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FLORIDA NON-PROFIT CORPORATION

HARBOUR HOMES OF BOCA CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF

HARBOUR HOMES OF BOCA CONDOMINIUM ASSOCIATION, INC.
(A corporation not for profit)

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, as amended, and do hereby certify as follows:

ARTICLE I
NAME

The name of the corporation shall be HARBOUR HOMES OF BOCA CONDOMINIUM ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association shall be located at 2499 GLADES ROAD, SUITE 110, BOCA RATON, FLORIDA 33431.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

ALBERT N. PROUJANSKY is hereby appointed the initial registered agent of this Association, and his address, which is 11500 EL CLAIR RANCH ROAD, BOYNTON BEACH, FL 33437, is designated as the initial registered office of the Association.

ARTICLE IV
PURPOSE

The purpose for which this Corporation is organized is to provide an entity pursuant to the Condominium Act, Florida Statutes, Chapter 718, as amended, for the operation of a condominium to be known as HARBOUR HOMES OF BOCA CONDOMINIUM which condominium is located in Palm Beach County, Florida. The terms "Condominium" and "Declaration of Condominium" as used in the Articles of Incorporation, shall refer to Harbour Homes of Boca Condominium. This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, Directors, or Officers, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Condominium and to promote the health, safety, and welfare of the residents within the Condominium.

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ARTICLE V

POWERS

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

5.1 The Association shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the terms of these Articles, the Declaration, the By-Laws or the Florida Condominium Act as amended from time to time.

5.2 The Association shall have all of the powers and duties set forth in the Florida Condominium Act, as more particularly described in these Articles, the Declaration of Condominium and its Exhibits, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

A. To fix, levy, collect and enforce payment by any lawful means all charges or assessments against members to defray the costs, expenses and losses of the Condominium pursuant to the terms of the Declaration;

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

C. To acquire (by gift, purchase or otherwise), own hold, build upon, maintain, repair, replace, operate, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members;

E. To reconstruct improvements after casualty and make further improvements to the property;

F. To make and amend reasonable Rules and Regulations and to amend the Declaration of Condominium and any of its exhibits respecting the use of the property in the Condominium; provided, however, that all such amendments to the Rules and Regulations shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Board of Directors, before such shall become effective, and all such amendments to the Declaration of Condominium and any of its exhibits shall be approved in the manner specified in the Articles of Incorporation, By-Laws and Declaration of Condominium, before such amendments shall become effective;

G. To enforce, by legal means, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the property in the Condominium;

H. To contract for the management of the Condominium;

I. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation, and to lease such portions;

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J. To employ personnel to perform the services required for proper operation of the Condominium;

K. To borrow money, and with the assent of seventy-five percent (75%) of the votes of the entire membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

L. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas provided that such merger, consolidation, or annexations shall have the assent of seventy-five percent (75%) of the votes of the entire membership.

5.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the declaration of Condominium, the Articles of Incorporation, and the By-Laws.

5.4 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE VI **MEMBERS**

6.1 The members of the Association shall consist of only those persons who are record owners of Units in the Condominium, and after termination of the Condominium, shall consist of those who are members at the time of such termination, their successors, assigns, and/or Trustees.

6.2 A change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument of like style and form and the delivery to the Association of a copy of such instrument. The owners designated by such instrument thus become members of the Association, and the membership of the prior owner is terminated.

6.3 Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

ARTICLE VII **VOTING RIGHTS**

There shall be one person with respect to the ownership of each Unit who shall be entitled to vote at an Association meeting of the Unit Owners, such person to be known, and is hereinafter referred to, as a "voting member." If the Unit is owned by more than one person, the owners of said Unit shall designate one of them as the voting member, or in the case of a corporate or other Unit Owner which is a business entity or a trust, an officer, or an employee thereof shall be designated the voting member. The designation of the voting member shall be made as provided by, and subject to, the provisions and restrictions set forth in the By-Laws of the Association. The total number of votes shall be equal to the total number of Units in the Condominium and each Unit shall have no more and no less than one equal vote in the Association. If one individual owns more

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than one Unit, he shall have one vote for each Unit owned by him. The vote of a Unit is not divisible.

ARTICLE VIII **DIRECTORS**

8.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors, not more than five (5) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association.

8.2 Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

8.3 The first election of Directors shall not be held until Unit Owners other than the Developer own fifteen percent (15%) or more of the Units in the Condominium. At such time the Unit Owners other than the Developer shall be entitled to elect no less than one-third (1/3) of the members of the Board of Directors of the Association.

8.4 Unit Owners other than the Developer are entitled to elect not less than a majority at the members of the Board of Directors of the Association:

A. Three years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers; or

B. Three months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; or

C. When all 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

D. When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever occurs first; or

E. Seven (7) years after the recordation of the Declaration of Condominium.

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

Name

Address

LEONARD E. GREENBERG

11500 EL CLAIR RANCH ROAD
BOYNTON BEACH, FLORIDA 33437

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ROBERT MUFSON

2499 GLADES ROAD, SUITE 110
BOCA RATON, FLORIDA 33431

ALBERT N. PROUJANSKY

11500 EL CLAIR RANCH ROAD
BOYNTON BEACH, FLORIDA 33437

8.6 Directors shall be elected for one (1) year terms.

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The officers who shall serve until their successors are designated by the Board of Directors following the first annual meeting of the members shall be elected by the Board of Directors at its first meeting:

ARTICLE X INDEMNIFICATION

Every Director, Officer and employee of the Association will be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, to which he may be a party on in which he may become involved by reason of his being or having been a Director, or Officer of the Association whether or not he is a Director or Officer at the time such expenses are incurred, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association. Provided that, in the event of a settlement this right of indemnification will only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the votes of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any

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nonprofit corporation, association, trust, or other organization to be devoted to purposes as similar as practically possible to those to which they are required to be devoted by the Association.

ARTICLE XII
DURATION

The Association shall exist perpetually.

ARTICLE XIII
BY-LAWS

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

ARTICLE XIV
AMENDMENTS

Amendments to the Articles may be proposed by any member of the Association or the Board of Directors, at a meeting convened in accordance with the By-Laws and except as provided elsewhere, if approved by:

14.1 Not less than seventy-five percent (75%) of the entire membership of the Board of Directors, and not less than a majority of the votes of the membership of the Association, either in person or by proxy; or

14.2 Not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

14.3 Until the first election of Directors by the members, by a majority of Directors selected by the Developer.

ARTICLE XV
SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
<u>ALBERT N. PROUJANSKY</u>	11500 EL CLAIR RANCH ROAD BOYNTON BEACH, FLORIDA 33437

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IN WITNESS WHEREOF, the undersigned have subscribed their names respectively to the Articles of Incorporation of HARBOUR HOMES OF BOCA CONDOMINIUM ASSOCIATION INC., a corporation not for profit.

SIGNED AND SEALED IN
THE PRESENCE OF:

Sign [Signature]
Print Name Joan C. Kuehn

[Signature]
ALBERT N. PROUJANSKY Print Name

Sign [Signature]
Print Name Ivan H. Echols

STATE OF FLORIDA; COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared ALBERT N. PROUJANSKY, to me well known to be the persons described in and who executed the foregoing instrument and they severally acknowledged before me that said instrument is their free act and deed.

WITNESS my hand and seal at the County and State aforesaid this 8th day of December, 1999.

[Signature]
Joan C. Kuehn, NOTARY PUBLIC
My Commission Expires: _____

[NOTARY SEAL]



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 8 1999

[Signature]
ALBERT N. PROUJANSKY

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