

1/9500002253

GREGORY B. DICKENSON, P.A.
ATTORNEY AT LAW

140 INTRACOASTAL POINTE DRIVE
SUITE 401
JUPITER, FLORIDA 33477

TELEPHONE (407) 575-1772
FAX (407) 747-3040

April 25, 1995

200001465472
-04/26/95--01085--014
****122.50 ****122.50

Florida Department of State
Corporate Division
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399 or 01

RE: Island Cove Homeowners Association, Inc.

Dear Sirs:

Enclosed herein, please find an original executed Articles of Incorporation of Island Cove Homeowners Association, Inc. and Original Certification Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served in the above referenced corporation. I have included a check for \$122.50 to cover the cost of the filing. Please file these documents and return a stamped copy, copy of which I have enclosed, in the postage paid envelope attached. If you have any questions, please do not hesitate to contact me.

Sincerely,


Vickie Compton
Legal Assistant

GBD/vlc

enclosure

789, 2295, 671
W95 — 9283

D. BROWN MAY 10 1995

GREGORY B. DICKENSON, P.A.
ATTORNEY AT LAW
140 INTRACOASTAL POINTE DRIVE
SUITE 401
JUPITER, FLORIDA 33477

TELEPHONE (407) 575-1772
FAX (407) 747-3040

May 9, 1995

Doris Brown, Document Specialist
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

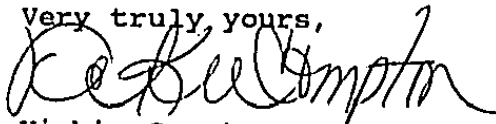
RE: Island Cove Homeowners Association, Inc.

Dear Ms. Brown:

Enclosed herein, please find a new set of Articles of Incorporation and accompanying Registered Agent authorization for the corporation known as Island Cove Homeowners Association Inc. I have also included a copy of your letter dated May 2, 1995. I ask that you expedite the filing of the Articles as a county approval is contingent on the creation of this corporation. Your assistance in this matter is greatly appreciated.

I have included an extra copy of the Articles so that you can return a stamped copy of the Articles in the envelope provided.

Very truly yours,



Vickie Compton
Paralegal

/vlc



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

May 2, 1995

GREGORY B. DICKENSON, P.A.
ATTN: VICKIE COMPTON
140 INTRACOASTAL POINTE DR., SUITE 401
JUPITER, FL 33477

SUBJECT: ISLAND COVE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W95000009283

We have received your document for ISLAND COVE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 095A00021113

ARTICLES OF INCORPORATION

of

ISLAND COVE HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

Island Country Estates, Inc., A Florida corporation ("Declarant") owns certain property in Palm Beach County, Florida (the "Subject Property") and intends to execute and record a Declaration of Covenants and Restrictions of Island Cove (the "Declaration") which will affect the Subject Property. This Association is being formed as the Association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Palm Beach County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and the By-Laws of the Association.

ARTICLE I - NAME

The name of this corporation is ISLAND COVE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

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 enforce and exercise the duties of the Association as provided in the Declaration.,
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the Association.

ARTICLE III- POWERS AND DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation non-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, including but not limited to, the following:

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

2.2 To make and collect Assessments against Owners to defray the costs, expenses, and losses incurred or to be incurred by the Association and to use the proceeds thereto in the exercise of the Associations powers and duties.

2.3 To enforce the provisions of the Declaration, these Articles, and the By-Laws.

2.4 To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Units and other property under the jurisdiction of the Association.

2.5 To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

2.6 To borrow money for the purpose of carrying out the powers and duties of the Association.

2.7 To exercise control over exterior alterations, additions, improvements or changes in accordance with the terms of the Declaration.

2.8 To obtain insurance as provided by the Declaration.

2.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

2.10 To sue and to be sued.

2.11 To operate and maintain the surface water management system for the Subject Property as permitted, including all retention areas, culverts and related appurtenances, as may be applicable.

2.12 To contract for cable television, security and other services for the Subject Property.

ARTICLE IV - MEMBERS

1. The members of the Association shall consist of all of the record owners of Lots. Membership shall be established as to each Lot upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Lot whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the County in which the Subject Property is located of the deed or other instrument establishing the acquisition and designating the Lot affected thereby, the new Owner designated in such Deed or other instrument shall thereupon become a member of the Association and the membership of the prior Owner as to the Lot designated shall be terminated, provided however that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument or is otherwise informed of the transfer of ownership of the Lot. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association.

2. The share of each member in the funds and assets of the Association and the common surplus and any membership in this Association cannot be assigned hypothecated or transferred in any manner except as an appurtenance to the Lot for which that membership is established.

3. On all matters upon which membership is entitled to vote, there shall be only one vote for each Lot. In the event any Lot is owned by more than one person and/or by an entity, the vote for such lot shall be cast in the manner provided by the By-Laws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

4. The By-Laws shall provide for an annual meeting of the members of the Association and shall make provisions for special meetings.

ARTICLE V - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Island Country Estates, Inc., 8297 S.E. Country Estates Way, Jupiter, Florida 33408

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the Association shall be managed by a Board of Directors which shall consist of not less than (3) directors, and no more than (5) directors, and which shall always be an odd number. The By-Laws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be members of the Association.

2. All of the duties and powers of the Association existing under the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The Declarant shall have the right to appoint all of the directors until Declarant has conveyed 100% of the Lots within the Subject Property, or until five (5) years after the Declaration is recorded in the Public Records in the county in which the Subject Property is located, whichever occurs first, and thereafter shall have the right to appoint one director so long as the Declarant owns any Lot. The Declarant may waive its right to elect one or more directors by written notice to the Association and thereafter such directors shall be elected by the members. When the Declarant no longer owns any Lots within the Subject Property, all of the directors shall be elected by the members in the manner provided in the By-Laws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws, 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 Declarant is entitled to appoint the directors.

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

James T. Helm, 8297 S.E. Country Estates Way, Jupiter, Florida 33488

Kim Helm, 8297 S.E. Country Estates Way, Jupiter, Florida 33488

Lina Nicolo Helm, c/o 8297 S.E. Country Estates Way, Jupiter, FL 33488

ARTICLE VIII - 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 By-Laws may provide for the removal from office of the 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:

James T. Helm, President; Treasurer, 8297 S.E. Country Estates Way, Jupiter, Florida 33488

Kim Helm, Vice-President; Secretary, 8297 S.E. Country Estates Way, Jupiter, Florida 33488

ARTICLE IX- 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 investigation (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the 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 wilful misfeasance or malfeasance in the performance of his duties to the Association unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. 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, 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 actions, 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. 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 actions, 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 not indemnified by the Association as authorized herein.

4. The indemnification provided herein 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 By-Law, agreement, vote or members or otherwise, shall as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officers, employee or agent and shall inure to the benefit of the heirs executors and administrators of such person.

5. 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 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, 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 X - BYLAWS

The first By-Laws shall be adopted by the Board and made, altered, amended, or rescinded by the Declarant, the Directors and/or members in the manner provided by the By-Laws.

ARTICLE XI - AMENDMENTS

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

1. A majority of the Board shall adopt a resolution setting forth proposed amendment and 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 or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of a meeting of the 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 had been satisfied.

6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all Institutional lenders holding mortgages upon the Lots. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Lots within the Subject Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options hereon provided in favor of, or reserved to the Declarant unless the Declarant shall join in the execution of the amendment including but not limited to, any right of the Declarant to appoint directors pursuant to Article VII.

7. No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Subject Property, without the written approval of all of the Owners so discriminated against or affected.

8. Upon the approval of the amendment to these Articles, the 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.

9. Notwithstanding anything contained herein to the contrary, so long as the declarant is entitled to appoint a majority of the directors, the declarant shall have the right to unilaterally amend these Articles without the joinder or approval of the Board or any member, and so long as the declarant owns any lot, no amendment to these Articles shall be effective without the written approval of the declarant.

ARTICLE XII - DISSOLUTION

In the event of dissolution or 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 as predictable 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 non-profit 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 in him under the recorded Declaration unless made in accordance with the provision of such Declaration.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8297 S.E. Country Estates Way, Jupiter, Florida 33468 and the name of the initial registered agent of this corporation at this address is James T. Helm. The corporation's principal office address and registered office address are the same.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

of Incorporation this 9 day of MAY, 1995.

Subscriber:
Island Country Estates, Inc.

By: James T. Helm, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James T. Helm known to be and known by me to be the President of Island Country Estates, Inc. who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and that he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of May, 1995.



OFFICIAL SEAL
PAULA S. MACRI
My Commission Expires
Dec. 22, 1995
Comm. No. CC 169711

Paula S. Macri
Notary Public, State of Florida
at Large

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ISLAND COVE HOMEOWNERS ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF JUPITER, STATE OF FLORIDA, HAS NAMED JAMES T. HELM, LOCATED AT 8297 S. E. COUNTRY ESTATES WAY, CITY OF JUPITER, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE J. T. Helm

TITLE President

DATE 5-9-75

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE J. T. Helm

(Registered Agent)

Date 5-9-75