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NAME: WEST PALM BEACH CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
WEST PALM BEACH
CONDOMINIUM ASSOCIATION, INC.**

a Corporation Not-For Profit

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned, hereby forms a corporation for the purposes and with the powers herein specified; and to that end the undersigned does, by these Article of Incorporation, set forth:

I. NAME

The name of the corporation shall be **WEST PALM BEACH CONDOMINIUM ASSOCIATION, INC.** ("Association").

II. PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the **WEST PALM BEACH, A CONDOMINIUM** ("Condominium") which may be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Act") upon that certain real property situated in Palm Beach County, Florida, described on Exhibit "A" of the Declaration of Condominium of West Palm Beach, A Condominium to be recorded in the public records of Palm Beach County, Florida ("Declaration") as such Declaration is amended at any one time, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association which will be adopted ("Bylaws") pursuant hereto and the Declaration as and when the property described therein together with the improvements situated thereon are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the lands submitted to the condominium form of ownership; the improvements thereon and such other property, real and/or personal, as may be or become part of the Condominium ("Condominium Property") to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration. In addition, the Association may be designated as the association to operate and maintain other condominiums. Upon designating the Association in a declaration of condominium creating a condominium, the association shall have all the powers, duties and obligations as set forth in the declaration for such condominium and as set forth herein with respect to such condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III. POWERS

The Association shall have the following powers:

A All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered.

B All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power authority and right to

- 1 Make, establish and amend reasonable rules and regulations governing use of the Units, Common Elements, Limited Common Elements in and of the Condominium, as such terms will be defined in the Declaration
- 2 Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium in accomplishing the purposes set forth in the Declaration
- 3 Except as limited in the Declaration, maintain, repair, replace, operate, lease and manage the Condominium Property, Common Elements and Association Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property
- 4 Contract for the management of the Condominium and, in connection therewith, to delegate and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws
- 5 Employ personnel to perform the services required for proper operation of the Condominium
- 6 Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium which may hereafter be established
- 7 Buy, own, operate, lease, sell, trade and mortgage both real and personal property for the benefit of its members
- 8 Except as otherwise provided in the Declaration, use its best efforts to obtain and maintain adequate insurance to protect the Association, the Association Property, the Common Elements and the Condominium Property in accordance with the requirements set forth in the Declaration
- 9 Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.
- 10 Grant permits, licenses and easements over the common areas for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the condominium.
- 11 Contract to sue or be sued with respect to its exercise or non-exercise of its powers.
- 12 Enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities including recreational facilities in clubs, whether such facilities are contiguous with the Condominium Property provided that such facilities are for the benefit of Members
- 13 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, Bylaws and the Act (as of the date of incorporation)

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Directors, or the President, with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII. BOARD OF DIRECTORS

There are presently two Units in the Condominium, and each Owner shall be entitled to appoint two directors. Accordingly, there shall be four directors in the Board of Directors (the "Board"). Should the Unit Owners decide in the future to subdivide their units, then as a condition to such subdivision and any necessary amendment to the Declaration in order to facilitate same, the Unit Owners must also amend these Articles in order to determine the number of Directors that will constitute the Board and the manner in which those Directors will be appointed.

IX. OFFICERS

The Board of Directors shall elect at the annual meeting of members each year, a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X. FIRST OFFICERS

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President/Treasurer	VIRGINIA DOLLARD
Vice President/Secretary	KAYDA JOHNSON

XI. BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of the majority of the Board of Directors.

XII. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in

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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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance 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 only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.

XII. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning ten percent (10%) of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting or by written approval, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the Units of the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Palm Beach County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer. Notwithstanding herein to the contrary, no such amendment shall be effective unless approved by at least the majority of the Mortgagees (based upon one vote for each first mortgage owned).

XIV. FIDELITY BONDING

In addition to the indemnification provisions hereof, the Association shall obtain and maintain blanket fidelity bonds on each Director, officer and employee of the Association and of any management firm. Upon majority vote of the Directors, the provisions of this paragraph may be waived. The total number of fidelity bond coverage shall be based upon the best business judgment of the Board of Directors and shall not be less than the estimated maximum funds including reserve funds, in the custody of the Association or management firm, as the case may be, at any given time during the term of each bond. However, in no event may the aggregate amount of such bonds be less than a sum equal to three (3)

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monthly aggregate assessments on all Units plus reserve funds or \$10,000, whichever is the greater. If fidelity bond shall name the Association as an obligee and shall contain waivers by the issuer of the bonds of all defenses based upon the exclusion of persons serving without compensation from the definition of "employee" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense (except for the premiums on fidelity bonds maintained by the management firm, if any). The bonds shall provide that they may not be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least ten (10) days' prior written notice to the Association.

XV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: CT CORPORATION SYSTEMS, 1200 South Pine Island Road, Plantation, Florida 33324.

XVI. INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Phyllis A. Hood	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

The incorporator of the corporation assigns to this his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 11th day of June 1996.



Phyllis A. Hood
Incorporator

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**CERTIFICATE OF 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;

WEST PALM BEACH CONDOMINIUM ASSOCIATION, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 2939 SOUTH FLAVERHILL ROAD, WEST PALM BEACH,
FLORIDA, HAS NAMED CT CORPORATION SYSTEM, LOCATED AT 1200 SOUTH PINE ISLAND
ROAD, PLANTATION, FLORIDA 33324, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
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 AND COMPLETE PERFORMANCE OF MY DUTIES.

CT CORPORATION SYSTEM

By: Barbara A. Burke
Name: BARBARA A. BURKE
Title: SPECIAL ASSISTANT SECRETARY
Dated: 6-3-96

ORI-160730.1321
May 31, 1996

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