

**N98000005894**

TRANSMITTAL LETTER

VIA UPS OVERNIGHT

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/15/98--01054--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: PAUL-MAR PROPERTY OWNERS' ASSOCIATION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

MITCHELL T. McRAE, P.A.  
ONE BOCA PLACE  
2255 GLADES ROAD, SUITE 405-EAST  
BOCA RATON, FLORIDA 33431  
TELEPHONE: (561)241-6600  
FAX: (561)241-6617

NOTE: Please provide the original and one copy of the articles.

FILED  
98 OCT 15 PM 2:56  
SELF-EMPLOYED STATE  
TALLAHASSEE FLORIDA

OCT 15 1998  
1

ARTICLES OF INCORPORATION  
OF  
PAUL-MAR PROPERTY OWNERS' ASSOCIATION, INC.

FILED  
98 OCT 15 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act, and certify as follows:

ARTICLE I

NAME

1.1 The name of the corporation shall be PAUL-MAR PROPERTY OWNERS' ASSOCIATION, INC. For convenience this corporation shall be referred to as the "Association."

1.2 Except as otherwise provided herein, the terms used in these Articles of Incorporation and in the By-Laws of the Association shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions for Locher Plat (hereinafter referred to as "Declaration").

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

c/o Mitchell T. McRae, P.A.  
2255 Glades Road, Suite 405-East  
Boca Raton, Florida 33431

ARTICLE 3

PURPOSES

3.1 The purpose for which the Association is organized is to manage and maintain the drainage easements in Locher Plat (hereinafter referred to as the "Easements").

3.2 This Association is organized for the purpose of providing a convenient means of maintaining the Easements by the owners of adjacent lots. The Association is not a condominium association and is not created pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes.

3.3 The Association shall not issue shares of stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE 4

POWERS

4.1 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 these Articles.

4.2 The Association shall have all of the powers reasonably necessary to implement the purposes of the

Association, including but not limited to the following:

(A) To adopt a budget or budgets and to make and collect assessments against members to defray the costs of the operation of the Association and the payment of Common Expenses.

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

(C) To maintain the easements required to be maintained by the Association under the Declaration and all the Common Area, if any, including but not limited to obtaining and maintaining adequate insurance to protect the Association.

(D) To assess fines against members in accordance with the provisions of the By-Laws of the Association.

(E) To enforce by legal means the provisions of the Property Owners' Documents.

(F) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association except such as are specifically required by any of the Association Documents to have approval of the Board of Directors or the members of the Association.

4.3 All funds and the title to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Association Documents.

4.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Association Documents.

## ARTICLE 5

### MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

5.1 All Owners of Lots in Locher Plat shall be members of this Association, and no other persons or entities shall be entitled to membership. Each Lot shall be entitled to one (1) vote.

5.2 Changes in membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a change of record title to a Lot in the Community and the delivery to the Association of a copy of such recorded instrument, the new Owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated. The Association shall keep a membership book containing the name and address of each member.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Site.

## ARTICLE 6

### DIRECTORS

6.1 All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) Directors as shall be determined by the By-Laws, provided that, except for the first Board of Directors, there shall always be an odd number of Directors. In the absence of a determination as to the number of Directors, the Board shall consist of three (3) Directors. Except for the first Board of Directors, all Directors shall be members of the Association.

6.2 Directors of the Association shall serve the terms and be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws.

6.3 Until the first election of Directors, the names and addresses of the members of the initial Board of Directors are as follows:

NAME	TITLE	ADDRESS
Karen T. Locher	Director	c/o Mitchell T. McRae, P.A. 2255 Glades Road, Suite 405-East Boca Raton, FL 33431
O.G. Locher	Director	c/o Mitchell T. McRae, P.A. 2255 Glades Road, Suite 405-East Boca Raton, FL 33431
Orrin R. Thoreen	Director	c/o Mitchell T. McRae, P.A. 2255 Glades Road, Suite 405-East Boca Raton, FL 33431

#### ARTICLE 7

##### OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President, Secretary and a Treasurer, all of whom shall be Directors, and as many Assistant Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be Directors. Such Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve without compensation at the pleasure of the Board of Directors. The same person may hold two (2) or more offices. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	TITLE	ADDRESS
Karen T. Locher	President, Treasurer	c/o Mitchell T. McRae, P.A. 2255 Glades Road, Suite 405-East Boca Raton, FL 33431
O.G. Locher	Vice-President, Secretary	c/o Mitchell T. McRae, P.A. 2255 Glades Road, Suite 405-East Boca Raton, FL 33431

## ARTICLE 8

### INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 misconduct, gross negligence or 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 has approved such settlement and reimbursement as being for the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## ARTICLE 9

### BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended, or rescinded in the manner set forth in the By-Laws.

## ARTICLE 10

### AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner:

10.1 The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

10.2 Written notice of the meeting shall be sent by mail to each member at his address as it appears on the books of the Association not less than fourteen (14) days nor more than sixty (6) days prior to the date of the meeting. The notice shall set forth the proposed amendment or a summary of the changes to be effected thereby. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

10.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

10.4 Any number of amendments may be submitted to the members and voted upon by them at one meeting.

10.5 If a majority of the Directors and a majority of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the foregoing Sections had been satisfied.

10.6 The members may amend the Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

10.7 An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE 11

TERM

The Association shall have perpetual existence unless the Association is terminated sooner in accordance with the Association Documents. In the event of the dissolution of the Association, or any successor entity thereto, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by the Association or such successor.

ARTICLE 12

INCORPORATOR, REGISTERED AGENT AND REGISTERED OFFICE

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

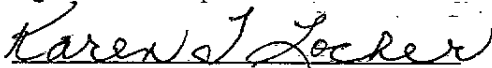
Karen T. Locher      c/o Mitchell T. McRae, P.A.  
2255 Glades Road, Suite 405-East  
Boca Raton, Florida 33431

The name and the street address of the initial registered agent is:

Anna M. McRae, Esquire  
Mitchell T. McRae, P.A.  
2255 Glades Road, Suite 405-East  
Boca Raton, Florida 33431

The undersigned has executed these Articles of Incorporation this 12 day of October 19 98.

Signature of Incorporator:

  
Karen T. Locher

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

**PAUL-MAR PROPERTY OWNERS' ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

Anna M. McRae, Esquire  
Mitchell T. McRae, P.A.  
2255 Glades Road, Suite 405-East  
Boca Raton, Florida 33431

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
ANNA M. MCRAE, ESQUIRE

DATE

10/14/98

**FILED**  
98 OCT 15 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA