

N95000002431

NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1645 PALM BEACH LAKES BOULEVARD
SUITE 1200

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M. RICHARD BAPIR
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

April 28, 1995

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32301

Re: A.C.T., Inc. - Articles of Incorporation
Our File: 4577/9697

To Whom it May Concern:

In connection with the proposed incorporation of A.C.T., Inc., enclosed please find a duly executed original and one copy of the Articles of Incorporation. Also enclosed is a check made payable to the Department of State in the amount of \$87.50, representing the appropriate filing fee, the registered agent fee and the fee to obtain a certified copy of the filed Articles.

Please endorse your part of these Articles and return a certified copy directly to the undersigned as soon as possible. Thank you for your attention to these matters.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

H. Gildan
Herbert L. Gildan

enclosures

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GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

May 16, 1995

Doris McDuffie
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: A.C. Turnover, Inc.
Our File No.: 4577/9697

Dear Ms. McDuffie:

Enclosed please find a resubmitted corporation filing. The name A.C.T., Inc. has been changed to A.C. Turnover, Inc. I appreciate your completing this filing in accordance with your letter of May 11th, a copy of which is attached hereto.

If you need any further information, please do not hesitate to contact us.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.


Herbert L. Gildan

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

HERBERT L. GILDAN, ESQUIRE
NASON, GILDAN, YEAGER, ET AL
1645 PALM BEACH LAKES BLVD SUITE 1200
WEST PALM BEACH, FL 33401

SUBJECT: A.C.T., INC.
Ref. Number: W95000010053

RECEIVED NR

MAY 15 1995

NASON, GILDAN
YEAGER, GERSON & WHITE

We have received your document for A.C.T., INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 495A00024072

ARTICLES OF INCORPORATION

FILED

OK

95 MAY 22 AM 9:19

A.C.TURNOVER, INC.
(A Corporation Not For Profit)

RECEIVED
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation, not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the power hereinafter mentioned; and to that end we do, by these ARTICLES OF INCORPORATION, set forth:

I
NAME

The name of this corporation shall be A.C. Turnover, Inc. (hereinafter referred to as the "Corporation").

II
PURPOSE

The purpose for which the Corporation is organized is to provide an entity which will communicate the needs and concerns of the residents of the Admiral's Cove community regarding the turnover of the Club at Admiral's Cove to equity members.

III
POWERS

The Corporation shall have the following powers:

1. The Corporation shall have all of the common-law and statutory powers and privileges granted to corporations not for profit under the laws of Florida.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, except as limited herein, including, but not limited, to the following:

A. To levy and collect assessments against members of the Corporation to defray the Corporation's expenses.

B. To employ personnel and professional services required for the proper operation of the Corporation.

C. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed or in payment for property acquired or for any other purposes of the Corporation.

IV
MEMBERS

The record owners of all residences and lots in the Admiral's Cove community in Jupiter, Florida shall be deemed members of the A.C.Turnover, Inc.

V
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

VI
ADDRESS

The principal office of the Corporation shall be located at Nason, Gildan, Yeager, Gerson & White, P.A., 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

VII
DIRECTORS

1. The property, business and affairs of the Corporation will be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Corporation.

2. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The names and addresses of the members 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>
Irwin Silberman	220 Commodore Drive Jupiter, Florida 33477
Richard Friedkin	108 Commodore Drive Jupiter, Florida 33477
John Curry	211 Commodore Drive Jupiter, Florida 33477

Joseph Newman

403 Mariner Drive
Jupiter, Florida 33477

Edwin Sedran

112 Mariner Drive
Jupiter, Florida 33477

Warren Harris

170 Spyglass Lane
Jupiter, Florida 33477

VIII
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Herbert L. Gildan, 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

IX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

X
INDEMNIFICATION

1. Indemnity. The Corporation 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, employee, officer or agent of the Corporation, against 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, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of 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 Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon publication, 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 judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or 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 Corporation; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

2. EXPENSES. To the extent that a Director, Officer, employee or agent of the Corporation 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.

XI
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the members is subject to this reservation.

XII
ASSOCIATION ASSETS

The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of membership and for the purposes authorized herein.

XIII
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is HERBERT L. GILDAN.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17 day of April, 1995.



HERBERT L. GILDAN, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

The foregoing Articles of Incorporation was acknowledged before me this 17 day of April, 1995, by HERBERT L. GILDAN, who is personally known to me OR who produced as identification and who did not take an oath.

Norma Russo
Notary Signature

Norma Russo
Print Notary Name

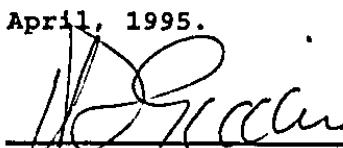
NOTARY PUBLIC #C143484
State of Florida at Large

My Commission Expires: 10/9/95

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of A.C.Turnover, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 17 day of April, 1995.


HERBERT L. GILDAN
Registered Agent

95 MAY 22 PM 9:19
FILED
FLORIDA
TALLAHASSEE, FLORIDA
STATE
REGISTRATION