INCORPORATOR, PRESIDENT, DIRECTOR

DATE: 2/11/95

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT, I ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT FOR PROFIT CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THAT 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.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS

11th DAY OF February, 1995.

Winfred Myers Rodeffer, Jr. (SEAL)
WINFRED MYERS RODEFFER, JR.