

N96000005462

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200001984982--S

-10/24/96--01027--025

****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Ocean Palms Cooperative Association, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
FOR
OCEAN PALMS COOPERATIVE ASSOCIATION, INC.

The undersigned subscribers by these articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopt the following articles of incorporation.

ARTICLE 1

NAME

The name of the corporation shall be OCEAN PALMS COOPERATIVE ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "corporation" or the "association." These articles of incorporation shall be referred to in this instrument as the "articles," and the by-laws of the corporation or association as the "by-laws."

ARTICLE 2

PURPOSE

The purpose for which the corporation is organized is to provide an entity pursuant to the Florida Cooperative Act (the "Act") Chapter 719, Florida Statutes for the operation of OCEAN PALMS, a cooperative, hereinafter referred to as the "cooperative," which is to be situated upon the lands legally described on Exhibit "A" hereto. The developer of the cooperative is OCEAN PALMS DEVELOPMENT CORPORATION, a Florida corporation formed under the laws of the State of Florida and is hereinafter referred to as the "Developer".

ARTICLE 3

IDENTIFICATION AND COOPERATIVE BOUNDARIES

3.2 Unit Boundaries. The cooperative units and all other improvements constructed on the cooperative property are set forth in detail in Exhibit "B" entitled "Plot Plan, survey & Graphic Descriptions", attached hereto and made a part hereof, or if not attached, to be attached hereafter and recorded as provided in Article 13 of these articles. Each Unit shall include that part of the cooperative property containing the Unit which lies

within the boundaries of the Unit, which boundaries shall be determined in the following manner:

3.2.1 Upper and Lower Boundaries. The upper and lower boundaries of the Unit shall be the following boundaries extended to an intersection with the perimetrical boundaries:

(a) UPPER BOUNDARY - the horizontal plane of the lower unfinished surfaces of the ceiling slab.

(b) LOWER BOUNDARY - the horizontal plane of the upper unfinished surfaces of the floor slab.

3.2.2 Perimetrical Boundaries. The Perimetrical boundaries of the Unit shall be the vertical planes of the undecorated finished interior of the walls bounding the Unit extended to intersection with each other and with the upper and lower boundaries. Where there is attached to the building a balcony or other portion of the building serving only the Unit being bounded, the perimetrical boundaries shall be the intersection vertical plans adjacent to and which include all of such structures and fixtures thereon.

ARTICLE 4

DEFINITIONS

The terms used in articles shall have the same definitions and meaning as those set forth in the by-laws of the cooperative unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 5

POWERS

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

5.1 General. The corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

5.2 Enumeration. The corporation shall have all the powers and duties set forth in the Act except as limited by these articles and the by-laws of the corporation, and all of the powers and duties reasonably necessary to operate the cooperative pursuant to the by-laws, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect assessments and other charges against members as owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell, mortgage and trade both real and personal property as may be necessary or convenient in the administration of the cooperative.

C. To maintain, repair, replace, reconstruct, add to, and operate the cooperative and other property acquired or leased by the corporation for use by unit owners.

D. To purchase insurance upon the cooperative and insurance for the protection of the corporation, its officers, directors, and members as unit owners, and such other parties as the corporation may determine is in the best interest of the corporation.

E. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the cooperative and for the health, comfort, safety and welfare of the unit owners.

F. To approve or disapprove the leasing, transfer, mortgaging, subletting and possession of a unit as may be provided by the by-laws and the proprietary leases.

G. To enforce by legal means the provisions of the Act, these articles, the by-laws, the proprietary leases and the rules and regulations for the use of the cooperative.

H. To contract for the management of the cooperative, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the corporation, (1) except those which require specific approval of the board of directors or the membership of the corporation, (2) those which are incapable of being delegated as same may be contrary to the By-Laws of the cooperative, (3) those which are contrary to the Statutes of the State of Florida, and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the board of directors and is therefore not susceptible to delegation.

I. To employ personnel to perform the services required for proper operation of the cooperative.

5.3 Assets of the Corporation. All funds and the titles of all properties acquired by the corporation and their proceeds shall be held for the benefit and

use of the members in accordance with the provisions of these articles and the by-laws.

5.4 Limitation. The powers of the corporation shall be subject to and shall be exercised in accordance with the provisions of these articles and the by-laws.

ARTICLE 6

PROPRIETARY LEASES AND MEMBERSHIP CERTIFICATES

6.1 Pursuant to the by-laws of the corporation, the board of directors shall adopt a form of proprietary lease to be issued by the corporation for the leasing of all units in the cooperative to be leased to members under proprietary leases. The board of directors shall allocate to each unit to be leased under a proprietary lease one (1) membership certificate of the corporation which must be owned by the proprietary lessee thereof. The ownership of said proprietary lease and accompanying membership certificate pursuant to the by-laws of the corporation shall entitle the holder thereof to occupancy of the unit as specified in the proprietary lease, subject to the covenants and agreements contained in such proprietary lease.

ARTICLE 7

MEMBERS

7.1 Membership. The members of the corporation shall consist of all of the record owners of proprietary leases and appurtenant membership certificates in the cooperative; and, after termination of the cooperative, if same shall occur, the members of the corporation shall consist of those who are members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of a proprietary lease and an appurtenant membership certificate to a unit in the cooperative, whether by assignment, conveyance, devise, judicial decree, or otherwise, subject to the provisions of these articles and the by-laws, and by the issuance of the membership certificate to the member and recordation in the Public Records of Manatee County, Florida, of the proprietary lease or a memorandum of proprietary lease owned by the member establishing the acquisition and designating the unit affected thereby, and by the delivery to the corporation of a true copy of such proprietary lease. The new owner designated in such proprietary lease and appurtenant membership certificate shall thereupon become a member of the corporation, and the membership of the prior owner as to the unit designated shall be terminated. An original owner of a proprietary lease for a unit shall be issued a proprietary lease in the form as designated by the corporation, however, all subsequent owners shall own said

proprietary lease by virtue of an assignment of proprietary lease on a form approved and designated by the corporation or, in the alternative, at the discretion of the corporation, the originally issued proprietary lease shall be canceled of record and a new proprietary lease shall be issued to the new owner and a memorandum of proprietary lease shall be recorded in the Public Records of Broward County, Florida, as hereinbefore described. The foregoing provisions for assignment or conveyance shall be subject to the terms and conditions of the proprietary lease and these articles and its by-laws.

7.2 Assignment. The equity share of a member in the funds and assets of the corporation and its common surplus and membership in the corporation, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the cooperative for which that share is represented by duly assigning a proprietary lease and its accompanying membership certificate for the particular unit.

7.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each unit, which vote shall be exercised or cast in the manner provided by the by-laws. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each unit owned. Holders of unsold membership certificates shall be entitled to one (1) vote for each unsold membership certificate.

7.4 Meetings. The by-laws shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 8

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE 9

SUBSCRIBERS

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

Name	Address
Michael M. Wallack	2055 Wood St., Suite 215 Sarasota, FL 34237

ARTICLE 10

OFFICERS

The affairs of the corporation shall be administered by the officers designated below and as set out in the By-Laws. The officers shall be elected by the board of directors of the corporation at its first meeting following the annual meeting of the members of the corporation, and shall serve at the pleasure of the board of directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

Name	Office	Address
Karen Abdullah	President	6030 Verde Trail South, #206 Boca Raton, FL 33433
Diane Bloom	Vice President Secretary	1756 Eagle Trace Blvd. Coral Springs, FL 33071
Robert Tilsner	Treasurer	155 NE 1 st Street Deerfield Beach, FL 33441

ARTICLE 11

DIRECTORS

11.1 Number and Qualification. The property, business and affairs of the corporation shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Except for directors appointed by the Developer, all directors must be members of the corporation.

11.2 Duties and Powers. All of the duties and powers of the corporation existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

11.3 Election; Removal. Directors of the corporation shall be elected at the annual meeting of the members in 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.

11.4 Term of Developer's Directors. The Developer of the Cooperative shall appoint the members of the first board of directors who shall hold office for the periods described in the By-Laws.

11.5 First Directors. 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, are as follows:

NAME	ADDRESS
Karen Abdullah	6030 Verde Trail South, #206 Boca Raton, FL 33433
Diane Bloom	1756 Eagle Trace Blvd. Coral Springs, FL 33071
Robert Tilsner	155 NE 1 st Street Deerfield Beach, FL 33441

ARTICLE 12

INDEMNIFICATION

12.1 Indemnity. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, employee, officer or agent of the corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation; and, with respect to any criminal action or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that 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 gross negligence or willful misfeasance or malfeasance in the performance of his duty to the corporation 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. 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 in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

12.2 Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 12.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

12.3 Approval. Any indemnification under Section 12.1 above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 12.1 above. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

12.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

12.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under an By-Law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.6 Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 13

BY-LAWS

The first By-Laws of the corporation shall be adopted by the first board of directors as named in these articles of incorporation, and may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws. Subsequent to the filing of these articles and the issuance of the Certificate of Incorporation, the board of directors shall adopt the first by-laws which shall be attached hereto as Exhibit C and thereafter these articles, the Certificate of Incorporation and Exhibits A, B and C referred to herein shall be recorded in the Public Records of Broward County, Florida.

ARTICLE 14

AMENDMENTS

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

14.1 Notice. Notice of the subject matter of a proposed amendment is to be considered.

14.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the board of directors or by not less than one-third (1/3) of the members of the corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

(a) Not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the board of directors and by not less than a majority of the votes of the entire membership of the corporation; or

(b) By not less than seventy-five percent (75%) of the votes of the entire membership of the corporation.

14.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 5.3 and 5.4 of Article 5, entitled "Powers," without approval in writing by all members and the joinder of all institutional lenders holding liens upon units. No amendment shall be made that is in conflict with the Act nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer or in connection with rights afforded to holders of unsold membership certificates, or an affiliate, assignee, nominee, designee or beneficiary of the Developer, unless the Developer shall join in the execution of the amendment.

14.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Manatee County, Florida.

ARTICLE 15

LIABILITY OF MEMBERS

The private property of the members shall not be subject to the payment of corporation debts.

ARTICLE 16

ADDRESS

The principal place of business of the corporation shall be located at 1200 North Ocean Blvd., Pompano Beach, FL 33016, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the board of directors.

ARTICLE 17

INITIAL REGISTERED OFFICE ADDRESS

AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be located at 2055 Wood St., Suite 215, Sarasota, FL 34237 and the initial registered agent of the corporation at that address is MICHAEL M. WALLACK, ESQ..

IN WITNESS WHEREOF, the subscribers have affixed their signatures
this ____ day of October, 1996



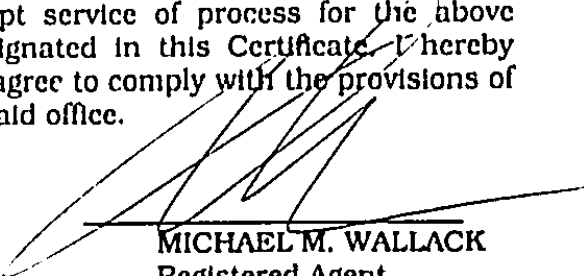
(seal)
MICHAEL M. WALLACK

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, OCEAN PALMS COOPERATIVE ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Sarasota, State of Florida, has named MICHAEL M. WALLACK, Esq. located at 2055 Wood Street, Suite 215, Sarasota, FL 34237, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL M. WALLACK
Registered Agent

FILED
JAN 11 2006
SARASOTA, FLORIDA

MICHAEL M. WALLACK
ATTORNEY

N96000005462
MICHAEL M. WALLACK, J.D., CHARTERED
A FLORIDA PROFESSIONAL ASSOCIATION

2055 WOOD STREET, SUITE 215
DAWSON, FL 34437
TELEPHONE (941) 244-1200
FAX (941) 300-0113
E-MAIL: MIKE.WOOD@401.com

FILED
SEP 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LETTER OF TRANSMITTAL

DATE: September 18, 1997

TO: Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Dissolution of Ocean Palms
Cooperative Association, Inc.

800002298088--4
-09/19/97--01075--011
*****35.00 *****35.00

ENCLOSURES: Articles of Dissolution by The Directors of Ocean Palms Cooperative Association, Inc.
Resolution of the Board of Directors of Ocean Palms Cooperative Association, Inc.
Our Check No. 4820 in the amount of \$35.00

THE ABOVE ENCLOSURES ARE:

<input type="checkbox"/> For your information	<input checked="" type="checkbox"/> For your files
<input type="checkbox"/> For your signature	<input type="checkbox"/> For execution in the presence of a Notary Public
<input checked="" type="checkbox"/> For filing and forwarding as noted under Remarks	<input type="checkbox"/> For execution in the presence of a Notary Public and two (2) witnesses
<input type="checkbox"/> For review and comment	<input type="checkbox"/> For publication
<input checked="" type="checkbox"/> For payment	<input type="checkbox"/> For remittance
<input checked="" type="checkbox"/> For necessary action	<input type="checkbox"/> Per our conversation
<input type="checkbox"/> Per your request	

Please file the above referenced enclosures with your division of the Secretary of State and return a file stamped copy to our offices.

Very truly yours,

Michael M. Wallack
Michael M. Wallack

MMW/dlb
Enclosures: As stated

VS SEP 26 1997

Vold:s

FILED

97 SEP 19 AM 10:25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF DISSOLUTION BY
THE DIRECTORS
OF OCEAN PALMS COOPERATIVE ASSOCIATION, INC.**

To: Department of State
Tallahassee, FL 32314


Date Paid: _____
Filing Fee: _____

Pursuant to the provisions of Section 617.1401 of the Florida Not-for-profit Corporation Act, the undersigned, being a majority of the directors of the corporation adopt the following articles of dissolution:

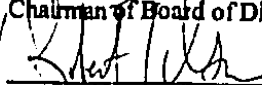
1. The name of the corporation is OCEAN PALMS COOPERATIVE ASSOCIATION, INC.
2. The date of filing of its articles of incorporation is October 24, 1996.
3. The corporation has not commenced to conduct its affairs.
4. No debts of the corporation remain unpaid.
5. A majority of the directors authorized that the corporation be dissolved.

Dated this 29 day of August, 1997.

DIRECTORS:



DIANE BLOOM, Director,
Chairman of Board of Directors



ROBERT TILSNER, Director