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**ARTICLES OF INCORPORATION
OF
ATLANTIC POINT ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, I, the undersigned hereby incorporate this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, I do, by these Articles of Incorporation, certify as follows:

**ARTICLE I
DEFINITIONS**

Capitalized terms used and not otherwise defined in these Articles shall have the meanings ascribed to such terms in that certain Planned Commercial Development Overlay District Unified Control Declaration for Atlantic Point ("Declaration") to be recorded in the Public Records of Broward County, Florida.

**ARTICLE II
NAME**

The name of this corporation shall be the ATLANTIC POINT ASSOCIATION, INC., a Florida not-for-profit corporation. For convenience, the corporation shall be herein referred to as the Association, whose present address is 77 North Hibiscus Drive, Miami, Florida, 33139.

**ARTICLE III
PURPOSE**

The purpose for which the Association is organized is to operate and maintain certain portions of the Property in accordance with the terms, provisions and conditions contained in the Declaration and to carry out the covenants and enforce the provisions relative to the Association as set forth in the Declaration and to operate, lease, trade, sell and otherwise deal with the personal and real property of the Association.

**ARTICLE IV
POWERS**

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

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Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33302
(954) 764-6660

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A. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Declaration or Bylaws.

B. The Association shall have all of the powers to be granted to the Association in the Declaration. All provisions of the Declaration and Bylaws are incorporated into these Articles for the purpose of establishing the Association's powers necessary for it to act as contemplated by the Declaration.

C. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

1. To do any acts required or contemplated by it under the Declaration;
2. To enforce reasonable rules and regulations governing the use of the Property or any portions thereof;
3. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Common Expenses in the manner provided in the Declaration, and to use and expend the proceeds of such Assessments in the exercise of its powers and duties hereunder;
4. To administer, manage and operate the Areas of Common Responsibility in accordance with the Declaration and to maintain, repair, replace and operate the Areas of Common Responsibility in accordance with the Declaration;
5. To enforce by legal means the obligations of the membership of the Association and the provisions of the Declaration;
6. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Areas of Common Responsibility and to enter into any other agreements consistent with the purposes of the Association;
7. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Areas of Common Responsibility in a proper and aesthetically pleasing condition.

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ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

- A. The membership of the Association shall be comprised of the Declarants.
- B. No Member may assign, hypothecate or transfer in any manner its membership in the Association except as an appurtenance to its Site. Notwithstanding the foregoing, a Member may assign all or any part of its voting rights it may have to another party.
- C. Any Member who conveys or loses title to a Site by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Site and shall lose all rights and privileges of a Member resulting from ownership of such Site.
- D. In any situation where a Member is entitled personally to exercise the votes for its Site and when more than one Person holds the interest in any Site required for membership, the votes for such Site shall be exercised as those Persons themselves determine and advise the Secretary of the Association prior to any meetings. In the absence of such advice, the Site's vote shall be suspended in the event more than one Person seeks to exercise it. Any Owner of a Site which is leased may, in the lease or other written instrument, assign the voting right appurtenant to that Site to the lessee, provided that a copy of such instrument is furnished to the Secretary of the Association prior to any meeting.
- E. A quorum of Members shall be attained by the presence either in person or by proxy, of persons entitled to cast a majority of the votes of Members.

ARTICLE VI TERM

The term for which the Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar owners' association or a public agency having a similar purpose, or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved corporation and its properties in the place and stead of the dissolved corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved corporation and its properties.

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**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of these Articles is as follows: Michael L. Thomas, 77 North Hibiscus Drive, Miami, Florida 33139.

**ARTICLE VIII
OFFICERS**

A. The affairs of the Association shall be managed by the President of the Association, assisted by one or more the Vice President(s), the Secretary and the Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

B. The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and a Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

**ARTICLE IX
FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Michael L. Thomas
Vice President	Lola Thomas
Secretary	Lola Thomas
Treasurer	Michael L. Thomas

**ARTICLE X
BOARD OF DIRECTORS**

A. There shall be three (3) members on the first Board ("First Board") who are to serve until the Turnover Date. The number of members of the Board subsequent to the First Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors.

Atlantic Point, Inc. and Gerald Raitano are the Declarants under the Declaration for which this corporation is being created. Atlantic Point, Inc. shall be entitled to appoint two (2) Directors and Raitano shall be entitled to appoint one(1) Director. In the event the Board determines to increase the number of Directors, Atlantic Point, Inc. shall have the sole and exclusive right to

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appoint additional Directors and shall also have the right to assign its right to appoint any such additional Directors to another party or parties.

B. The names and street addresses of the persons who are to serve as the First Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Atlantic Point, Inc.'s Directors:	
Michael L. Thomas	77 North Hibiscus Drive Miami, Florida 33139
Lola Thomas	77 North Hibiscus Drive Miami, Florida 33139
Raitano's Director:	
Gerald Raitano	101 Briny Avenue, Apt. 1020 Pompano Beach, Florida 33062

Each Declarant reserves the right to remove member(s) of the First Board which it appoints and to appoint replacement(s) in the event a vacancy is created on the First Board.

ARTICLE XI INDEMNIFICATION AND LIMITED LIABILITY

A. Every Director and every officer of the Association and every Committee member shall be indemnified by the Association against all costs, expenses and liabilities, including Legal Fees reasonably incurred by or imposed upon by him or her in connection with any proceeding, litigation or settlement in which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association or a Committee member, whether or not he or she is a Director, officer or Committee member at the time such cost, expense or liability is incurred, except in such cases wherein the Director, officer, or Committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights to which such Director, officer, or Committee member may be entitled by common or statutory law.

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B. The Association, the Board of Directors, the Committee, Declarants, and any member, agent, or employee of any of the same, shall not be liable to any person for any action or for any failure to act, except to the extent such action or failure to act is found by a court of competent jurisdiction in a non-appealable judgment to have been the result of willful misconduct or gross misconduct.

ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded as set forth therein. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XIII AMENDMENTS

A. These Articles may be amended only as follows:

1. (a) The Board, by a majority vote, acting without a vote of the Members, may amend these Articles at any duly called meeting of the Board. Any number of proposed amendments may be submitted to the Board and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Directors.

(c) At such meeting a vote of the Directors shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving: (i) the affirmative vote of the Directors entitled to cast a majority of the votes at a duly called meeting of the Board.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration or any amendments or Supplements thereto.

C. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida. After the Declaration is recorded, a certified copy of each amendment or the

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Articles as restated to include such amendment shall be recorded amongst the Public Records of the County.

D. Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of: (i) Declarants, including the right to designate and select members of the Board as provided in Article X hereof, without the prior written consent thereto by Declarants; or (ii) any Institutional Lender (as defined in the Declaration) without the prior written consent of such Institutional Lender.

ARTICLE XIV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 77 North Hibiscus Drive, Miami, Florida, 33139, and the initial registered agent for the Association at that address shall be Lola Thomas.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 26th day of Jan, 1998.

[Signature] Michael L. Thomas

The undersigned hereby accepts the designation of Registered Agent of Atlantic Point Association, Inc. as set forth in Article XIV of these Articles of Incorporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, Florida Statutes, Chapter 617.

[Signature] Lola Thomas Dated: 1/25/98

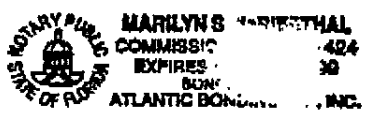
STATE OF FLORIDA)) SS: COUNTY OF)

The foregoing instrument was acknowledged before me this 26 day of Jan 1998, by Michael L. Thomas, the person described as the Incorporator of these Articles who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced as identification.

[Signature] (SEAL) Notary Public, State of Florida at Large COMMISSION # 424 EXPIRES DEC 30, 1999 Printed, Mark F. Grant, Notary Name

My Commission Expires

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