

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 The Shores at Wellington No 111  
(Corporation Name) (Document #)

2 Condominium Association Inc.  
(Corporation Name) (Document #)

3 0001811154  
(Corporation Name) (Document #)

4 -05/10/96--01037--010  
(Corporation Name) (Document #) \*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

RECEIVED  
96 MAY 10 PM 1:43  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN MAY 10 1995

HOLD FOR  
PICKUP BY  
UCC SERVICES

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**THE SHORES AT WELLINGTON NO. III CONDOMINIUM ASSOCIATION, INC.**

A Florida Not-For-Profit Corporation

I, the undersigned, acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided. As used herein, terms defined in the Declaration of Condominium for THE SHORES AT WELLINGTON NO. III, A CONDOMINIUM, shall mean the same herein.

1. **NAME.** The name and principal address of the corporation shall be:

THE SHORES AT WELLINGTON NO. III, CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation" with a principal address of 1905 Wellington Edge Boulevard, Wellington, Florida, 33414.

2. **PURPOSE.** In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in Palm Beach County, Florida, to be known as: THE SHORES AT WELLINGTON NO. III, A CONDOMINIUM (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

3. **POWERS.** The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- (a) To operate and manage the Condominium and condominium property in accordance with the purpose and intent contained in the Declaration;
- (b) To make and collect assessments against members to defray the costs of the Condominium and to refund common surplus to members;

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, and replace the condominium property;

(e) To reconstruct improvements upon the condominium property after casualty and to further improve the property;

(f) To make and amend By-Laws for the Association and regulations respecting the use of the condominium property;

(g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the regulations for the use of the condominium property;

(h) To provide for the management and maintenance for the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.2 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

3.3 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the condominium property.

#### 4. MEMBERS.

4.1 All unit owners in the condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer

owners of a unit. If a member should transfer his unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

4.2 Each unit owner is entitled to one (1) vote for each unit owned by him. In the event that a unit is owned by an entity or by several individuals, such entity or individuals shall designate a voting agent for the unit(s) which they own, as set forth in the Declaration and By-Laws.

4.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit.

5. EXISTENCE. This Corporation shall have perpetual existence.

6. INCORPORATOR. The name and address of the incorporator hereof is:

Name

Address

ROBERT L. CRANE, ESQ.

515 North Flagler Drive, 18th Floor  
West Palm Beach, Florida 33401

7. OFFICERS. Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

Name

Title

EDWARD M. RYAN

President

DENISE KALLAND

Vice-President

TERRY F. BOVE

Treasurer/Secretary

8. DIRECTORS.

8.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of three (3) directors.

8.2 Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws. Subject to the By-Laws, Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the remaining Director(s) shall appoint a replacement to serve the balance of the term.

8.3 The Developer, its grantees, successors or assigns, shall have the right for the periods of time hereinafter provided to appoint Directors of the Association as follows:

(a) Until the time that Developer has closed the sale of fifteen percent (15%) of the units (2 units) in the Condominium, Developer may appoint all members of the Board of Directors.

(b) When unit owners other than Developer own fifteen percent (15%) (2 units) or more of the units in the Condominium, the unit owners other than Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

(c) Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors when the first of the following occurs:

(1) Three (3) years after the Development has closed the sale of fifty percent (50%) of the units (6 units) in the Condominium; or

(2) Three (3) months after the Developer has closed the sale of ninety percent (90%) of the units (11 units) in the Condominium; or

(3) When all of the units in the Condominium have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(4) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(5) Seven (7) years after recordation of the Declaration of Condominium; or

(6) When Developer elects to terminate its control of the Association.

So long as the Developer holds for sale in the ordinary course of business five percent (5%) of the units in all proposed phases the Condominium, the Developer shall be entitled to appoint not less than one (1) member of the Board of Directors.

8.4 Upon the occurrence of any of the above events, a special meeting of members for the purpose of electing interim directors will be held upon due and proper notice in

accordance with applicable law and the By-Laws of the Association. This special meeting, which shall be held when unit owners other than the Developer are entitled to elect a majority of Directors, shall constitute the first annual meeting of the members of the Association.

8.5 The Developer shall be entitled at any time to remove or replace any Director originally selected by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint.

8.6 Any employee or agent of a business entity owner, such as Developer, shall be eligible to serve as a Director of the Association. The Directors herein named shall serve until the first election of Directors and any vacancies in their number occurring before the first election shall be filled by the Developer. Directors appointed by the Developer need not be members of the Association.

8.7 All officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and such other officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other officer need be a Director.

8.8 The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected at the first regular meeting of the members:

<u>Name</u>	<u>Address</u>
EDWARD M. RYAN	1082 Bower Hill Road Pittsburgh, PA 15243
DENISE KALLAND	1905 Wellington Edge Boulevard Wellington, FL 33414
TERRY F. BOVE	3901 Washington Road Crossroad Commons, Suite 301 McMurry, PA 15317

9. BY-LAWS. By-Laws of the Association shall be adopted by the first Board of Directors and attached to the Declaration to be recorded in the public records of Palm Beach County, Florida. The By-Laws shall be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the By-Laws.

10. AMENDMENTS.

10.1 A majority of the Board of Directors or a majority of the voting members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Condominium Act or the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board of Directors or a majority of the members; and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of two-thirds (2/3) of the Board of Directors, and an affirmative vote of two-thirds (2/3) of the members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

10.2 Any voting member may waive any or all of the requirements of this Article as to notice of proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of wilful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or 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 said Officer's or Director's votes are counted for such

purpose. No Director or Officer of the Association shall incur liability solely by reason of the fact that such Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and 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.

13. ADDRESS OF REGISTERED OFFICE. The street address of the registered office of this Corporation in the State of Florida shall be: 1905 Wellington Edge Boulevard, Wellington, Florida, 33414. The name of the initial registered agent shall be ROBERT L. CRANE, ESQ., whose street address is 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401. The Board of Directors may from time to time move the registered office to any other address in Florida, and select a new registered agent.

IN WITNESS WHEREOF, I have hereunder set my hand and seal at Palm Beach County, Florida, this 9th day of MAY, 1996.



ROBERT L. CRANE, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of May, 1996, by ROBERT L. CRANE, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



LINDA K. KAUFMAN  
MY COMMISSION # CG409930 EXPIRES  
October 10, 1998  
BONDED THROUGH TROY FAIR INSURANCE, INC.

Linda K Kaufman  
(Printed Name)  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of THE SHORES AT WELLINGTON NO. III, CONDOMINIUM ASSOCIATION, INC. as made in the foregoing Articles of Incorporation.

DATED: \_\_\_\_\_

May 9, 1996

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

(K1)HAWPDOCSHORESARTICLES.D

FILED  
26 MAY 10 PM 3:56  
TALLAHASSEE, FLORIDA

BOOSE, CASEY CIKLIN

May 24 '96 14:33 P.01/02

N96000002510

5/24/96

FLORIDA DIVISION OF CORPORATIONS

10:07

((H96000007367))

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: BOOSE, CASEY, CIKLIN, ET AL

DEPARTMENT OF STATE

515 N FLAGLER DR

STATE OF FLORIDA

NORTHBRIDGE TOWER I 19TH FLOOR

409 EAST GAINES STREET

WEST PALM BEACH FL 33401-

TALLAHASSEE, FL 32399

CONTACT: LINDA K KAUFMAN

FAX: (904) 922-4000

PHONE: (407) 832-5900

FAX: (407) 833-4209

((L96000007367))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: THE SHORES AT WELLINGTON NO. III, CONDOMINIUM ASSOCI

FAX AUDIT NUMBER: H96000007367

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/24/1996

TIME REQUESTED: 10:07:44

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 076376001447

- Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000007367))

\*\* ENTER 'M' FOR MENU. \*\*

*Corey*  
*Linda*

DIVISION OF CORPORATIONS

96 MAY 24 PM 3:21

RECEIVED

FILED  
96 MAY 24 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000007367

## ARTICLES OF AMENDMENT

THE SHORES AT WELLINGTON NO. III CONDOMINIUM ASSOCIATION, INC.

A Florida Not-For-Profit Corporation

Pursuant to Section 617.1001 Florida Statutes, the undersigned, being President and Secretary of THE SHORES AT WELLINGTON NO. III, CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, organized and existing under the laws of the State of Florida, hereby files the following Articles of Amendment:

1. Paragraph 1. of the Articles of Incorporation is hereby deleted and replaced with the following:

1. NAME. The name and principal address of the corporation shall be:

THE SHORES AT WELLINGTON NO. III CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation" with a principal address of 1905 Wellington Edge Boulevard, Wellington, Florida, 33414.

The foregoing amendment was adopted by written action without meeting executed by all the members and directors of the corporation as of May 23, 1996. Such written action was taken pursuant to authorization granted in Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned officers have set their hands and seals in Palm Beach County, Florida, this 24 day of May, 1996.

THE SHORES AT WELLINGTON NO. III  
CONDOMINIUM ASSOCIATION, INC.

By: Denise Kalland, VP  
DENISE KALLAND, Vice President

Robert L. Crane, Esq.  
Florida Bar No. 290300  
515 No. Flagler Dr., 18th Floor  
West Palm Beach, FL 33401  
561-832-5900

H96000007367