

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Shell Cove Property  
Owners' Association, Inc.

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED  
98 FEB 10 AM 10:23  
DIVISION OF CORPORATION

FILED  
98 FEB 10 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

DR 2-10-98 9:27

**ARTICLES OF INCORPORATION  
OF  
SHELL COVE PROPERTY OWNERS' ASSOCIATION, INC.**

FILED  
98 FEB 10 PM 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes and do certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation is SHELL COVE PROPERTY OWNERS' ASSOCIATION, INC. and the corporation is sometimes referred to herein as the "Association" or the "Corporation".

**ARTICLE II**

**DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for SHELL COVE, which are to be recorded in the public records of St. Lucie County, Florida, and any subsequent amendments thereto.

**ARTICLE III**

**PRINCIPAL OFFICE AND AGENT**

The Principal place of business and initial registered office of the Corporation is: 729 South Federal Highway, Suite 222, Stuart, Florida 34994. The registered agent of the Corporation is: George B. Hough, Jr.

**ARTICLE IV**

**OBJECTS, PURPOSES AND POWERS**

Section 1. This Corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or Member of the Corporation.

Section 2. The objects and purpose for which this Corporation is organized are as follows:

2.1 To establish, maintain operate and provide all community services of every kind and nature for SHELL COVE Subdivision, St. Lucie County, Florida, required or desired by the Members, including without limitation, those services and functions described in the Covenants and Restrictions for SHELL COVE.

2.2 To provide for enforcement of the Covenants and Restrictions.

2.3 To engage in such other activities as may be to the mutual benefit of the Members and the owners of Lots in SHELL COVE.

- 2.4 To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefits of its Members.
- 2.5 To contract with others to provide the services, benefits and advantages desired.
- 2.6 To make, establish and enforce reasonable rules and regulations governing the use of the property owned by or maintained by the Association.
- 2.7 To maintain repair, replace and operate its property.
- 2.8 To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Corporation
- 2.9 To employ personnel to perform the services authorized by these Articles.
- 2.10 To purchase insurance upon its property for the protection of the Association and the Members.
- 2.11 To reconstruct improvements constructed on its property or for its benefits after casualty or other loss.
- 2.12 To dedicate all or any portion of its property or any interest therein to public use.
- 2.13 To enforce by legal action the provisions of these Articles of Incorporation, the By-laws of the Corporation, and the Covenants and Restrictions.
- 2.14 To hold title to and maintain the private access easements and private drainage easements, if any, reflected on the recorded Plat of SHELL COVE, and to hold title to all other property, real and personal, as it may acquire from time to time, and to sell, transfer or mortgage the same.
- 2.15 To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary to implement the powers of the Association.

## ARTICLE V

### MEMBERS

Section 1. The Members of this Corporation shall consist of Robert Berthiaume, Sr., hereinafter referred to as the "Developer", and all owners of Lots in SHELL COVE, but shall not include mortgagees or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation shall also be Members of the Corporation until the first election of the Board of Directors.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

Each Lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until the dispute is resolved.

## ARTICLE VI

### TERM

This corporation shall exist perpetually.

## ARTICLE VII

### BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. The Board of Directors shall consist of one (1) Owner from each Lot in SHELL COVE, who shall be designated by the owners of the Lot. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

George B. Hough, Jr.	729 South Federal Highway, Suite 222 Stuart, Florida 34994
Robert Berthiaume, Sr.	7921 SE Paradise Drive Stuart, Florida 34997
Angie Berthiaume	7921 SE Paradise Drive Stuart, Florida 34997

## ARTICLE VIII

### OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

Robert Berthiaume, Sr.	President
George B. Hough, Jr.	Vice President
Angie Berthiaume	Secretary/Treasurer

## ARTICLE IX

### INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel 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 of the Association, or any settlement thereof, whether or not he is 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 approves such settlement and reimbursement as being for the best interest 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 X**

### **DISPOSITION OF ASSETS UPON DISSOLUTION**

No Member, director or Officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by at least two-thirds (2/3) percent of each of the membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency, or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, association, trust or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

## **ARTICLE XI**

### **AMENDMENTS OF ARTICLES**

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

## **ARTICLE XII**

### **BY-LAWS**

The Association shall adopt By-laws governing the conduct of the affairs of the Association. The By-laws shall be altered, amended, or rescinded as provided in the By-laws by the affirmative vote of at least two-thirds (2/3) of the Members of the Association entitled to vote.

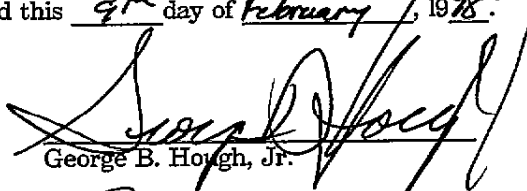
## **ARTICLE XIII**

### **SUBSCRIBING INCORPORATORS**

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

George B. Hough, Jr.	729 South Federal Highway Suite 222 Stuart, Florida 34994
Robert Berthiaume, Sr.	7921 SE Paradise Drive Stuart, Florida 34997
Angie Berthiaume	7921 SE Paradise Drive Stuart, Florida 34997

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 9<sup>th</sup> day of February, 1998.

  
George B. Hough, Jr.

  
Robert Berthiaume, Sr.

  
Angie Berthiaume

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

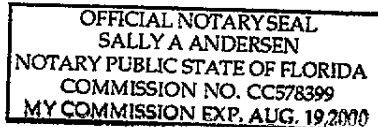
STATE OF FLORIDA  
COUNTY OF MARTIN

Before me, the undersigned Notary Public, in and for the said County and State, personally appeared George B. Hough, Jr., Robert Berthiaume, Sr., and Angie Berthiaume, personally known to me or who presented \_\_\_\_\_ as identification, and after first being duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they have knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this 9<sup>th</sup> day of FEBRUARY, 1998

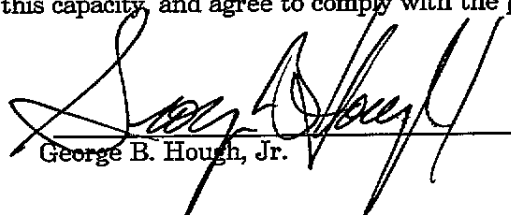
  
Notary Public SALLY A. ANDERSEN  
My Commission Expires: 8-19-2000

(Notary Seal)



**ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT**

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 place.

  
George B. Hough, Jr.