

# NG900004374

WILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

(Phone #)

OFFICE USE ONLY

200002938722--0

-07/22/99-01068-027

\*\*\*\*\*78.75 \*\*\*\*\*78.75

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DR of Delray Homeowners' Association, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

89 JUL 22 PM 4:01

OFFICE OF THE  
CLERK OF THE  
TALLAHASSEE, FLORIDA

99 JUL 22 AM 11:48

FILED

RECEIVED

Examiner's Initials

**Articles Of Incorporation  
Of  
DR Of Delray Homeowners' Association, Inc.,  
A Florida Corporation Not For Profit**

FILED  
99 JUL 22 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being residents of the State of Florida who are of full age do hereby certify:

**ARTICLE I - Name**

The name of the corporation is DR of Delray Homeowners' Association, Inc., referred to below as the "Association."

**ARTICLE II - Not For Profit**

The Association is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

**ARTICLE III - Principle Place of Business**

The initial mailing address of the Association shall be 2300 Florida Boulevard, Delray Beach, Florida 33483. The principle office of the Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE IV - Registered Agent**

The name and address of the initial Registered Agent is Eric J. Matheson, P.A., whose address is 205 Worth Avenue, Suite 310, Palm Beach, Florida 33480, and who is hereby appointed the initial Registered Agent of the Association and who is authorized to accept service of process within this State.

**ARTICLE V - Purpose and Powers of the Association**

Section 1. *Purpose:* The Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The specific purpose for which it is formed are to operate the community of Darren's Ridge by imposing assessments and taking such other actions as allowed under Florida law, including the implementation of the provisions of the Declaration and any subsequent addenda, and from time to time amend the Declaration to further the purposes of the Association. The Declaration, shall be recorded in the Official Records Book of the Public Records of Palm Beach County, Florida, and shall pertain to the following lands (the "Property").:

THE EAST 100 FEET OF LOTS 34 THRU 44 INCLUSIVE OF BLOCK  
36, PLUS THE SOUTH 48 FEET OF THE EAST 100 FEET OF THAT  
PORTION OF AVENUE C VACATED BY OFFICIAL RECORD BOOK

1765, PAGE 545, ALL BEING SHOWN ON THE PLAT OF DEL RATON PARK SUBDIVISION ACCORDING TO THE PLAT ON FILE IN PLAT BOOK 14, PAGE 9 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA.

In addition, it shall be a further purpose and the Association shall have the power to promote the health, safety, common good, general convenience and social welfare of the residents within the above described Property and any additions to it as may be brought with the jurisdiction of the Association for this purpose. The developer, the Solomon J. Dayan Trust dated 11-8-78 (the "Developer"), shall maintain control of the homeowners' association until such time as the control is transitioned to the members under Florida Statutes, Section 617.307.

Section 2. *Powers:* The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association .

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Property and recorded in the Public Records of Palm Beach County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the Property of the Association.

(d) To manage, operate, maintain and repair all of the common facilities of the Property including but not limited to an entrance sign, storm water retention easements, and other such facilities enjoyed in common by the owners of the Property, as well as all other powers as set forth in the Declaration referenced here.

(e) To purchase insurance on the Property of the Association and insurance for the protection of the Association and its members.

(f) To reconstruct improvements after casualty and make further improvements on the Property.

(g) To carry out and to enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant to it.

(h) To employ personnel to perform the services required for proper operation of the Association.

(i) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal Property in connection with the affairs of the Association.

(j) To borrow money, and with the assent of 3/4 of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal Property as security for money borrowed or debts incurred.

#### ARTICLE VI - Membership

Section 1. *Membership Generally*: No person except an owner of a lot or lots, or the Developer as referenced in the Declaration, is entitled to membership in the Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the Declaration. All Lot Owners and Developers, regardless of whether a developer is also a Lot Owner, shall be either Class A or Class B members of the Association, as provided in this Article.

Section 2. *Class A Membership*: Until termination of Class B membership, as provided in Section 3 of this Article, every Lot Owner who holds record title to a residential lot that is subject to assessment under the Declaration shall be a Class A member of the Association. Each Class A membership shall be appurtenant to the residential lot and shall be transferred automatically to a conveyance of record title to the lot. An owner of more than one lot is entitled to one Class A membership for each residential lot to which the Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner may be a Class A member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the residential lot to which it is appurtenant.

Section 3. *Class B Membership*: The Developer, as defined in the Declaration, shall be a Class B member of the Association. The Class B membership shall terminate and be converted to Class A membership on the following events:

(a) The total votes outstanding in Class A membership equals 5/8 of the total votes outstanding of Class A and Class B memberships; and

(b) On termination of Class B membership, all provisions of the Declaration, Articles, or Bylaws referring to Class B membership shall be without further force or effect.

#### ARTICLE VII - Voting Rights

Section 1. *Class A Voting*: All Class A members shall be entitled to one vote for each residential lot owned. If more than one person holds record title to a residential lot, there shall be only one vote cast with respect to the lot, exercised as the owners determine among themselves.

Section 2. *Class B Voting*: The Class B members shall be entitled to one vote for each residential lot owned. In addition, until such a time as the Class B membership is converted to a Class A membership, the Class B membership shall have a right of veto on all questions coming before the membership for a vote on it.

#### ARTICLE VIII - Board Of Directors

Section 1. *Number of Directors*: The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
1. Dr. Solomon Dayan	980 S. Ocean Blvd. Palm Beach, FL 33480
2. Rita Dayan	980 S. Ocean Blvd. Palm Beach, FL 33480
3. Eric J. Matheson	205 Worth Avenue, Suite 310, Palm Beach, FL 33480

Section 2. *Attendance of Meetings*: Action By Directors Without A Meeting: Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

#### ARTICLE IX – Officers

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer and any other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its initial meeting and at the first meeting following the annual meeting of the members of the Association.

#### ARTICLE X – Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association, or by reason of him or her having served the Association at its request, whether or not he or she is a Director or Officer or member serving the Association at the time the expenses or liabilities are incurred, except when the director, Officer or member servicing the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the Director, Officer or member serving the Association may be entitled.

#### ARTICLE XI - Bylaws

The Association may enact and amend Bylaws from time to time as the Association deems appropriate and in the best interest of the Association.

#### ARTICLE XII – Term

The term of the Association shall be perpetual or until such a time as the non-for-profit corporation is dissolved.

#### ARTICLE XIII – Amendments

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

Section 1. *Notice*: 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.

Section 2. *Vote*: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the resolution must be adopted by not less than 5/8 percent of the votes of the entire membership of the Association.

Section 3. *Limit on amendments*: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. *Certification*: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIV – Incorporator

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

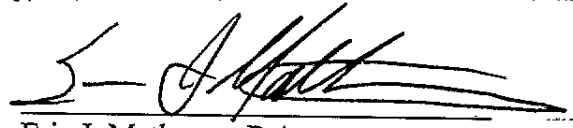
Name

Address

Eric J. Matheson, P.A.

205 Worth Avenue, Suite 310  
Palm Beach, Florida 33480

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida I, have executed the above Articles of Incorporation for the purposes expressed in them on this 2<sup>nd</sup> day of July, 1999.



Eric J. Matheson, P.A.  
Incorporator

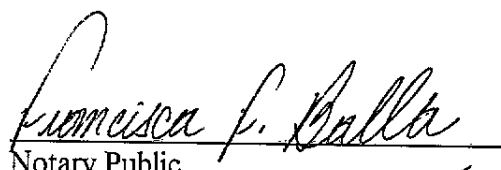
The State of Florida  
County of Palm Beach

Before me, the undersigned authority, personally appeared Eric J. Matheson, who after being duly sworn, acknowledges that he executed the above Articles of Incorporation for the purposes expressed in them on this 2<sup>nd</sup> day of July, 1999.

[Seal]



Francisca F. Balla  
MY COMMISSION # CC755175 EXPIRES  
June 29, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public

Print Name: Francisca F. Balla

My Commission Expires:

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

In compliance with the laws of the State of Florida, the following is submitted:


First - That DR Of Delray Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida, has designated Eric J. Matheson, P.A., with offices located at 205 Worth Avenue, Suite 310, Palm Beach, Florida 33480 as the place of business for service of process within this state.

Second - that the above corporation has named Eric J. Matheson, P.A. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21<sup>st</sup> day of July, 1999.

ERIC J. MATHESON, P.A.

By:   
Eric J. Matheson  
For the Firm

FILED  
99 JUL 22 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA