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DOUGLAS E. GONANO  
Board Certified Real Estate Lawyer

Law Offices  
of  
**GONANO & HARRELL**  
RIVERSIDE NATIONAL BANK BUILDING  
1600 South Federal Highway, Suite 200  
Fort Pierce, Florida 34950-5194  
Phone (407) 464-1033  
Fax (407) 464-0282

January 24, 1996  
Via Federal Express

Ms. Eddy Harlee  
Landers and Parsons (904)681-0311  
310 West College Avenue  
Tallahassee, Florida 32302

Re: Harbortown Marina Club Development, Inc.  
Harbortown Marina Club Condo Association, Inc.  
Our File No. 0221.024

Dear Eddy:

Enclosed herewith are 2 executed copies of Articles of Incorporation in connection with each of the above referenced corporations along with our checks to cover filing fees. Please cause the articles to be filed with the Secretary of State and return the certified copies to the attention of the undersigned via Federal Express (using the airbill previously forwarded).

Thank you for your assistance.

Cordially,

*Douglas E. Gonano/jah*

DOUGLAS E. GONANO, ESQUIRE

DEG/jah  
Enclosures - as stated

DANIEL B. HARRELL  
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JAN 25 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

RECEIVED  
96 JAN 25 AM 9:31  
DIVISION OF CORPORATION

*Call when ready  
681-0311  
addie*

D. BROWN JAN 25 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**HARBORTOWN MARINA CLUB CONDO ASSOCIATION, INC.,**  
**a Florida corporation not for profit**

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TALLAHASSEE, FLORIDA

**Article I: Name**

The name of the corporation is: **Harbortown Marina Club Condo Association, Inc.**

**Article II: Principal Office**

The principal place of business and mailing address of this corporation shall be 1990 Harbortown Drive, Ft. Pierce, Florida 34946.

**Article III: Duration**

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

**Article IV: Purpose**

This corporation is generally organized for any lawful purposes not for pecuniary profit for which corporations may be incorporated in this jurisdiction under the Florida Not-For-Profit Corporation Act. Specifically, this corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the Act) for the operation of a condominium located in St. Lucie County, Florida, and known as **Harbortown Marina Club, a Condominium** (the Condominium), created pursuant to the Declaration of Condominium for **Harbortown Marina Club, a Condominium** (the Declaration). This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in the relevant provisions of Florida Statutes, Chapters 607, 617, 627 and 718.

**Article V: Benefits**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

#### **Article VI: Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1990 Harbortown Drive, Ft. Pierce, Florida 34946. The name of the initial registered agent of this corporation at that address is **David L. Hefflebower**.

#### **Article VII: Directors**

There shall be a Board of Directors numbering not less than three (3) nor more than fifteen (15), who need not be members of the corporation. All Directors shall be elected in accordance with the Bylaws of the corporation. The Board of Directors is that group of persons vested with the business and affairs of the corporation. The names, capacity and addresses of the initial Board of Directors are:

| <u>Name</u>          | <u>Capacity</u>                  | <u>Address</u>                                     |
|----------------------|----------------------------------|--|
| David L. Hefflebower | Director/President               | 1990 Harbortown Drive<br>Ft. Pierce, Florida 34946 |
| Barbara Hefflebower  | Director/Vice-<br>President      | 1990 Harbortown Drive<br>Ft. Pierce, Florida 34946 |
| Jan Chanupa          | Director/Secretary/<br>Treasurer | 1990 Harbortown Drive<br>Ft. Pierce, Florida 34946 |

#### **Article VIII: Indemnification of Directors**

(a) 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 completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, (including attorney's fees), judgment, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or

in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any 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 person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

#### **Article IX: Officers**

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, Treasurer, and such other officers and committees as may be deemed necessary and proper by the Board of Directors. Such officers shall be appointed by the Board of Directors in accordance with the Bylaws of the corporation. Those officers that shall serve until the first election or appointment of officers are as stated in Article VII hereof.

#### **Article X: Membership**

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

#### **Article XI: Incorporation**

The name and address of the person signing these Articles of Incorporation is:

David L. Hefflebower  
1990 Harbortown Drive  
Ft. Pierce, FL 34946

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned constituting the incorporator of this corporation, have executed these Articles of Incorporation this 24<sup>th</sup> day of January, 1996.

David L. Hefflebower  
David L. Hefflebower

State of Florida  
County of St. Lucie

Before me, the undersigned authority, this day personally appeared David L. Hefflebower, who is personally known by me or has produced \_\_\_\_\_ as identification, who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed herein.

In witness whereof, I have hereto set my hand and affixed my seal this 24<sup>th</sup> day of January, 1996.



JO ANNE HONKONEN  
MY COMMISSION # CC 234400 EXPIRES  
October 16, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

Jo Anne Honkonen  
Notary Public, State of Florida  
Print Name: JO ANNE HONKONEN  
My commission expires: 10-16-96

### Acceptance

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24<sup>th</sup> day of January, 1996.

David L. Hefflebower  
David L. Hefflebower, Registered Agent

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