

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

Daytona Beach Regency Association, Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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DIVISION OF CORPORATIONS

SEP 12 1996

**ARTICLES OF INCORPORATION
OF
DAYTONA BEACH REGENCY ASSOCIATION, INC.**

FILED
25 SEP 12 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, pursuant to Florida Statutes Chapter 617, and hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be DAYTONA BEACH REGENCY ASSOCIATION, INC., whose principal office and mailing address are located at 400 North Atlantic Avenue, Daytona Beach, Florida 32118. The registered office address and principal office address are the same.

ARTICLE II

PURPOSE

The general purpose of this corporation not-for-profit shall be as set forth below:

To be the "Association" (as defined in The Condominium Act of the State of Florida, Florida Statutes Chapter 718, and the Florida Vacation Plan and Time-Sharing Act, Florida Statutes Chapter 721), for the operation of all phases of the condominium known as Daytona Beach Regency, a condominium, at 400 North Atlantic Avenue, Daytona Beach, Florida, to be created pursuant to the provisions of The Condominium Act, and the Florida Vacation Plan and Time-Sharing Act, and as such Association, to operate and administer said Condominium and to carry out the functions and duties of said Condominium and its phases.

The Condominium was created under the Declaration of Condominium for Daytona Beach Regency ("Declaration"). All capitalized terms used in these Articles of Incorporation shall have the meanings given the terms in the Declaration.

ARTICLE III
MEMBERS

Section 1. All persons who are Owners of Condominium Units and Owners of Unit Weeks within said condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer an Owner of a Condominium Unit or Unit Week. Membership in the corporation shall be limited to such

Condominium Unit Owners and Unit Week Owners.

Section 2. Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration that shall be recorded for said Condominium and its Phases among the Public Records of Volusia County, Florida.

Section 3. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the members' Unit or Unit Week.

Section 4. Meeting of the members shall be held once a year on a date fixed by the Board of Directors. Special members meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called upon receipt by the President of a written request from fifty percent (50%) of the members of the Association, unless a different percentage is required by law.

ARTICLE IV EXISTENCE

The term of the Association shall be the life of the Condominium. The Association shall be terminated by the termination of the Condominium, in accordance with the Declaration.

ARTICLE V INCORPORATORS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Thomas F. Flatley	400 North Atlantic Avenue Daytona Beach, Florida 32118
Jerry Clark	400 North Atlantic Avenue Daytona Beach, Florida 32118
C.T. Lynch	400 North Atlantic Avenue Daytona Beach, Florida 32118

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the Bylaws. The Directors, shall be appointed or elected as specified in the Bylaws. Directors shall have terms of one year or until their successors shall be appointed or elected and shall qualify. Provisions for the appointment, election, removal, disqualification and resignation of Directors, to the extent not established by the Declaration, shall be established by the Bylaws.

Section 2. The following persons shall constitute the first Board of Directors and shall serve until their successors are appointed or elected, as set forth in the Bylaws:

Thomas F. Flatley	400 North Atlantic Avenue Daytona Beach, Florida 32118
C.T. Lynch	400 North Atlantic Avenue Daytona Beach, Florida 32118
Jerry Clark	400 North Atlantic Avenue Daytona Beach, Florida 32118

ARTICLE VII
OFFICERS

The principal officers of the corporation shall be the President, Vice-President, Secretary and Treasurer who shall serve at the pleasure of the Board of Directors. The Secretary and Treasurer may be combined and the positions may be held by one person.

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration and the Bylaws, are as follows:

C.T. Lynch	President
Thomas F. Flatley	Vice-President
Jerry Clark	Secretary
Thomas F. Flatley	Treasurer

ARTICLE VIII
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX **BYLAWS**

The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded by not less than two-thirds (2/3rds) of all the directors, until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Bylaws may be altered, amended or rescinded only by the joint action of (i) two-thirds (2/3rds) or more of all the directors and (ii) a majority or greater vote of the members of the Association, at a duly called meeting of the Association.

ARTICLE X **AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of two thirds (2/3) of the board of directors, and no meeting of the members nor any approval of members need be had.

3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two thirds (2/3) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Volusia County, Florida.

5. Notwithstanding the foregoing, until such time as the Developer no longer owns twenty (20%) percent or more of all Unit Weeks (including Unit Weeks in Phases not yet added to the Condominium Property) these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes or as may be in the best interests of the Association and the Condominium, as determined by the Developer in its sole discretion.

ARTICLE XI **POWERS**

Section 1. This corporation shall have all of the powers as set forth in Florida Statutes Chapter 617 or its successor, together with all the powers set forth in The Condominium Act of the State of Florida and the Florida Vacation Plan and Time-Sharing Act and all powers granted to it by the Declaration with exhibits attached thereto, including without limitation the following powers:

- a. To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, manage, repair, replace and operate the Condominium Property.
- d. To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- e. To promulgate and amend the Condominium Rules and Regulations and Floating Use Rules and Regulations respecting the use of Condominium Property and the Time Share Plan.
- f. To enforce by legal means the provisions of the various Condominium Documents, including, without limitation, these Articles, the Bylaws of the Association, the Condominium Rules and Regulations and Rules and Regulations for the Floating Use Plan.
- g. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the various Condominium Documents to have approval of the board of directors or the members of the Association.
- h. To maintain, manage, repair, replace and operate the property of the single condominium resulting from a merger of this Condominium with another independent and separate condominium pursuant to the merger provisions of the Declaration.
- i. To operate and manage any reservation system created for the Condominium.

Section 3. All funds and the titles to all property 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.

Section 4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE XII **STOCK**

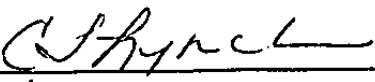
This corporation shall not issue shares of stock and no dividend and no part of the income of the corporation shall be distributed to its members, directors or officers. Excess receipts over disbursements, if any, shall be applied against future expenses and reserves as appropriate. The corporation may compensate in a reasonable manner its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its general purposes and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof and no payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XIII **REGISTERED AGENT**

The street address of the initial registered office of this corporation is 400 North Atlantic Avenue, Daytona Beach, Florida 32118, and the name of the initial registered agent of this corporation at that address is C.T. Lynch.

IN WITNESS WHEREOF, the subscribers, hereto have set their hands and seals this 3rd day of September, 1996.

 [SEAL]
Thomas F. Flatley

 [SEAL]
C.T. Lynch


 [SEAL]
Jerry Clark

8/21/96

STATE OF PENNSYLVANIA

COUNTY OF MONTGOMERY

The foregoing instrument was acknowledged before me this 3rd day of September, 1996, by Thomas F. Flatley, who is personally known to me or who has produced _____ as identification.


G.F. LACOUR
My Comm Exp. 2/21/00
Bonded By Service Ins
No. CC534749
☒ Personally Known ☐ Other I.D.

Notary Public
Title or Rank

Notary Signature
G.F. LaCour

Commission Number


Notary Name Printed
My Commission Expires:

Notarial Seal
Michelle A. Bozior, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires Sept. 20, 1999
Member, Pennsylvania Association of Notaries

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 4th day of September, 1996, by Todd C. Lynch, who is personally known to me or who has produced _____ as identification.


G.F. LACOUR
My Comm Exp. 2/21/00
Bonded By Service Ins
No. CC534749
☒ Personally Known ☐ Other I.D.

Notary Public
Title or Rank

Notary Signature
G.F. LaCour


Commission Number

Notary Name Printed
My Commission Expires:

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 4th day of September, 1996, by Jerry Clark, who is personally known to me or who has produced _____ as identification.

 **G.F. LACOUR**
My Comm Exp. 2/21/00
Bonded By Service Ins
No. CC534749
☒ Personally Known ☐ Other
Notary Signature *G.F. LaCour*
Notary Name Printed G.F. LaCour
Commission Number _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above-stated corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and other provisions thereof, relative to keeping open said office.



C.T. Lynch

FILED
96 SEP 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-20-96