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3/19/96

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STATE OF FLORIDA  
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: CARRIAGE BROOKE AT WELLINGTON'S EDGE PROPERTY OWNERS  
FAX AUDIT NUMBER: H96000003976

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/19/1996

TIME REQUESTED: 16:43:35

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 9

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076376001447

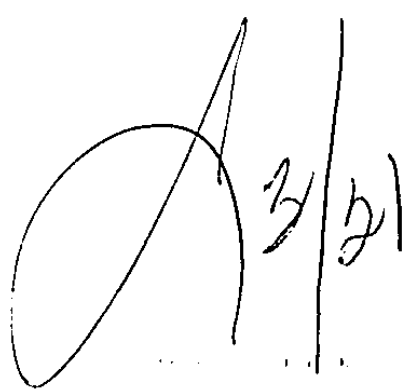
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TALLAHASSEE, FL 32303

  
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W96-6004  
P.O.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

March 20, 1996

DOOSE, CASEY, CIRKIN, ET AL

W PALM BEACH, FL 33401

SUBJECT: CARRIAGE BROOKE AT WELLINGTON'S EDGE PROPERTY OWNERS ASSOCIATION,  
INC.  
REF: W96000006004

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000003976  
Letter Number: 396A00012747

3-20-96

*Correction has been made showing address  
of the corporation.*

*Loria Poole*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
CARRIAGE BROOKE AT WELLINGTON'S EDGE PROPERTY OWNERS'  
ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

**I. NAME & ADDRESS**

The name of this corporation shall be Carriage Brooke at Wellington's Edge Property Owners' Association, Inc., sometimes hereinafter referred to as the "Association", located at 1905 Wellington Edge Blvd., Wellington, Florida 33414

**II. PURPOSES**

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Carriage Brooke at Wellington's Edge ("CARRIAGE BROOKE") and described in the Declaration of Covenants and Restrictions for Carriage Brooke at Wellington's Edge (the "Declaration") executed contemporaneously herewith by Sunico, Inc. and to be recorded in the Public Records of Palm Beach County, Florida.

B. To own and maintain, repair and replace the general and/or Common Areas, preserve areas, parks, sidewalks and/or access paths, streets and other Common Areas, lakes, structures, landscaping and other improvements in and/or benefitting Carriage Brooke for which the obligation to maintain and repair has been delegated and accepted.

C. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in Carriage Brooke, as well as the alteration, improvement, addition and/or change thereto.

D. To operate without profit for the benefit of its members.

E. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions hereinabove described.

Robert L. Crane, Esq.  
515 No. Flagler Dr., 18th Floor  
West Palm Beach, FL 33401  
407-832-5900  
Florida Bar #290300

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BOOSE, CASEY CIKLIN

### III. GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, by laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the Interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the Property (as said term is defined in the Declaration) and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user for use of Association Property when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against Property owned or accepted by the Association.

H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

### IV. MEMBERS

A. The members shall consist of the Property Owners in CARRIAGE BROOKE, and all such Property Owners shall be members of the Association. There shall be two (2) classes of members, as follows:

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1. **Class A Members.** Class A Members shall be all Property Owners other than the Class B Member. Owners of Property shall automatically become Class A Members upon purchase of such Property.

2. **Class B Members.** The Class B Member shall be Sunco, Inc., a Florida corporation, or its designee, successor or assignee as Developer of CARRIAGE BROOKE.

D. "Developer", "Owner", "Lot" and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid Declaration of Covenants and Restrictions for Carriage Brooke at Wellington's Edge.

C. Carriage Brooke initially consists of that certain real property situated in Palm Beach County, Florida, described as:

The Plat of Wellington's Edge, Parcel 77 - Phase I, a P.U.D., according to the Plat thereof recorded in Plat Book 76, Pages 163-167, inclusive, of the Public Records of Palm Beach County, Florida.

## V. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Lot in which he holds the interest required for membership. When one (1) or more person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for Carriage Brooke at Wellington's Edge or by law, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Developer shall have the right to appoint a majority of the Board of Directors so long as it owns at least one (1) Lot in any existing phase or prospective phase of CARRIAGE BROOKE during its ordinary course of business, whether or not such phase has yet been encumbered by and made subject to the Declaration.

C. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for Carriage Brooke at Wellington's Edge, as supplemented by the provisions of the Articles and By Laws of the Association relating thereto.

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## VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association and residents of the State of Florida. Elections shall be by plurality vote.

B. New Directors shall be appointed or elected and the number of Directors shall be increased or decreased in accordance with the Bylaws of the Association.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 1996 and until their successors are elected or appointed and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
1. Denise Kalland	1905 Wellington Edge Boulevard Wellington, FL 33414
2. Terry F. Bove	c/o Deauville Management 3901 Washington Road Crossroad Commons, Suite 301 McMurry, PA 15317
3. Michael Kalland	814 S.W. 7th Terrace Florida City, FL 33034

## VII. OFFICERS

A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time by resolution create. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 1996 and until their successors are duly elected and qualified are:

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President  
Vice President  
Treasurer  
Secretary

Denise Kalland  
Michael Kalland  
Terry F. Dove  
Terry F. Dove

#### VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### IX. BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

#### X. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles and Bylaws may be altered, amended or repealed by vote of a majority of the Board of Directors. No amendment affecting Sunice, Inc., a Florida corporation, or its successors or assigns as Developer of Carriage Brooke at Wellington's Edge (as the same is defined in the Declaration of Covenants and Restrictions for Carriage Brooke at Wellington's Edge) shall be effective without the prior written consent of said Sunice, Inc., or its successors or assigns, as Developer.

#### XI. SUBSCRIBERS

The name and address of the initial subscriber is as follows:

Robert L. Crane

515 North Flagler Drive  
Suite 1800  
West Palm Beach, FL 33401

#### XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

1. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as

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Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officers or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent, that the court, administrative agency or investigative body before which such action, suit or proceeding is held 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 indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

### XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors or officers, have a financial interest,



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shall be invalid, void or voidable, solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### XIV. DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

2. Dedication to any applicable municipal or other similar non-profit corporation or governmental body determined by the Board to be appropriate for such dedication and which such entity is willing to accept. However, it is expressly understood that Palm Beach County or any other entity is not obligated to accept such dedication or maintenance responsibility unless done so by appropriate resolution by the Board of County Commissioners or such other appropriate utility.

3. Remaining assets shall be distributed among the members as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by two-thirds (2/3) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's members.

#### XV. REGISTERED AGENT

Until changed, Robert L. Crane shall be the Registered Agent of the Association and the Registered Office shall be 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida, 33401

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IN WITNESS WHEREOF, the said subscriber has hereto set his hand and seal this 19<sup>th</sup>  
day of March, 1996.

WITNESSES AS TO ALL  
SIGNATURES:

Kathleen A Boland  
Dorcas Scott

ROBERT L. CRANE

STATE OF FLORIDA :  
: SS  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of  
March, 1996, by ROBERT L. CRANE, to me well known to be the individual  
described in and who executed the foregoing instrument for the purposes therein expressed.

(Seal)

Kathleen A. Boland  
Notary Public  
State of Florida at Large  
My Commission Expires:



KATHLEEN A. BOLAND  
MY COMMISSION # CC271365 EXPIRES  
March 23, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

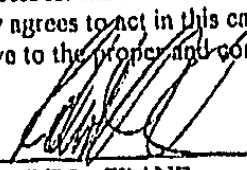
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
\_\_\_\_\_  
ROBERT L. CRANE

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96 MAR 20 PM 5:36  
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BOOSE, CRSEY CIKLIN