

# N95000001217

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\*BOARD CERTIFIED  
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ADDITIONAL JURISDICTIONS

\*ADMITTED IN ILLINOIS  
\*ADMITTED IN U.S. VIRGIN ISLANDS  
\*ADMITTED IN MICHIGAN  
\*ADMITTED IN WASHINGTON, D.C.  
\*ADMITTED IN GEORGIA

WRITER'S DIRECT LINE 953-8103

REPLY TO: P.O. BOX 4195  
SARASOTA, FLORIDA 34230

March 9, 1995

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation/Court of Palms Property Owners  
Association, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Court of Palms Property Owners Association, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

Paul D. Beitlich

PDB/dj  
Enclosures  
cc: Mr. Charles R. Dixon

3-14  
KAN

ARTICLES OF INCORPORATION  
OF  
COURT OF PALMS PROPERTY OWNERS ASSOCIATION, INC.,  
a Florida corporation not-for-profit

PREAMBLE:

DIXON DEVELOPMENT, INC., a Florida corporation ("DECLARANT"), owns certain property in Manatee County, Florida. DECLARANT intends to record a Declaration for Court of Palms Property Owners Association, Inc. (the "DECLARATION") which will affect the property. This Association is being formed to administer the DECLARATION and to perform, among other things, the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Manatee County, Florida, with these Articles attached as an Exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles, and to the Bylaws of the Association. Until such time as the DECLARATION is so recorded, the incorporator shall be the member of the Association.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is: COURT OF PALMS PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit (hereinafter referred to as the "ASSOCIATION").

The address of the principle office of the corporation is: 106 Avenida Messina, #8, Sarasota, Florida 34242, and the corporation's mailing address is: 106 Avenida Messina, #8, Sarasota, Florida 34242.

ARTICLE II - PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the DECLARATION, as same may be amended from time to time.
3. To administer, enforce and carry out the terms and provisions of any other declaration of covenants and restrictions, or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to the ASSOCIATION, and accepted by the BOARD.

4. To promote the health, safety, welfare, comfort, and social and economic welfare of the ASSOCIATION MEMBERS, and the OWNERS and residents of the SUBJECT PROPERTY, as authorized by the DECLARATION, by these ARTICLES, and by the BYLAWS.

5. Not to operate as a condominium association and be governed by Chapter 718, Florida Statutes.

### ARTICLE III - POWERS

The ASSOCIATION shall have the following powers:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these ARTICLES.

2. All of the powers, express or implied, granted to the ASSOCIATION by the DECLARATION or which are reasonably necessary in order for the ASSOCIATION to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION.

3. To make, establish and enforce rules and regulations governing the use and maintenance of the SUBJECT PROPERTY.

4. To make and collect ASSESSMENTS against MEMBERS of the ASSOCIATION to defray the costs, expenses, reserves and losses incurred or to be incurred by the ASSOCIATION and to use the proceeds thereof in the exercise of the ASSOCIATION's powers and duties.

5. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

6. To purchase insurance for the protection of the ASSOCIATION, its officers, Directors and MEMBERS, and such other parties as the ASSOCIATION may determine to be in the best interests of the ASSOCIATION.

7. To operate, maintain, repair, and improve all COMMON AREAS, and such other portions of the SUBJECT PROPERTY as may be determined by the BOARD from time to time.

8. To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the SUBJECT PROPERTY pursuant to the DECLARATION.

9. To contract for cable television, water for irrigation systems supplied to the Lot line for any LOT, and any other services within

the SUBJECT PROPERTY as the BOARD in its discretion determines necessary or appropriate.

10. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the MEMBERS of the ASSOCIATION and the OWNERS and residents of the SUBJECT PROPERTY as the BOARD in its discretion determines necessary or appropriate.

11. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and/or to contract with other for the performance of such obligations, services and/or duties.

12. To operate and maintain the surface water management and drainage system for the SUBJECT PROPERTY, including all lakes, retention areas, culverts, and related appurtenances.

13. To sue and be sued.

#### ARTICLE IV - MEMBERS

##### 1. MEMBERS.

1.1. HOMEOWNERS ASSOCIATION MEMBER. Each HOMEOWNERS ASSOCIATION shall be a MEMBER of the ASSOCIATION. Such membership shall be established upon the filing of the articles of incorporation of the HOMEOWNERS ASSOCIATION with the Secretary of State of the State of Florida, and the recording of such articles of incorporation in the public records of the county in which the SUBJECT PROPERTY is located, along with, or as an exhibit to, a declaration of condominium, declaration of covenants and restrictions, or similar document, submitting any PROPERTY to the jurisdiction of the HOMEOWNERS ASSOCIATION or providing that the HOMEOWNERS ASSOCIATION will operate any PROPERTY.

1.2. OWNER MEMBERS. If any PROPERTY is not subject to the jurisdiction of a HOMEOWNERS ASSOCIATION, the OWNER of such PROPERTY shall be a MEMBER of the ASSOCIATION. Such memberships shall be initially established upon the recording of these ARTICLES and the DECLARATION among the public records of the county in which the SUBJECT PROPERTY is located.

1.2.1. The foregoing notwithstanding, no governmental authority or utility company shall be deemed an OWNER MEMBER unless one or more UNITS actually exist upon the PROPERTY owned by such governmental authority or utility company, in which event the governmental authority or utility company will be an OWNER MEMBER

only with respect to the PROPERTY owned in conjunction with such UNIT(s).

1.3. DECLARANT. DECLARANT shall be a MEMBER of the ASSOCIATION so long as DECLARANT owns any PROPERTY, or any portion of the property described in Exhibit "B" of the DECLARATION which may be added to the DECLARATION, or holds a mortgage encumbering any PROPERTY within the subdivision comprising the SUBJECT PROPERTY.

## 2. TRANSFER OF MEMBERSHIP.

2.1. In the case of an OWNER MEMBER, transfer of membership in the ASSOCIATION shall be established by the recording in the Public Records of the county in which the SUBJECT PROPERTY is located, of a deed or other instrument establishing a transfer of record title to any PROPERTY for which membership has already been established as hereinafter provided, the OWNER(s) designated by such instrument of conveyance thereby becoming an OWNER MEMBER(s), and the prior OWNER's membership thereby being terminated. In the event of death of an OWNER MEMBER, his membership shall be automatically transferred to his heirs or successors in interest. The foregoing notwithstanding, the ASSOCIATION shall not be obligated to recognize such a transfer of membership until such time as the ASSOCIATION receives a true copy of the deed or other instrument establishing the transfer of ownership of the PROPERTY, and it shall be the responsibility and obligation of the former and new OWNER of the PROPERTY to provide such true copy of said instrument to the ASSOCIATION.

2.2. The share of a MEMBER in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the PROPERTY associated with the membership of the MEMBER, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such PROPERTY.

3. MEMBERS' VOTING RIGHTS. The total number of MEMBERS' votes shall be equal to the total number of UNITS and PLANNED UNITS within the SUBJECT PROPERTY from time to time. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each UNIT and PLANNED UNIT.

3.1. Each HOMEOWNERS ASSOCIATION MEMBER shall have one (1) vote for each UNIT and PLANNED UNIT within the PROPERTY operated by, or subject to the jurisdiction of, that HOMEOWNERS ASSOCIATION at the time of such vote. A HOMEOWNERS ASSOCIATION MEMBER shall cast its votes in the manner provided by the BYLAWS.

3.2. Each OWNER MEMBER shall have one (1) vote for each UNIT and PLANNED UNIT within the PROPERTY associated with the membership of such OWNER MEMBER at the time of such vote.

3.3. DECLARANT shall have nine (9) votes for each vote of any MEMBER other than DECLARANT, so long as DECLARANT is entitled to appoint a majority of the directors of the ASSOCIATION, as hereafter provided, and thereafter DECLARANT shall have nine (9) votes for each UNIT and each PLANNED UNIT contained within the PROPERTY owned by DECLARANT, and contained within any portion of the property described in Exhibit "B" of the DECLARATION which may be added to the DECLARATION.

4. MEETINGS. The BYLAWS shall provide for an annual meeting of the MEMBERS of the ASSOCIATION and may make provision for special meetings of the MEMBERS. During the period when DECLARANT appoints a majority of the directors, no annual meetings will be required.

#### ARTICLE V - DIRECTORS

1. The affairs of the ASSOCIATION shall be managed by a BOARD consisting of not less than three (3) Directors and not more than five (5) at the commencement of each year, and which shall always be an odd number. The number of Directors shall be determined in accordance with the BYLAWS. In the absence of such determination, there shall be three (3) Directors.

2. The Directors of ASSOCIATION shall be elected by the MEMBERS, except that DECLARANT shall have the right to appoint all of the Directors of the ASSOCIATION until such time as (i) ninety percent (90%) of the UNITS and PLANNED UNITS to be constructed within the SUBJECT PROPERTY have actually been constructed, and (ii) ninety percent (90%) of the UNITS and PLANNED UNITS to be constructed within each parcel of such property which is or is to be subject to the jurisdiction of a HOMEOWNERS ASSOCIATION MEMBER have been constructed and conveyed to purchasers; or until fifteen (15) years after the DECLARATION is recorded in the public records of the county in which the SUBJECT PROPERTY is located, whichever occurs first.

3. All of the duties and powers of the ASSOCIATION existing under Chapter 617 of the Florida Statutes, the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBERS only when specifically required.

4. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS, however, any Director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be appointed by the DECLARANT if, at the time such vacancy is to be filled, the number of remaining Directors appointed by the DECLARANT is less than the

maximum number of Directors which may, at that time, be appointed by the DECLARANT as set forth above.

5. The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Charles R. Dixon  
106 Avenida Messina, #8  
Sarasota, Florida 34242

Andrea S. Dixon  
106 Avenida Messina, #8  
Sarasota, Florida 34242

Paul D. Beitlich  
2033 Main Street, #101  
Sarasota, Florida 34237

#### ARTICLE VI - OFFICERS

The officers of the ASSOCIATION shall be a President, Vice President, Secretary, Treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President.....Charles R. Dixon

Vice President.....Paul D. Beitlich

Secretary/Treasurer.....Andrea S. Dixon

#### ARTICLE VII - INDEMNIFICATION

1. The 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 ASSOCIATION, against expenses (including attorney's fees and appellate attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and

in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such PERSON shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such PERSON is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the PERSON did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a Director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 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 and reasonably incurred by him in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (c) by a majority of the MEMBERS.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case 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 ASSOCIATION as authorized in this Article.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking



indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of MEMBERS or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a PERSON who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a PERSON.

6. The 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 ASSOCIATION, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE VIII - BYLAWS

The first BYLAWS shall be adopted by the BOARD, and may be altered, amended or rescinded in the manner provided by the BYLAWS.

#### ARTICLE IX - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. A majority of the BOARD shall adopt a resolution setting forth the proposed amendment in directing that it be submitted to a vote at a meeting of the MEMBERS, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment of a summary of the changes to be affected thereby shall be given to each MEMBER entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of meeting of MEMBERS. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the MEMBERS entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the ASSOCIATION.

4. Any number of amendments may be submitted to the MEMBERS and voted upon by them at any one meeting.

5. If all of the Directors and all of the MEMBERS eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

6. In addition to the above, so long as DECLARANT appoints a majority of the Directors of the ASSOCIATION, DECLARANT shall be entitled to unilaterally amend these ARTICLES and the BYLAWS. Furthermore, no amendment shall make any changes which would in any way affect any of the rights, privileges, power or options herein provided in favor of, or reserved to, DECLARANT, unless DECLARANT joins in the execution of the amendment.

7. Upon the approval of an amendment to these ARTICLES, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the SUBJECT PROPERTY is located.

#### ARTICLE X - TERM

The ASSOCIATION shall have perpetual existence.

#### ARTICLE XI - INCORPORATOR

The name and street address of the incorporator is: DIXON DEVELOPMENT, INC., a Florida corporation, 106 Avenida Messina, #8, Sarasota, Florida 34242.

#### ARTICLE XII - INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the ASSOCIATION is 106 Avenida Messina, #8, Sarasota, Florida 34242. The initial registered agent of the ASSOCIATION at that address is DIXON DEVELOPMENT, INC., a Florida corporation.

#### ARTICLE XIII - DISSOLUTION

The ASSOCIATION may be dissolved as provided by law, provided that any such dissolution must receive the affirmative vote of two-thirds of the votes of the entire membership of the ASSOCIATION,

and any such dissolution shall also require the consent of DECLARANT so long as DECLARANT owns any PROPERTY, or any portion of the property described in Exhibit "B" of the DECLARATION which may be added to the DECLARATION, or holds a mortgage encumbering any PROPERTY. In the event of dissolution and final liquidation of the ASSOCIATION, the assets, both real and personal of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly practicable to the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested under the DECLARATION unless made in accordance with the provisions of such DECLARATION.

The undersigned incorporator adopts these ARTICLES OF INCORPORATION this 10 day of \_\_\_\_\_, 1995.

DIXON DEVELOPMENT, INC.

BY: [Signature]

ITS: President

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT  
FOR  
COURT OF PALMS  
PROPERTY OWNERS ASSOCIATION, INC.,  
& Florida corporation not-for-profit

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: \_\_\_\_\_, 1995

DIXON DEVELOPMENT, INC.

BY: \_\_\_\_\_

ITS: President