

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of REGENCY SURF & RACQUET CLUB CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on September 17, 1979, as shown by the records of this office.

The charter number for this corporation is 748941.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 17th day of September, 1979

George Firestone  
Secretary of State



CER 101 Rev. 3-79

13286 P0077

85

ARTICLES OF INCORPORATION

OF

REGENCY SURF & RACQUET CLUB CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

FILED  
MAY 17 11 22 AM  
CLERK OF DISTRICT COURT  
PALM BEACH COUNTY, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be REGENCY SURF & RACQUET CLUB CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be hereinafter referred to as the "Association". The address and principal office of this corporation shall be . . .  
4500 North Dixie Highway  
West Palm Beach, Florida

ARTICLE II - PURPOSE

The general purpose for which this corporation is organized shall be the operation and management of REGENCY CLUB CONDOMINIUM to be established in accordance with the Condominium Act of the State of Florida. In the operation and management of the condominium the corporation, as the Association, shall undertake the performance of the acts and duties incident to the administration 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 of REGENCY CLUB CONDOMINIUM, which will be recorded in the Public Records of PALM BEACH COUNTY 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.

ARTICLE III - POWERS

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

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of this Article, in addition to which the Association shall have the powers and duties as set forth in Chapter 718, Florida Statutes, the Condominium Act, as amended, which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

- (a) 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 hereafter be adopted, including the right to levy and collect assessments for the purpose of acquiring

13286 P0078

operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including private dwellings in the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) The maintenance, repair, replacement and operation of the condominium corporation.
- (d) The construction of improvements after casualty and the further improvement of the property.
- (e) To make and amend regulations respecting the use of the property within the condominium.
- (f) To approve or disapprove of proposed purchasers, lessees, owners and mortgagees of apartments.
- (g) To enforce by legal means the provisions of the condominium documents, these Articles, and by By-Laws of the Association, and the regulations for the use of the property within the condominium.

2. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the association in carrying out functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

- (i) To purchase insurance upon the condominium property and insurance for the protection of the Association, its members, and apartment owners.
- (j) To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including but not limited to recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation, or other use or benefit of the members of the Association.
- (k) To acquire, operate, lease, manage, dedicate to public use and otherwise trade and deal with property, real and personal, including apartments within the condominium as may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration of Condominium.

3. All funds and the titles of all property 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.

4. The powers of the Association shall be exercised and shall be exercised in accordance with the provisions of the Declaration of Condominium which govern the use of the property.

B3286 P0079

5. The Association shall maintain Accounting records according to good accounting practices, which shall be open to inspection by apartment owners at reasonable times. Such records shall include:

- (a) A record of all receipts and expenditures.
- (b) An account for each apartment which shall designate the name and address of the apartment owner, the amount of each assessment, the dates and amounts in which the assessment comes due, the amounts paid upon the account, and the balance.

ARTICLE IV - MEMBERS

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 Dwelling Units in all said 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 Dwelling Unit, whether by conveyance, judicial decree or otherwise, provided that such acquisition shall be approved in accordance with, and conform to the provisions of, these Articles, the Declaration of Condominium, and the By-Laws, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Dwelling Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Dwelling Units, or who may own a fee ownership interest in Dwelling Units, so long as such party shall retain title to or a fee ownership interest in any Dwelling Unit.
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 Dwelling Unit. 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 Dwelling Unit, which vote may be exercised or cast by the owner or owners of each Dwelling Unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one Dwelling Unit, such member shall be entitled to exercise or cast as many votes as he owns Dwelling Units, in the manner provided by said By-Laws.
5. Until such time as a Declaration of Condominium is recorded within which the corporation is designated as the "Association", as defined in Florida Statutes Chapter 718 et seq. and the improvements and property described therein are submitted to a plan of condominium ownership, the membership of the Corporation shall be comprised of the Subscribers to 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.

B3286 P0080

REGENCY CLUB DEVELOPMENT COMPANY, INC.,  
hereinafter referred to as

6. "Developer", a Florida corporation, as Developer of lands within Palm Beach County, shall have the right to grant and land to condominium ownership and dedicate REGENCY SURF & RACQUET CLUB CONDOMINIUM ASSOCIATION, INC., as "the Association" as defined by Florida Statute 718 et seq. and likewise provide that unit owners within such condominium shall be members of the corporation. Said lands are:

described in Schedule "A" hereto annexed.

ARTICLE V - DIRECTORS

1. The Board of Directors shall consist of not less than three (3) nor more than seven (7) directors as shall be determined by the By-Laws and in the absence of such determination shall consist of three (3) directors.

2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws, except that "Developer" pursuant to the authority of Florida Statute 718.301 (1977) shall have the right to appoint all or a portion of the directors who need not be owners nor residents of the Condominium, and the unit owners shall have the right to elect directors as provided therein within such period of time and manner as is required and as specified by said statute. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Developer's right pursuant to the foregoing statute is hereby stated as follows:

When unit owners other than the Developer own 15 percent or more of the units that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect not less than one-third of the members of the board of administration of the association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Administration of the association (which shall be determined to be that number of directors authorized by the By-Laws to constitute a simple majority):

(a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the association have been completed, none of them have been conveyed to purchasers, and none of the units 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 offered for sale by the Developer in the ordinary course of business;

whichever occurs first. The Developer is entitled to at least one member of the board of administration of the association as long as the Developer holds parcels in the ordinary course of business any unit in the condominium, provided that the Developer

286 P0081

3. 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 removed, are as follows:

ARTHUR IAMARINO	600 East Mall Islington, Ontario
JOSEPH MARES	26 Millgate Crescent Willowdale, Ontario M2K1L6
ARNOLD SOMERS	308 Vesta Drive Toronto, Ontario M5P3A3
ROBERT M. KOTURBASCH	7 Woodmere Court Islington, Ontario

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors and as provided in the By-Laws. The Board of Directors may employ a managing agent and/or such other managerial and supervising personnel or entities to administer or assist in the administration of the operation or management of this Association and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association, or a director or officer of the Association, as the case may be. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

PRESIDENT & SECRETARY	ARTHUR IAMARINO	600 East Mall Islington, Ontario
TREASURER	ARNOLD SOMERS	308 Vesta Drive Toronto, Ontario M5P3A3

ARTICLE VII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding in which he may be a party, or in which he may become involved by the Association, or any settlement thereof, 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 willful misfeasance or malfeasance in the performance of his duties; provided in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement as being for the best interests of the Association. 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.

ARTICLE VIII - BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the members of the corporation or sent 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.

B3286 P0082

ARTICLE IX

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or officers, in the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future expenses, etc. The corporation may pay compensation in a reasonable amount to its members, directors and officers, for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, shall make distribution to its members or as is ordered by the Court having jurisdiction thereover, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and transfer thereof, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws, and as provided in Article IV hereinabove.

ARTICLE X - AMENDMENTS

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 Dwelling Units, whether meeting as members or by instruments 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 fifteen (15) nor more than sixty (60) 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 thereon prepaid. 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 75% of the Dwelling Units in order for such Amendment or Amendments to become effective.~~ A resolution approving a proposed Amendment must be approved by not less than seventy-five percent (75%) of the Directors of the Corporation. 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 the Secretary of State, a certified copy thereof shall be filed in the Public Records of each County, Florida, within ten days from the date on which the same are registered with the

3286 P0083

Meeting held to consider such Amendment or Amendments of these Articles of Incorporation, 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.

Notwithstanding the foregoing provisions, until Developer shall have relinquished control of the Corporation as hereinabove provided, no amendment to these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE XI - TERM


The corporation shall have perpetual existence.

ARTICLE XII - SUBSCRIBERS


The names and residences of the subscribers to these Articles of Incorporation, are as follows:

- FRANK T. NEWMAN      2001 So. Surf Road  
                                 Hollywood, Florida 33019
- ARTHUR NEWMAN      2001 So. Surf Road  
                                 Hollywood, Florida 33019
- ELLIE DULUDE      6440 Pierce St.  
                                 Hollywood, Florida 33024

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures on the \_\_\_\_\_ day of \_\_\_\_\_ A.D., 1979.

  
\_\_\_\_\_  
FRANK T. NEWMAN (SEAL)

  
\_\_\_\_\_  
ARTHUR NEWMAN (SEAL)

  
\_\_\_\_\_  
ELLIE DULUDE (SEAL)

33286 P0084



STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally  
appeared before me, a Notary Public, in and for the  
State of Florida, FRANK T. NEWMAN  
ARTHUR NEWMAN and ELLIE DULUDE who constitute all of the  
subscribers to the foregoing Articles of Incorporation,  
and are known to me personally to be such, and they  
acknowledged before me the said Articles to be their  
act and deed, and that the facts stated therein are truly  
set forth.

WITNESS my hand and official seal, in the State  
and County aforesaid, this 27th day of August,  
A.D. 1979.

Adrian Vogel  
Notary Public

My commission expires:

Notary Public, State of Florida  
My Commission Expires: 12/31/80  
5000 thru Peoples Insurance Co.

3286 P0085