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Requestor's Name
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CORPORATION(S) NAME

Jupiter Farms Center Property Owners' Association, Inc.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
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**ARTICLES OF INCORPORATION
OF
JUPITER FARMS CENTER
PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

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ARTICLE I
Name

The name of this Corporation shall be JUPITER FARMS CENTER PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II
Principal Place of Business

The principal place of business of the Corporation shall be at 2000 PGA Boulevard, Suite 2204, North Palm Beach, FL 33408, or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE III
Purposes

The general nature, objects and purposes of the Association shall be:

A. to provide for the regulation, maintenance, preservation and architectural control of the general and parcel development of THE PLAT OF JUPITER FARMS COMMUNITY SHOPPING CENTER, P.C.D., as recorded in Plat Book 71, page 10, of the public records of Palm Beach County, Florida. (hereafter referred to as "The Plat").

B. to provide for the promotion, regulation, maintenance and control of the recreational areas, road, promenades, and waters within The Plat.

C. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners' association.

D. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration of Protective Covenants, Restrictions, Reservations, Servitudes and Easements, Affecting The Plat of Jupiter Farms Community Shopping Center, P.C.D.

E. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

F. to operate without profit for the sole and exclusive benefit of its members.

ARTICLE IV Powers

The Corporation shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

A. to exercise all of the powers, privileges and duties set forth in the aforesaid Declaration as it presently exists and as it may, from time to time, be amended.

B. to establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration and By-Laws of the Association for all purposes of the Association and to create and establish reasonable reserves for all purposes.

C. to pay all expenses incident to the conduct of the business of the Association.

D. to promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized.

E. to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association.

F. to charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.

G. to pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.

H. to borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any other purposes of the Association and to secure the payments for such obligations by mortgages, pledges, or other

instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.

I. to exercise any and all powers, rights and privileges which a corporation organized under the Corporations Not-for-Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V Members

The Members of the Association shall consist of the owners of platted or unplatted lots in The Plat of Jupiter Farms Community Shopping Center, P.C.D. Membership shall be as a result of the ownership of a platted lot in the aforesaid Plat and may not be separated from such ownership.

ARTICLE VI Voting Rights

A. Each Member shall be entitled to votes computed by the improvements on said lot with one (1) vote for each 1,000 square feet of improvement. There shall be no splitting or division of votes and multiple owners shall designate one of their number to cast the vote represented by the lot.

B. The Association shall obtain funds with which to operate by the assessments of its Members in accordance with the provisions of the By-Laws of the Association. All fees, dues, charges and assessments shall be due and payable in such manner and at such time as the Board of Directors of the Association shall designate and the collection of same may be enforced by all lawful means as provided in the aforesaid Declaration and in the By-Laws.

ARTICLE VII Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) Directors who need not be Members of the Association. The initial Board of Directors shall consist of three (3) Directors, who shall hold office until the elections of their successors. The exact number of Directors shall be fixed from time to time at the Annual Meeting by the Members.

B. The names and addresses of the Members of the first Board of Directors who shall hold office until the Annual Meeting of the Members or until their successors are elected or appointed, and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
WILLIAM E. BURCKART	2000 PGA Boulevard, Suite 2204 North Palm Beach, FL 33408
IVAN C. FREDERICKSON	2000 PGA Boulevard, Suite 2204 North Palm Beach, FL 33408
MARK PANTLIN	103 Mainsail Court Jupiter, FL 33477

C. Until the Declarant identified in the Declaration of Protective Covenants, Restrictions, Reservations, Servitudes and Easements Affecting the Plat of Jupiter Farms Community Shopping Center, P.C.D., transfers title to all the lots in said Plat, it will be entitled to elect a majority of the Board members.

ARTICLE VIII Officers

A. The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time, by resolution, establish. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting of the Members of the Association.

B. The names and addresses of the initial Officers who shall serve until their successors are elected by the Board of Directors, are:

President: WILLIAM E. BURCKART
2000 PGA Boulevard, Suite 2204
North Palm Beach, FL 33408

Vice President: MARK PANTLIN
103 Mainsail Court
Jupiter, FL 33477

Secretary and
Treasurer

IVAN C. FREDERICKSON
2000 PGA Boulevard, Suite 2204
North Palm Beach, FL 33408

ARTICLE IX
Term

The Corporation shall have perpetual existence.

ARTICLE X
By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles and said By-Laws may be amended, altered or rescinded by the Board of Directors of the Association in the manner provided in said By-Laws.

ARTICLE XI
Indemnification

Each and every Officer and Director of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such Officer or Director in connection with any claim, demand or proceeding to which such Officer or Director may be a party or in which such Officer or Director of this Association, whether or not such person is an Officer or Director at the time such expenses are incurred, provided, however, if such Officer or Director is adjudged guilty or willful misfeasance or willful malfeasance in the performance of the duties of such Officer or Director, the Association shall not indemnify such Officer or Director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board of Directors of the Association shall approve such settlement and shall determine that such indemnification shall be in the best interests of the Officer or Director and the Association. The Association may purchase such insurance policies as the Board of Directors of the Association shall deem appropriate to provide such indemnification. The foregoing right or indemnification shall be in addition to, but not exclusive of, any and all other rights to which such Officer or Director may be entitled.

ARTICLE XII
Contractual Powers

A. No contract or transaction between the Association and one or more of its Officers or Directors or between the Association and any other legal entity in which one or more of the Officers or Directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an Officer or Director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorizes such a contract or transaction, or solely because of the vote of such Officer or Director in connection therewith. No Officer or Director of the Association shall incur liability by reason of the fact that such Officer or Director is or may be interested in any such contracts or transactions.

B. Interested Directors may be counted in determining the presence of the quorum at the meeting of the Board of Directors or any committee thereof, which authorizes contracts or transactions.

ARTICLE XIII
Dissolution

The Association may be dissolved upon the written consent of three-quarters (3/4) of the votes entitled to be cast. Upon 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 and shall be used for purposes similar to those of which this Association was created. In the event that such dedication is refused or in the event that those persons voting for dissolution so indicate, such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

ARTICLE XIV
Amendments

These Articles may be altered, amended or repealed in the following manner:

- A. Notice of the proposed Amendment shall be included in the notice of any meeting in which a proposed Amendment is considered.
- B. A resolution for the adoption of the proposed Amendment may be proposed either by the Board of Directors or by the Members of the Association. Approval of a proposed Amendment must be by at least 75% of the Board of Directors of the Association and a majority of the votes

entitled to be cast by Members or by the unanimous approval of the initial Board of Directors until the first annual election of Directors.

ARTICLE XV
Registered Agent

The Registered Agent of the Association to accept service of process in this state and who shall serve until replaced by the Board of Directors of the Association shall be WILLIAM E. BURCKART, and his address is 2000 PGA BOULEVARD, SUITE 2204, NORTH PALM BEACH, FLORIDA 33408.

ARTICLE XVI
Subscribers

The names and addresses of the Subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
WILLIAM E. BURCKART	2000 PGA Boulevard, Suite 2204 North Palm Beach, FL 33408
IVAN C. FREDERICKSON	2000 PGA Boulevard, Suite 2204 North Palm Beach, FL 33408
MARK PANTLIN	103 Mainsail Court Jupiter, FL 33477

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 15th day of September, 1996.


WILLIAM E. BURCKART


IVAN C. FREDERICKSON


MARK PANTLIN

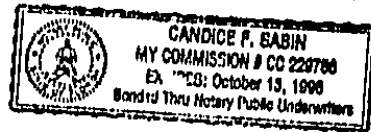
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, WILLIAM E. BURCKART, IVAN C. FREDERICKSON, and MARK PANTLIN, to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 15TH day of Sept., 1996.

Candice F. Sabin
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- that desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the foregoing Articles of Incorporation, at City of West Palm Beach, County of Palm Beach, State of Florida, JUPITER FARMS CENTER PROPERTY OWNERS' ASSOCIATION, INC. named WILLIAM E. BURCKART, whose address is 2000 PGA Boulevard, Suite 2204, North Palm Beach, FL 33408, as its Statutory Registered Agent.

A C K N O W L E D G M E N T

Having been named the Statutory Agent of the above-stated Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of said Florida Law relative to keeping the Registered Office upon.

DATED: 9-15-96

William E. Burckart
WILLIAM E. BURCKART
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of September, 1996, by WILLIAM E. BURCKART, who is personally known to me or has produced _____ as identification and did take an oath.

Candice F. Sabin
Notary Public
My Commission Expires: _____

