

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrae, Inc.)
Division of Corporations

Page 1 of 1

N99000000951

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000003662 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LLOYD GRANET
Account Number : 074632001025
Phone : (561) 999-9300
Fax Number : (561) 999-9400



FLORIDA NON-PROFIT CORPORATION

Condominium Association of Clubside Villas at Ballan

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

FILED
99 FEB 15 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431

2/15/99 FAX AUDIT NUMBER -H990000036626 (Condominium Association of Clubside Villas at Ballantrae, Inc.) 9:02:52 AM

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrae, Inc.) **FILED**

ARTICLES OF INCORPORATION
OF

99 FEB 15 PM 12: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONDOMINIUM ASSOCIATION OF CLUBSIDE VILLAS AT BALLANTRAE, INC.
A Florida Not-For-Profit Corporation

The undersigned hereby executes these Articles of Incorporation, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes (the "Florida Not-For-Profit Corporation Act") and certifies as follows:

1. DEFINITIONS

All terms used herein which are defined in the Declaration of Condominium for CLUBSIDE VILLAS AT BALLANTRAE, a Condominium, shall have the same meaning herein as therein.

2. NAME AND ADDRESS

The name of the corporation shall be CONDOMINIUM ASSOCIATION OF CLUBSIDE VILLAS AT BALLANTRAE, INC., hereinafter referred to as the "Association" or "Corporation". The mailing address and the principal place of business of this Corporation shall be 3325 S.E. Ballantrae Blvd., Port St. Lucie, Florida 34952.

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act" a condominium will be created upon certain lands in St. Lucie County, Florida to be known as: CLUBSIDE VILLAS AT BALLANTRAE, A CONDOMINIUM (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the public records of St. Lucie County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

FAX AUDIT NO. H990000036626 (Condominium Association of Cluside Villas at Ballantrae, Inc.)

4. POWERS

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

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 and the Declaration, and all the powers conferred by the Condominium Act upon a condominium association, and all the powers set forth in the Declaration which are lawful.

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

(a) To operate and manage the Condominium and condominium property in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect Assessments against members to defray the costs of the Condominium and to refund Common Surplus to members;

(c) To use the proceeds of Assessments in the exercise of its powers and duties;

(d) To maintain, repair, and replace the Condominium Property;

(e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

(f) To make and amend By-Laws for the Association and regulations respecting the use of the Condominium Property;

(g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the regulations of the use of the Condominium Property;

(h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrac, Inc.)

(i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property.

(j) To deal with the Master Association on all matters which affect the Condominium Property, the Unit Owners, or the Association.

(k) To appoint an individual to represent the Association in the Master Association and to replace such individual.

4.3 All funds and title to all properties 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 condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors or officers of the Association.

4.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

5. MEMBERS

5.1 All Unit Owners in the Condominium shall automatically be members of the Association and their membership shall automatically terminate when they are no longer Owners of a Unit. If a member should transfer his Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

5.2 Voting rights shall be governed by the Declaration and By-Laws of the Association.

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

6. EXISTENCE

This Corporation shall have perpetual existence.

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrae, Inc.)

7. INCORPORATION

The name and address of the incorporator hereof is as follows:

<u>Name</u>	<u>Address</u>
Robert I. Shapiro	9990 S.W. 77th Avenue, PH-#7 Miami, Florida 33156

8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
E. F. Hansen III	President
Anthony Panebianco	Vice President
Daniel Hansen	Secretary - Treasurer

9. DIRECTORS

9.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

9.2 Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws. Subject to the By-Laws, Directors shall be elected to serve for a term of two (2) years. In the event of a vacancy, the remaining Director(s) shall appoint a replacement to serve the balance of the term except when applicable law shall require an alternative procedure for the

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrac, Inc.)

election or appointment of the replacement Director, the procedure required by law shall apply.

9.3 The Developer, its grantees, successors or assigns, shall have the right for the periods of time hereinafter provided to appoint Directors of the Association as follows:

(a) Until the time that Developer has closed the sale of fifteen (15%) percent of all units that will be operated ultimately by the Association, Developer may appoint all members of the Board of Directors.

(b) When unit owners other than Developer own fifteen percent (15%) or more of all units that will be operated ultimately by the Association, the unit owners other than Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

(c) Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors when the first of the following occurs:

(1) Three (3) years after the Developer has closed the sale of fifty (50%) percent of all units that will be operated ultimately by the Association; or

(2) Three (3) months after the Developer has closed the sale of ninety (90%) percent of all units that will be operated ultimately by the Association; or

(3) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(4) When Developer elects to terminate its control of the Association.

So long as the Developer holds for sale in the ordinary course of business five percent (5%) of the units in the Condominium, the Developer shall be entitled to appoint not less than one (1) member of the Board of Directors.

9.4 Upon the occurrence of any of the above events, a special meeting of members for the purpose of electing interim directors will be held upon due and proper notice in accordance with applicable law and the By-Laws of the Association. The first

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrac, Inc.)

annual special meeting, which is held when unit owners other than the Developer are first entitled to elect one or more directors, shall constitute the first annual meeting of the members of the Association.

9.5 The election of directors shall be in accordance with the provisions therefore set forth in the By-Laws.

9.6 The Developer shall be entitled at any time to remove or replace any Director originally selected by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint.

9.7 Any employee or agent of a business entity unit owner, such as Developer, shall be eligible to serve as a Director of the Association. The Directors herein named shall serve until the first election of Directors and any vacancies in their number occurring before the first election shall be filled by the Developer. No Directors or Officers appointed by the Developer need be members of the Association; however, all other officers and Directors must be members of the Association or an employee or agent of a business entity member of the Association.

9.8 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors to be held immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and such other Officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other Officer need be a Director. The offices of Vice President, Secretary and Treasurer may be combined at the option of the Directors, such that the Vice President may also be the Secretary or Treasurer and the Secretary may also be the Treasurer. Not more than two offices shall be combined or held by the same person.

9.9 The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected at the first annual meeting of the members at which Directors are to be elected by the members other than the Developer:

<u>Name</u>	<u>Address</u>
E. F. Hansen III	3228-5 S.W. Martin Downs Blvd. Palm City, FL 34990

ri

FAX AUDIT NO. H990000036626 (Condominium Association of Cluhsid Villas at Ballantree, Inc.)

Anthony Panebianco 3228-5 S.W. Martin Downs Blvd.
Palm City, FL 34990

Daniel Hansen 3228-5 S.W. Martin Downs Blvd.
Palm City, FL 34990

10. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be recorded in the public records of St. Lucie County, Florida. The By-Laws may be altered, amended or rescinded in the manner provided in the By-Laws.

11. AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the "Florida Not-For-Profit Corporation Act".

12. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, 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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties' provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. 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.

13. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

13.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership,

FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrae, Inc.)

association, trust or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes counted for such purpose. No Director or Officer of the Association shall incur liability solely by reasons of the fact that said Director or Officer may be interested in any such contract or transaction.

13.2 Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

14. ADDRESS OF REGISTERED OFFICE:

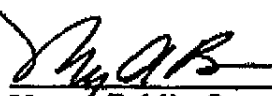
The street address of the registered office of this Corporation in the State of Florida shall be: Suite PH-7 Marcus Centre, 9990 S.W. 77th Avenue, Miami, Florida 33156. The name of the initial registered agent shall be Robert I. Shapiro. The Board of Directors may from time to time move the registered office to any other address in Florida.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Dade County, Florida, this 12 day of February, 1999


Robert I. Shapiro

STATE OF FLORIDA }
 PALM BEACH }
COUNTY OF MIAMI-DADE }

Subscribed and acknowledged before me by ROBERT I. SHAPIRO, who ☒ is personally known to me, or () has produced _____ as identification, this 12 day of FEBRUARY, 1999.


Notary Public, State of Florida

Print Name: MYRA A. BALLOU

My Commission Expires:



FAX AUDIT NO. H990000036626 (Condominium Association of Clubside Villas at Ballantrae, Inc.)

**CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of Condominium Association of Clubside Villas at Ballantrae, Inc. and agree to serve as its agent and to accept service of process within this State at its Registered Office.



Robert I. Shapiro

FILED
99 FEB 15 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA