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PRIME TIME
TELEVISION SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 987637 5016821

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : June 14, 1996

ORDER TIME : 10:05 AM

ORDER NO. : 987637

CUSTOMER NO: 5016821

CUSTOMER: Karen Jurewicz, Legal Asst
MOYLE, FLANAGAN, KATZ,
FITZGERALD & SHEEHAN
P.O. Box 658

Stuart, FL 34995-0658

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♦♦♦122.50 ♦♦♦122.50

DOMESTIC FILING

NAME: JENSEN BEACH COUNTRY CLUB
ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

634-671
W96-12772

CP
6/17/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC.
Ref. Number: W96000012772

We have received your document for JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00029746

FILED
JUN 16 1984
CLERK OF COURT
JUN 16 1984

**ARTICLES OF INCORPORATION
OF
JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC.
(a Corporation Not For Profit)**

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II
REGISTERED AGENT**

The street address of the principal office of the Association is 900 South Federal Highway, First Floor, Stuart, Florida 34994 and the name of the registered agent is Linda R. McCann.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common property within that certain real property described in the Declaration of Covenants, Conditions and Restrictions for JENSEN BEACH COUNTRY CLUB as recorded in the Public records of Martin County, Florida, (hereinafter referred to as the "Declaration"), and such additions thereto as may be brought within the jurisdiction of the Association, and to promote the health, safety, welfare and recreation of the residents within the above described properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the public records of Martin County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE V VOTING RIGHTS

The Association shall have one (1) class of voting membership and each member shall be entitled to hold one (1) vote for each Parcel. When more than one (1) person or entity holds such interest or interests in any Parcel, all such persons or entities shall be Members, and the vote for such parcel shall be exercised as determined in the Bylaws, but in no event shall more than one (1) vote be cast with respect to any such Parcel.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased by a majority vote of

the Board of Directors.

The first election of directors shall not be held until after the Declarant has closed the sales of all of the Lots within the properties, or until an earlier date as Declarant may determine. The Directors named in these Articles shall serve until the first election of Directors.

The names and addresses of the members of the first Board of Directors who shall hold office until a successor is elected and has qualified, or until removed, is as follows:

Charles C. Chillingworth
2090 Palm Beach Lakes Boulevard
Suite 800
West Palm Beach, Florida 33409

Helen K. Fekete
2090 Palm Beach Lakes Boulevard
Suite 800
West Palm Beach, Florida 33409

Linda R. McCann
900 South Federal Highway
First Floor
Stuart, Florida 34994

ARTICLE VII DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, Association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII DURATION

The corporation shall exist perpetually.

ARTICLE IX AMENDMENTS

Amendment of these Articles shall require the assent of a majority of the entire

membership.

ARTICLE X SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation is Linda R. McCann, 900 South Federal Highway, First Floor, Stuart, Florida 34994.

ARTICLE XI OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by a Vice-President, Secretary and Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors.

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Charles C. Chillingworth 2090 Palm Beach Lakes Blvd, Suite 800 West Palm Beach, Florida 33409
Vice President	Linda R. McCann 900 South Federal Highway, First Floor Stuart, Florida 34994
Secretary	Helen K. Fekete 2090 Palm Beach Lakes Blvd, Suite 800 West Palm Beach, Florida 33409

ARTICLE XII BYLAWS

The Bylaws of the Association may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or Officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of the Association or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

(a) against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and,

(b) against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

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, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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 negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application 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.

Any indemnification under this ARTICLE XIII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this ARTICLE XIII. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of Members of the Association representing a majority of the total votes of the Membership.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of

such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the Association's Directors, officers, employees or agents may be entitled under the Association's Bylaws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this ARTICLE XIII shall not include indemnification for any action of a Director, officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The Association shall have the power, but shall not be obligated to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, officer or employee of the Association in any of his capacities as described in this Article, whether or not the Association would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorney's fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, Association, or other organization in which one or more of its officers or directors are officers or directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the officer or director is present at or participates in meetings of the board or committee thereof which authorized the contract or transaction, or solely because said officers or directors votes are counted for such purpose. No director or officer of the

Association shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction.

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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 12th day of June, 1996.

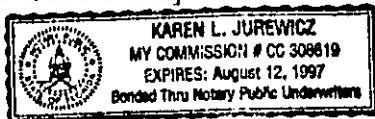
Linda R. McCann
LINDA R. McCANN

STATE OF FLORIDA
COUNTY OF MARTIN

Acknowledged before me this 13th day of June, 1996 by LINDA R. McCANN, who is ✓ personally known to me or _____ has produced _____ as identification.

Karen L. Jurewicz
NOTARY PUBLIC
Print Name: _____

[NOTARY SEAL]



I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT

Linda R. McCann
LINDA R. McCANN