

N 99050004252

TRANSMITTAL LETTER

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

FILED  
99 JUL -8 PM12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Boca Ridge Property Owners Association, Inc.  
(Proposed corporate name - must include suffix)

600002926666--9  
-07/08/99--01087--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Boca Ridge Property Owners Association, Inc.  
C/O Pointe Management Group, Inc.  
Name (Printed or typed)

75 N.E. 6th Ave., Suite #202  
Address

Delray Beach, Florida 33483  
City, State & Zip

(561) 274-3031  
Daytime Telephone number

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

7-15  
W

ARTICLES OF INCORPORATION

OF

BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)

FILED  
99 JUL -8 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC. For convenience, the Corporation will be referred to in this instrument as the "Corporation".

ARTICLE II

Purposes

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or directors, unless it is dissolved pursuant to Florida Law.

The purpose for which the Association is organized is to provide an entity for the purpose of administering the areas which it owns or controls. The specific purposes for which this corporation is formed include, but are not limited to, the following:

A. to provide for the promotion, regulation, maintenance and control of the recreational areas, roads, promenades, waters and other property within the area owned by the Boca Ridge Property Owner's Association or under the control of the Property Owners Association.

B. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owner's association.

C. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws and these Articles of Incorporation.

D. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

### ARTICLE III

#### Principal Place of Business

The principal place of business of the Corporation shall be 9440 Boca Raton Road W, Boca Raton, Florida, or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

### ARTICLE IV

#### Powers

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

A. All powers and duties reasonably necessary to operate pursuant to its purposes, not in conflict with the law, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be general, special, or individual), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To acquire personal and real property, (by purchase or otherwise, and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.
4. To construct improvements on its property and to reconstruct improvements after casualty.
5. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
6. To purchase insurance for its properties and insurance for the protection of the Corporation, its officers, directors, and its members.
7. To make and amend reasonable regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.
8. To enforce any regulations, restrictions or limitations imposed.

9. To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation and all rules and regulations for the construction, maintenance and use of the properties of the members.

10. To manage and operate any of its corporate properties, to contract for the management and operation of any corporate properties and to thereby delegate powers and duties of the Corporation.

11. To employ personnel to perform the services required to carry out the purposes of this Corporation.

B. All funds, except such portions thereof as are expended for the expense of the Corporation, and title to all properties belonging to the Corporation shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

#### ARTICLE V

##### Members

A. Members of the Corporation shall consist of and be limited to the following:

1. Boca Ridge Condominium Association, Inc.
2. Boca Ridge Park Condominium Association, Inc.
3. Boca Ridge Glen Homeowners Association, Inc.

B. Membership shall be compulsory and shall continue until such time as a member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee.

C. If ownership of any of the three designated members is vested in more than one person, then all of the persons so owning

the interest shall only be entitled to one vote collectively.

D. Each member of the corporation is entitled to one vote.

E. Voting rights are incident to membership, and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

#### ARTICLE VI

##### Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and the duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The first election of the Directors by members shall not be held until July 1999. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors shall consist of one Director who is a representative of Boca Ridge Condominium Association, Inc., one who is a representative of Boca Ridge Villa Condominium Association, Inc. and the other as an owner in whole or in part of the property presently owned by Boca Ridge Condominium Association, Inc., Boca Ridge Park Condominium Association, Inc. and Boca Ridge Glen Homeowners Association, Inc.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed are as follows:

Dr. Matthew Rao  
9326 Ketay Circle  
Boca Raton, Florida 33428

Patricia McCarn  
9250-B Sable Ridge Circle  
Boca Raton, Florida 33428

Joseph Butensky  
20827 Boca Ridge Drive North  
Boca Raton, Florida 33428

Officers

Joseph Butensky                      Treasurer  
20827 Boca Ridge Drive North  
Boca Raton, Florida 33428

### Removal of Directors, Officers and Members of the Design Control Board

B. Any Officer or member may be removed with or without cause and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose.

## ARTICLE IX

### Indemnification

Every Director or Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding including appellate review or any settlement of 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 Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except when 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 indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

## ARTICLE X

### By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

## ARTICLE XI

### Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be proposed either by two-thirds (2/3) of the Board of Directors or by two-thirds (2/3) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

B. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than two-thirds (2/3) of the Board of Directors.

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval of two-thirds (2/3) of all the members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Palm Beach County, Florida.

#### ARTICLE XII

##### Prohibition Against Issuance of Stock and Distribution of Income

This Corporation shall never have or issue any share of stock, nor shall this Corporation distribute any part of the income of the Corporation, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed or prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of the Florida Statutes.

#### ARTICLE XIII

##### Contractual Powers

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily



or otherwise interested in, or is a Director or Officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV.

The term of this Corporation shall be perpetual.

ARTICLE XV

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Dr. Matthew Rao  
9326 Ketay Circle  
Boca Raton, Florida 33428

Patricia McCarn  
9250-B Sable Ridge Circle  
Boca Raton, Florida 33428

Joseph Butensky  
20827 Boca Ridge Drive North  
Boca Raton, Florida 33428

WITNESS the hands and seals of the incorporators of these Articles of Incorporation this 4th day of July, 1999.

Dr. Matthew Rao (SEAL)

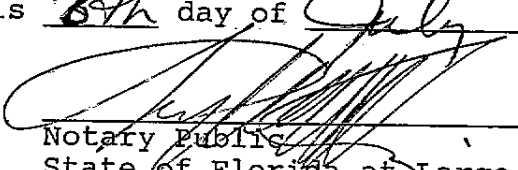
Joseph Butensky Treas. (SEAL)

Patricia B. McCarn (SEAL)

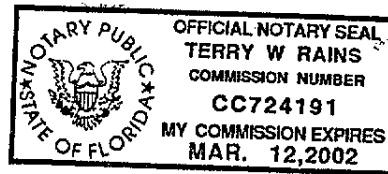
STATE OF FLORIDA       )  
                              ) ss:  
COUNTY OF                )

I HEREBY CERTIFY that on this day, before me, and officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Dr. Matthew Rao and Patricia McCarn and that they acknowledged executing the foregoing Certificate of Articles of Incorporation and that the seal affixed thereto is the true Corporate Seal of said Corporation.

WITNESS my hand and official seal in the county and State last aforesaid this 6th day of July, 1999.

  
Notary Public  
State of Florida at Large

My Commission expires: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BOCA RIDGE PROPERTY OWNERS ASSOCIATION, Inc., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Eric Estebanez, located at 75 N.E. 6th Ave., Suite #202, City of Delray Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Eric Estebanez

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA