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PLEASE REPLY TO FORT PIERCE

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

**N99000007311**

RE: Seabonay Beach Resort Owners Association, Inc.  
Our File: 1327.001

800003067548--4  
-12/13/99-01066-018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for above captioned corporation and our check in the amount of \$70.00 for the filing fee and other charges. Please certify the copy of the Articles of Incorporation and ~~return it in the self-addressed, stamped envelope provided for your convenience.~~

Thanking you in advance for your cooperation.

Sincerely,

Judith L. Kay, Secretary to  
DOUGLAS E. GONANO, ESQUIRE

DEG/jk  
Enclosures - as stated

FILED  
99 DEC 13 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Call Eddy for pickup  
681-0311*

RECEIVED  
99 DEC 13 AM 11:02  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. SMITH DEC 13 1999

ARTICLES OF INCORPORATION  
OF  
SEABONAY BEACH RESORT OWNERS ASSOCIATION, INC.

FILED  
99 DEC 13 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation, not-for-profit under the laws of the State of Florida, pursuant to Florida Statutes Chapter 617, and hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be SEABONAY BEACH RESORT OWNERS ASSOCIATION, INC., whose principal office and mailing address are located at 1159 Hillsboro Mile, Hillsboro Beach, Florida 33062. The registered office address is 987 Hillsboro Mile, Hillsboro Beach, Florida 33062.

ARTICLE II

PURPOSE

The general purpose of this corporation not-for-profit shall be as set forth below:

To be the "Association" (as defined in The Condominium Act of the State of Florida, Florida Statutes Chapter 718, and the Florida Vacation Plan and Time-Sharing Act, Florida Statutes Chapter 721), for the operation of all phases of the condominium known as Seabonay Beach Resort, at 1159 Hillsboro Mile, Hillsboro Beach, Florida 33062, to be created pursuant to the provisions of The Condominium Act, and the Florida Vacation Plan and Time-Sharing Act, and as such Association to operate and administer said Condominium and to carry out the functions and duties of said Condominium and its phases.

The Condominium was created under the Declaration of Condominium for Seabonay Beach Resort ("Declaration"). All capitalized terms used in these Articles of Incorporation shall have the meanings given the terms in the Declaration.

ARTICLE III

MEMBERS

Section 1. All persons who are Owners of Condominium Units and Owners of Unit Weeks within said condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer an Owner of a Condominium Unit or Unit Week. Membership in the corporation shall be limited to such Condominium Unit Owners and Unit Week Owners.

Section 2. Subject to the foregoing admissions to the and termination of membership shall be

governed by the Declaration that shall be recorded for said Condominium and its Phases among the public Records of Broward County, Florida.

Section 3. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers. 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 the members' Unit or Unit Weeks.

Section 4. Meeting of the members shall be held once a year on a date fixed by the Board of Directors. Special members meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called upon receipt by the President of a written request from fifty percent (50%) of the members of the Association, unless a different percentage is required by law.

#### ARTICLE IV

##### EXISTENCE

The term of the Association shall be the life of the Condominium. The Association shall be terminated by the termination of the Condominium, in accordance with the Declaration.

#### ARTICLE V

##### INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Steven Pickup	894 SW 9 <sup>th</sup> Street Circle #6 Boca Raton, Florida 33486

#### ARTICLE VI

##### BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the Bylaws. The Directors, shall be appointed or elected as specified in the Bylaws. Directors shall have terms of one year or until their successors shall be appointed or elected and shall qualify. Provisions for the appointment, election, removal, disqualification and resignation of Directors, to the extent not established by the Declaration, shall be established by the Bylaws.

Section 2. The following persons shall constitute the first Board of Directors and shall serve until their successors are appointed or elected, as set forth in the Bylaws:

Steven Pickup	Michael W. Hager	Theresa Friedrich
894 SW 9th Street Circle #6	2902 Waterford Drive S.	416 NW 24th Street
Boca Raton, FL 33486	Deerfield Beach, FL 33442	Wilton Manors, FL 33311

## ARTICLE VII

### OFFICERS

The principal officers of the corporation shall be the President, Vice-President, Secretary and Treasurer who shall serve at the pleasure of the Board of Directors. The Secretary and Treasurer may be combined and the positions may be held by one person.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 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 in the best interest 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 IX

### BYLAWS

The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded by not less than two-thirds (2/3) of all the directors, until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Bylaws may be altered, amended or rescinded only by the joint action of (i) two-thirds (2/3) or more of all the directors and (ii) a majority or greater vote of the members of the Association, at a duly called meeting of the Association.

## ARTICLE X

### AMENDMENTS

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

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

2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of two-thirds (2/3) of the board of directors, and no meeting of the members nor any approval of members need be had.

3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one such bodies, requires the

approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two thirds (2/3) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Broward County, Florida.

5. Notwithstanding the foregoing, until such time as the Developer no longer owns twenty (20%) percent or more of all Unit Weeks (including Unit Weeks in Phases not yet added to the Condominium Property) these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes or as may be in the best interests of the Association and the Condominium, as determined by the Developer in its sole discretion.

## ARTICLE XI

### POWERS

Section 1. This corporation shall have all the powers as set forth in Florida Statutes chapter 617 or its successor, together with all the powers set forth in the Condominium Act of the State of Florida and the Florida Vacation Plan and Time-Sharing Act and all powers granted to it by the Declaration with exhibits attached thereto, including without limitation the following powers.

- a. To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, manage, repair, replace and operate the Condominium Property.
- d. To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- e. To promulgate and amend the Condominium Rules and Regulations and Floating Use Rules and Regulations respecting the use of Condominium Property and the Time Share Plan.
- f. To enforce by legal means the provisions of the various Condominium Documents, including, without limitation, these Articles, the Bylaws of the Association, the Condominium Rules and Regulations and the Rules and Regulations of the Floating Use Plan.

- g. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the various Condominium Documents to have approval of the board of directors or the members of the Association.
- h. To maintain, manage, repair, replace and operate the property of the single condominium resulting from a merger of this Condominium with another independent and separate condominium pursuant to the merger provisions of the Declaration.
- I. To operate and manage any reservation system created for the Condominium.

Section 2. All funds and the titles 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.

Section 3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

## ARTICLE XII

### STOCK

This corporation shall not issue shares of stock and no dividend and no part of the income of the corporation shall be distributed to its members, directors or officers. Excess receipts over disbursements, if any, shall be applied against future expenses and reserves as appropriate. The corporation may compensate in a reasonable manner its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its general purposes and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof and no payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

## ARTICLE XIII

### REGISTERED AGENT

The street address of the initial registered office of this corporation is 987 Hillsboro Mile, Hillsboro Beach, Florida 33062, and the name of the initial registered agent of this corporation at that address is Vincent D. Celentano.

IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 11<sup>th</sup> day of December, 1999.

Steven P. Pickup  
STEVEN PICKUP

STATE OF FLORIDA  
COUNTY OF

The foregoing instrument was acknowledge before me this 11<sup>th</sup> day of December, 1999, by Steven Pickup, who is personally known to me or who has produced Driver's License as identification.

Cindy Falco  
Notary Public, State of Florida at Large

Printed Name: Cindy Falco

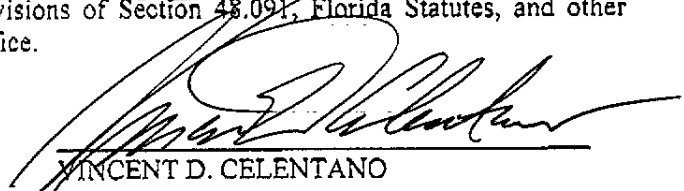
My Commission Expires:



Cindy Falco  
Commission # CC 793527  
Expires NOV. 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

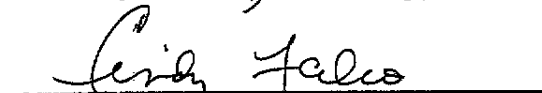
ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and other provisions thereof, relative to keeping open said office.

  
VINCENT D. CELENTANO

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 1999, by Vincent D. Celentano, who is personally known to me or who has produced Driver's License as identification.

  
Notary Public, State of Florida at Large

Printed Name: Cindy Falco

My Commission Expires:



Cindy Falco  
Commission # CC 793527  
Expires NOV. 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
99 DEC 13 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA