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PRESSURE SENSITIVE
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 096026 8730A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : September 24, 1996

ORDER TIME : 9:22 AM

ORDER NO. : 096026

CUSTOMER NO: 8730A

CUSTOMER: Mark Krall, Esq
LISTICK & KRALL

616 East Atlantic Avenue

Delray Beach, FL 33483

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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: HARBOUR 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: Gail L. Shelby

EXAMINER'S INITIALS:

9/24/96

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
HARBOUR CLUB ASSOCIATION, INC.**

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- a nonprofit corporation -

The undersigned, by these Articles, associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be HARBOUR CLUB ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association". The place of business shall be 616 East Atlantic Avenue, Delray Beach, Florida, 33483.

ARTICLE II - PURPOSE

2.1 The purpose of which the Association is organized is to provide an entity for the operation of a proposed residential development located upon all or a portion of the following lands in Palm Beach County, Florida:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

2.2 The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III - POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in a certain Declaration of Restrictions by HARBOUR CLUB ASSOCIATION, INC., a Florida corporation, to which Declaration of Restrictions these Articles are attached and recorded in the Public Records of Palm Beach County, Florida (hereinafter called "Declaration"); except as limited by these Articles, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration and as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members to defray the costs, expenses, and losses of the Association.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) The maintenance, repair, replacement and operation of the property and buildings which are to be maintained, repaired, replaced and operated by the Association.

(d) The purchase of insurance upon the improvements and property and insurance for the protection of the Association and its members;

(e) The reconstruction of improvements after casualty and the future improvement of the property.

(f) To make and amend reasonable regulations respecting the use of the property subject to the Association's control.

(g) To approve or disapprove the transfer, mortgage, and ownership of lots and improvements as may be provided by the Declaration.

(h) To enforce by legal means the provisions of the Declaration, these Articles, the By-laws of the Association, and the regulations for the use of the property in the subject development.

(i) To contract for the management or operation of portions of common areas and recreation areas susceptible to separate management or operation; and to make and collect assessments against members to defray the costs, expenses, maintenance, and contractual obligations entered into relative to common areas, parking spaces, easements, and streets.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association.

(k) To employ personnel to perform the services required for the proper operation of the Association.

3.3 All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws.

ARTICLE IV - MEMBERS

4.1 The members of the Association shall consist of all of the record owners of the lots, and/or Developer, as more fully set forth in the Declaration.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a lot and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated nor transferred in any manner except as an appurtenance to the lot.

4.4 The owner of each lot shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by members and the manner of exercising voting rights shall be determined by the Declaration.

4.5 This Association shall never have or issue any share of stock.

ARTICLE V - DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of a number of directors determined by the By-laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at an annual meeting of the members of the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

5.3 The first election of the directors shall not be held until after the Developer has terminated its control, or until after December 1, 2000, (said time being the time that Developer ceases being a Class B member as set forth in the Declaration). The directors named in these Articles shall serve until the first elections of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4 Anything to the contrary notwithstanding, there need be only three (3) directors so long as Developer is a Class B member. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected

and have qualified, or until removed are as follows:

Name:	Address:
JOHN FRIESE	616 E. Atlantic Avenue Delray Beach, FL. 33483
SUSAN MALLOY	947 Hyacinth Drive Delray Beach, FL. 33483
MARK L. KRALL	616 E. Atlantic Avenue Delray Beach, FL. 33483

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. Anything to the contrary notwithstanding, until Developer is no longer a Class B member a vice president is not necessary. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Secretary:	SUSAN MALLOY 947 Hyacinth Drive Delray Beach, FL. 33483
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The Board of Directors, or the President, with approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or is a director or officer of the Association, or an employee or associate of Developer, as the case may be.

ARTICLE VII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees and sales tax, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of 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 an officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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.

ARTICLE VIII - BY-LAWS

The first By-laws of the Association shall be adopted by the Board of Directors and may only be altered amended, or rescinded in the manner provided by the By-laws.

ARTICLE IX - AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at, or prior to the meeting. Except as elsewhere provided:

(a) such approvals must be by not less than 75% of the entire membership if proposed by the Board of Directors, or

(b) by not less than 80% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership or the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the lots. No amendment shall be made that is in conflict with the Declaration. Further, provided, that no amendment shall be made without the written consent of Developer during the time that Developer is a Class B member. Further provided that no change shall be made which prejudices an Institutional Lender holding a first mortgage without the consent of all such prejudiced Institutional Lenders.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Palm Beach County, Florida.

9.5 No amendment shall prejudice or impair the right of an

Institutional Lender without the written consent of said Institutional Lender. The term "Institutional Lender" shall have the meaning given in the Declaration.

9.6 No amendment shall release any obligation of the Association pertaining to Palm Beach County, Florida, governmental agencies, quasi-governmental agencies, South Florida Water Management District or Lake Worth Drainage District, if any, without the written approval of said entity.

ARTICLE X - TERM

The term of the Association shall be perpetual.

ARTICLE XI - SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is as follows:

SUSAN MALLOY

947 Hyacinth Drive
Delray Beach, FL. 33483

ARTICLE XII - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 616 East Atlantic Avenue, Delray Beach, FL. 33483. The name of the registered agent of the corporation at that address is Mark L. Krall.

Nothing contained herein shall limit or restrict the rights of Developer, which are set forth in the Declaration of Restrictions.

IN WITNESS WHEREOF, the subscribers hereto have affixed their hands and seals this 16 day of MAY, 1996.



Susan Malloy

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County last aforesaid to administer oaths and take acknowledgments, personally appeared SUSAN MALLOY, as subscriber to the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation for the uses and purposes therein

expressed, who is personally known to me or who has produced
Pa. Oliver Sec. as identification and did ~~not~~
~~not~~ take an oath.

WITNESS my hand and official seal in the State and County last
aforesaid this 16th day of May, 1996.

Mark R. Shoop
Print Name: MARK R. SHOOP
NOTARY PUBLIC, STATE OF FLORIDA
Serial No.:
My Comm. Exp.:



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ACKNOWLEDGMENT

Having been named as Resident Agent for HARBOUR CLUB ASSOCIATION, INC., at 616 E. Atlantic Avenue, Delray Beach, FL. 33483, I hereby agree to act in this capacity, agree to accept service of process, and agree to comply with the provisions of law relative to keeping open such office.


Mark L. Krall, Registered Agent

EXHIBIT "A"

LEGAL DESCRIPTION

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All of the property known as HARBOUR CLUB
REPLAT, according to the Plat thereof as
recorded in Plat Book 78, Pages 26 and 27, of
the Public Records of Palm Beach County,
Florida.