

N98000001757

John B. Chiarenza

Requestor's Name

P.O. Box 9519
Coral Springs, FL 33075

City/State/Zip

Phone #

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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98 MAR 25 AM 10:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

B. BROCK MAR 26 1998

ARTICLES OF INCORPORATION

OF

FOREST HILLS

CIRCLE ON THE SQUARE, INC.

- A Neighborhood Association

a Florida corporation not for profit

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ARTICLE I

The name of the Corporation is **FOREST HILLS CIRCLE ON THE SQUARE, INC.**

ARTICLE 11

This Corporation not for profit under the provisions of Chapter 617, Florida Statutes.

ARTICLE III

The post office address of the Corporation shall be P.O. Box 9519, Coral Springs, Florida 33075. The name and address of the resident agent is John B. Chiarenza, 2085 University Drive Coral Springs, Florida 3307 1. who is authorized to accept service of process within the State upon the Corporation.

ARTICLE IV

The purpose for which this Corporation is organized is to act on behalf of its members, collectively as their governing body with respect to the administration of the ASSOCIATION known as **FOREST HILLS CIRCLE ON THE SQUARE..**

ARTICLE V

The term for which this Corporation is to exist is perpetual.

ARTICLE VI

The eligible Members of this Corporation shall consist of all of the record Owners of Residential and Condominium Lots in the area bounded by Sample Road, Riverside Drive, University Drive, and Royal Palm Boulevard in Coral Springs, Florida. The Board of Directors by unanimous vote may exclude certain portions or sections of this bounded area from the primary bounded area formed by those four major thoroughfares. The Owner of a Lot in this area after any exclusions is a Member of this Corporation. Each Member of the Corporation shall be entitled to voting rights in the affairs of the Corporation.. Voting may be in person or by written proxy and a corporation may hold membership and may vote through an authorized officer or by written proxy. Membership in this Corporation shall cease and terminate upon the sale, transfer or disposition of the Member's lot.

ARTICLE VII

The affairs of the Corporation shall be governed by a Board of Directors which Board shall consist of not less than five (5) nor more than nine (9) persons. The Directors shall be elected from among the Members; or if a Member shall be a corporation partnership or trust then an officer, partner or beneficiary of such Member may qualify as a Director. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and shall have all the powers and duties referred to in the Statutes of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following:

- (A) To elect the officers of the Corporation;
- (B) To administer the affairs of the Corporation.
- (C) To request and collect and disburse funds for expenses of the corporation.
- (D) To enter into agreements/contracts for the corporation.
- (E) To include/exclude specific sections into or from the primary bounded area.

The order of business at all meetings of the Board of Directors shall be as follows:

- (i) Roll Call
- (ii) Reading of the minutes of the last meeting;
- (iii) Consideration of communications;
- (iv) Resignations and elections;
- (v) Reports of Officers and employees;
- (vi) Reports of committees;
- (vii) Unfinished business
- (viii) Original resolutions and new business;
- (ix) Adjournment.

The initial Directors of this Corporation shall be appointed by the Founders and shall consist of nine Directors, who will have a term of one year.

ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of the following persons, each of whom shall serve for a term of one year.

Names of Initial Directors and Officers

Suellen Desmaris, President
John Desmaris, Treasurer
John B. Chiarenza, Director/Vice President Condominiums
Mitch Wallick, Secretary/Vice President Promotions
Aimee Wallick, Second Vice President Sidewalks
Ken Gilbert Vice President Landscaping
Sally Garcia, Assistant Secretary/Vice President Fund Raising
Barbara Hunting, Director
Xiomara Ottovegio, Vice President Public Relations

At the expiration of the initial term of office of each of the said respective directors, his/her successor shall be elected to serve a term of one year. Directors shall hold office until their successors have been elected and qualified. Vacancies in the Board of Directors may be filled by the remaining Directors and the Director so elected by the remaining Directors shall serve until the next annual meeting or special meeting of the Members of the Corporation. Elections shall be conducted at the annual members meetings. Election shall be by ballot or show of hands by the members present in person or by proxy.

The Directors by unanimous vote shall have the right to change the number of the Board of Directors from time to time and to fill the vacancies thereby created.

Annual Members Meetings shall be held on Thursday in the first week of February of each and every year. Annual meetings of the Board of Directors shall be held immediately following and at the same place as the annual meeting of the Members of the Corporation. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors on the giving of not less than three (3) day's notice to each Director by mail, e-mail, or telegram. Directors may waive notice of a meeting or consent to or take any action without a formal meeting. At any meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business and any action may be taken by a majority of those present.

ARTICLE IX

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate, which officers shall be elected at the first meeting of the initial Board of Directors and at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board.

Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

Each respective officer of the Corporation shall have such powers and duties as are vested in such office of a corporation not for profit, including but not limited as follows:

(A) The President shall be a Director and shall be Chief Executive Officer of the Corporation and shall preside at all meetings of the members of the Board of Directors.

(B) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of such office.

© The Secretary shall keep Minutes of all meetings of the Members and of the Board of Directors and shall have custody of the Corporation seal and have charge of the membership transfer books and such other books, papers and documents as the Board of Directors may prescribe.

(D) The Treasurer shall be responsible for Corporation funds and securities and for keeping full and accurate accounts of all receipts and disbursements in Corporation books of account for such purpose.

The officers shall receive no compensation for their service.

ARTICLE X

The Corporation shall have all those powers with respect to the finances of the Association and assessments and powers as may be necessary to carry out the purposes of the Declaration.

ARTICLE XI

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner now or hereafter prescribed by statute.

ARTICLE XII

If a Lot is owned by more than one (1) person, the membership relating thereto shall nevertheless have only one vote.

ARTICLE XIII

This Corporation shall never have or issue shares of stock.

ARTICLE XIV

From time to time and at least once annually, the corporate officers shall furnish periodic reports to the Members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice. This report may be presented at the annual members meeting and need not be delivered to all members.

ARTICLE XV

The Corporation shall have all of the powers set forth and described in Chapter 617.02 1, Florida Statutes, as amended from time to time. In addition, this Corporation shall have all of the powers that are necessary for the purpose of carrying out the powers and duties required of it and such other powers necessary for the benefit of the Members. In addition, the Corporation shall have the right to enter into agreements for the use and benefit of the Members. It shall also have such other powers as the Members may require or delegate to it for the purpose of accomplishing actions and benefits to the common good of the Members.

ARTICLE XVI

Each Director and officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or officer of the Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view of curtailment of costs and litigation. The Corporation shall not, however, indemnify such Director or officer with respect to matters as to which he or she shall be finally adjudged in any action, suit or proceedings to be liable for gross negligence or gross misconduct in the performance of his or her duty as such Director or officer, or in respect to any matter in which any settlement or compromise is affected if the total expense, including the cost of such settlement shall substantially exceed the expense which might reasonably be incurred by such Director or officer on conducting such litigation to final conclusion, and in no event shall anything herein contained be construed by such Director or officer

on conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such Director or officer against any liability of the Corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or officer may be entitled as a matter of law or otherwise.

ARTICLE XVII

The name and address of the incorporator of this Corporation is as follows:

JOHN B. CHIARENZA 2085 UNIVERSITY DRIVE, CORAL SPRINGS, FLORIDA 33071

I, THE UNDERSIGNED, being the incorporator, hereinabove named, for the purpose of forming a Corporation, not for profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and have hereunto set our hand and seal this day of 1998.


JOHN B. CHIARENZA

STATE OF FLORIDA
COUNTY OF BROWARD

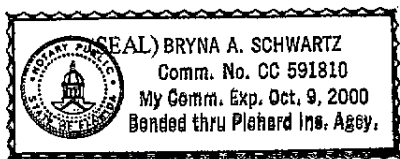
BEFORE ME, the undersigned authority this day personally appeared JOHN B. CHIARENZA, who after being duly sworn according to law, depose and say there they are competent to contract and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Springs, Florida, this 23 day of March 1998.

Notary Public, State of Florida



My Commission Expires:



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98 MAR 25 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA