

# P06000032044

Florida Department of State  
Division of Corporations  
Public Access System

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.

((H06000055919 3)))

**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) 205-0381

From:

Account Name : DIXON ALEXANDRE  
Account Number : I20000000023  
Phone : (954) 485-3770  
Fax Number : (954) 485-3775

FILED  
2006 MAR -3 A 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FLORIDA BEACH RESORT CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help



March 3, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DIXON ALEXANDRE

SUBJECT: FLORIDA BEACH RESORT CORP.  
REF: W06000010525

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

FAX Aud. #: H06000055919  
Letter Number: 106A00014917

FAX AUDIT # H06000055919 3

ARTICLES OF INCORPORATION  
OF  
FLORIDA BEACH RESORT CORP.

FILED  
2006 MAR -3 A 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Florida Beach Resort Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 2800 W Oakland Park Blvd. #101, Oakland Park, FL 33311.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$ 1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Dixon Alexandre  
2800 W Oakland Park Blvd. # 101  
Oakland Park, FL 33311  
(954) 485-3770

FAX AUDIT # H06000055919 3

FAX AUDIT # H06000055919 3

### ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Dixon Alexandre, 2800 W Oakland Park Blvd. # 101, Oakland Park, Florida 33311.

### ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Sylvain Richard, 398 53 Ave Pointe-Calumet, Qc, J0N 1G4, Canada.

These Articles of Incorporation were executed this 2<sup>nd</sup> Day of March 2006.

### ARTICLE VII DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name, title, and address of the Director are Sylvain Richard, President and Secretary, 398 53 Ave, Pointe-Calumet, Qc, J0N 1G4 Canada

FAX AUDIT # H06000055919 3


**FAX AUDIT # H06000055919 3**

**CERTIFICATE DESIGNATING THE ADDRESS**

**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 2, 2006.

  
Dixon Alexandre  
Registered Agent

**FAX AUDIT # H06000055919 3**

((H05000277080 3)))

employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in subsection 10.1 or subsection 10.2. Such determination shall be made:

(a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such Proceeding;

(b) If such a quorum is not obtainable or, even if obtainable by majority vote of a Committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) selected by the Board of Directors prescribed in Paragraph (a) or the committee prescribed in subparagraph (b); or

(ii) if a quorum of the Directors cannot be obtained for paragraph (a) and the Committee cannot be designated under paragraph (b), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate); or

(d) By a majority of the voting interests of the members of the Association who were not parties to such proceeding.

10.6 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph 10.1(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

10.7 Exclusivity; Exclusions. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise. However, indemnification shall not be made to or on behalf of, and all advanced expenses shall be repaid by, any Indemnitee if a judgment, or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the Indemnitee had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (b) a transaction from which the director, officer, employee or agent derived an improper personal benefit; or (c) willful misconduct or a conscious disregard for the best interest of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor. The indemnification and advancement of expenses provided by this Article shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a director, officer, employee, agent or committee member and shall inure to the benefit of the heirs and personal representatives of such person, unless otherwise provided when authorized or ratified.

10.8 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Indemnitee of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.9 Alternative Relief. Despite any contrary determination of the Board of Directors to provide indemnification in any particular case, an Indemnitee of the Association who is or was a

((H05000277080 3)))

party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

**10.10 Continuing Effect.** Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

**10.11 Definitions.** For purposes of this Article 10, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; and the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer, the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

**10.12 Amendment.** Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 10 shall be applicable as to any indemnitee who has not given his prior written consent to such amendment.

#### **ARTICLE 11 BY-LAWS**

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

#### **ARTICLE 12 AMENDMENTS**

Amendments to the Articles shall be proposed and adopted in the following manners:

**12.1 Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

**12.2 Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).

**12.3 Limitation.** No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

**12.4 Developer Amendments.** To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

((H05000277080 3)))

((H05000277080 3)))

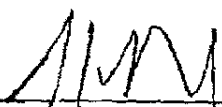
12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pasco County, Florida.

12.6 Conflicts. In the event of any conflict between the provisions of these Articles and the Declaration and/or the By-Laws, the Declaration shall have priority over these Articles and these Articles shall have priority over the By-Laws.

**ARTICLE 13**  
**INITIAL REGISTERED OFFICE;**  
**ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at Fieldstone Lester Shear & Denberg, LLP, 201 Alhambra Circle, Suite 601, Coral Gables, Florida 33134 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be David Shear.

IN WITNESS WHEREOF the Incorporator has affixed his signature the day and year set forth below.

  
\_\_\_\_\_  
David Shear

((H05000277080 3)))



(((H05000277080 3)))

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:  
  
CHELSEA MEADOWS CONDOMINIUM ASSOCIATION, INC.
2. The name and address of the registered agent and office is:  
  
David Shear  
201 Alhambra Circle  
Suite 601  
Coral Gables, Florida 33134

  
\_\_\_\_\_  
David Shear

Title: Incorporator

Date: December 2, 2005

FILED  
2008 MAR -3  
A 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
David Shear

Date: December 2, 2005

H:\LIBRARY\Clients\Paul Development\The Glen at Winter Park\Condo Docs\Articles (01).doc

(((H05000277080 3)))