

1972

ARTICLES OF INCORPORATION

OF

LA ENTRADA DEL MAR ASSOCIATION, INC.  
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the Formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the proposed corporation shall be:

LA ENTRADA DEL MAR ASSOCIATION, INC.

II.

The purposes and objects of the corporation shall be to administer the operation and management of LA ENTRADA DEL MAR, A Condominium, hereinafter in these Articles of Incorporation referred to as the "CONDOMINIUM", an apartment project and condominium regime to be established in accordance with the laws of the State of Florida upon the following described property situate, lying and being in St Lucie County, Florida, to-wit:

(SEE ATTACHED ADDENDUM FOR LEGAL DESCRIPTION)

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of St. Lucie County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a Plan of Condominium Ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said CONDOMINIUM. The Corporation shall

be conducted as a non-profit organization for the benefit of its members.

### III.

1. The Corporation shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation or exercised by it under any other applicable laws of the State of Florida, including the Condominium Act.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corpora-

- (a) To make and establish reasonable rules and regulations governing the use of PRIVATE DWELLINGS and COMMON PROPERTY in the CONDOMINIUM as said terms may be defined in said Declaration of Condominium to be recorded.
- (b) To levy and collect assessments against members of the Corporation to defray the Common Expenses of the CONDOMINIUM as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including PRIVATE DWELLINGS in the CONDOMINIUM, which may be necessary or convenient in the operation and management of the CONDOMINIUM and in accomplishing the purposes set forth in said Declaration of Condominium.
- (c) To maintain, repair, replace, operate and manage the CONDOMINIUM and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the CONDOMINIUM property.
- (d) To contract for the management of the CONDOMINIUM and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Corporation.
- (e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the Rules and Regulations governing the use of the CONDOMINIUM as same may be hereafter established.

- (f) To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in lands or facilities, including recreational and communal facilities, whether or not contiguous to lands of the CONDOMINIUM, to provide enjoyment, recreation, or other use or benefit to the owners of PRIVATE DWELLINGS, all as may be deemed by the Board of Directors to be in the best interests of the Corporation.
- (g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted or imposed upon the Corporation pursuant to the Declaration of Condominium aforementioned.

#### IV.

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all PRIVATE DWELLINGS in the CONDOMINIUM shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item (5) of ARTICLE IV.
2. Membership shall be established by the acquisition of fee title to a PRIVATE DWELLING in the CONDOMINIUM or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title or to his entire fee ownership interest in any PRIVATE DWELLING, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more PRIVATE DWELLINGS, or who may own a fee ownership interest in two or more PRIVATE DWELLINGS, so long as such party shall retain title to or a fee ownership interest in any PRIVATE DWELLING.
3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his PRIVATE DWELLING. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended,

held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each PRIVATE DWELLING in the CONDOMINIUM, which vote may be exercised or cast by the owner or owners of each PRIVATE DWELLING in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one PRIVATE DWELLING, such member shall be entitled to exercise or cast as many votes as he owns PRIVATE DWELLINGS, in the manner provided by said By-Laws.

5. Until such time as the property described in ARTICLE II hereof, and the improvements constructed thereon, are submitted to a Plan of Condominium Ownership by the recordation of said Declaration of Condominium, the Membership of the Corporation shall be comprised of the Subscribers of these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

V.

The Corporation shall have perpetual existence.

VI.

The principal office of the Corporation shall be located at 1300 Seaway Drive, Fort Pierce, Florida 33450 but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or

assist in the administration of the operation and management of the CONDOMINIUM, and the affairs of the CORPORATION, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or officer of the Corporation, as the case may be.

#### VIII.

The number of members of the first Board of Directors of the Corporation shall be three. The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the Membership as provided by the By-Laws of the Corporation, and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation. Notwithstanding the foregoing, so long as S L M DEVELOPMENT CORPORATION herein called "DEVELOPER" is the owner of ten or more PRIVATE DWELLINGS in the CONDOMINIUM, DEVELOPER shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Corporation; and so long as DEVELOPER is the owner of at least one, but not more than ten (10) PRIVATE DWELLINGS, DEVELOPER shall have the right to designate and select one of the persons who shall serve as a member of each Board of Directors of the Corporation. The DEVELOPER may designate and select the person or persons to serve as a member or members of each said Board of Directors in the manner provided in the By-Laws of the Corporation.

#### IX.

The Board of Directors shall at the time of the Annual Meeting and after their election by the Members of the Corporation, convene and thereupon elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President

shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leonard Spielvogel	101 South Courtenay Parkway Merritt Island, Florida 32952
Paul M. Goldman	101 South Courtenay Parkway Merritt Island, Florida 32952
Joe Teague Caruso	101 South Courtenay Parkway Merritt Island, Florida 32952

XI.

The Subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which Subscribers and their respective post office addresses are more particularly set forth in ARTICLE X above.

XII.

The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

PRESIDENT	Milton F. Flynn 1300 Seaway Drive Fort Pierce, Florida 33450
SECRETARY-TREASURER	Mary F. Flynn 1300 Seaway Drive Fort Pierce, Florida 33450

-6-

1s9.22.2

XIII.

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of Members at which a majority of the Membership is present and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

XIV.

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including Counsel 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 of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

XV.

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the PRIVATE DWELLINGS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or

Members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the Members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each Member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the Member at his post office address as it appears on the records of the Corporation, the postage prepaid thereon. Any member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member. At such meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the Members owning not less than 40 PRIVATE DWELLINGS in the CONDOMINIUM in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of St. Lucie County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation,

-8-

1s9.22.2



the written vote of any Member of the Corporation shall be recognized, if such Member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

In the event that the members owning the number of PRIVATE DWELLINGS in the CONDOMINIUM necessary to pass any Amendment or Amendments to these Articles of Incorporation shall execute an instrument amending these Articles of Incorporation, the same shall be and constitute, when duly registered in the Office of the Secretary of State, a valid amendment to these Articles of Incorporation and it shall not be necessary for the Meeting otherwise prescribed above to be held.

Notwithstanding the foregoing provisions of this Article XV, no Amendment to these Articles of Incorporation which shall abridge, amend or alter the right of DEVELOPER to designate and select members of each Board of Directors of the Corporation, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of DEVELOPER.

The Corporation being formed hereby has named Leonard Spielvogel located at 101 South Courtenay Parkway, Merritt Island, Florida, as its agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
(SEAL)  
\_\_\_\_\_  
(SEAL)  
\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared LEONARD SPIELVOGEL, PAUL M. GOLDMAN & JOE TEAGUE CARUSO who, being by me first duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes therein expressed, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:

ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.

By Leonard Spielvogel, Resident Agent