

ARTICLES OF INCORPORATION  
OF  
JUPITER COVE  
CONDOMINIUM ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT

FILED  
OCT 28 9 12 PM 1979  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certifying as follows:

ARTICLE I

Name and Address

The name of the corporation shall be JUPITER COVE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association. The business address of the corporation shall be 4440 PGA Boulevard, Suite 501, Palm Beach Gardens, Florida 33410.

ARTICLE II

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of the condominium known as JUPITER COVE, which condominium is located in the Town of Jupiter, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

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

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict

with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium of JUPITER COVE as amended from time to time and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as they may be amended from time to time, including but not limited to the following:

- a. To make and collect assignments against members as unit owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair and replacement and operation of all the condominium property and recreational facilities.
- d. The purchase of such insurance upon all of the condominium property and recreational facilities and insurance for the protection of the Association and its members as unit owners.
- e. The reconstruction of improvements after casualty and the further improvement of all of the condominium property and recreational facilities.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium, provided, however, that all such regulations and their amendments shall be approved in the manner provided in the By-Laws of the Association as amended from time to time.
- g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-

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Laws of the Association and the Regulations for the use of the property in the Condominium and recreational facilities.

i. To contract for the management of the condominium and recreational facilities and to delegate to such contractor all such powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Administration or the membership of the Association.

j. To contract for the management or operation of portions of the common elements and/or recreational facilities susceptible to separate management or operation, and to lease such portions.

k. To employ personnel to perform the services required for proper operation of the condominium.

3.3 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, these Articles of Incorporation, and the By-Laws.

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

#### ARTICLE IV

##### Members

4.1 The members of the Association shall consist of all of the record owners of units in JUPITER COVE, a condominium, and after termination of the condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 After receiving approval of the Association required by the Declarations of Condominium, 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 to establish

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record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 his unit.

4.4 The owner of each unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE V

##### Board of Administration

5.1 The Board of Administration shall consist of seven (7) persons. The first election of the Board of Administration shall not be held until the conditions of Florida Statutes §718.301 have been satisfied. Prior to such time the Developer shall be entitled to appoint all members of the Board of Administration. Members appointed by the Developer need not be members of the Association.

Within sixty (60) days from the date Developer holds title to only seven (7) units of the total 138 units to be constructed in JUPITER COVE, the Association shall call a meeting of members, giving notice as required by Section 718.301 of the Florida Statutes, for the purposes of electing the full Board of Administration. At such meeting, seven (7) members of the Board of Administration will be elected in accordance with the following procedures and for the following terms of office:

a. Two (2) members of the Board of Administration will be elected from unit owners owning units in Building A. Such members will hold office for an initial term of two (2) years and these

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seats on the Board of Administration from Building A will be elected every two (2) years thereafter.

b. Two (2) members of the Board of Administration will be elected from unit owners owning units in Building B. Such members will be elected for an initial term of two (2) years and the seats on the Board of Administration from Building B will be elected every two (2) years thereafter.

c. Two (2) members of the Board of Administration will be elected from unit owners owning units in Building C. Such members of the Board of Administration will be elected for an initial term of one (1) year and thereafter the seats on the Board of Administration from Building C will be elected for a two (2) year term and for successive two (2) year terms thereafter.

d. One (1) member of the Board of Administration will be elected at large from unit owners owning a condominium unit in Building A, B or C. The at large seat on the Board of Administration will be elected for an initial term of one (1) year and thereafter will be elected for a term of two (2) years and for successive two (2) year terms thereafter.

It is the intent of these Articles of Incorporation that the seven (7) member Board of Administration will, at such time as the Developer is no longer entitled to appoint a member of the Board of Administration, be elected in such a manner as to require staggered terms of office. Prior to the time that Developer holds title to only seven (7) units of the total 138 units to be constructed in JUPITER COVE, members of the Board of Administration to be elected from or to be elected by unit owners in accordance with Section 718.301 of the Florida Statutes shall be elected in accordance with the terms, conditions and provisions of that section of the Florida Statutes.

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5.2 The board members named in these Articles shall serve until the first election by unit owners of the permitted number of board members and any vacancies in their number occurring before said permitted election shall be filled by the remaining board members.

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

Vincent J. Pappalardo  
4440 PGA Boulevard  
Suite 501  
Palm Beach Gardens, Florida 33410

Nancy A. Pappalardo  
4440 PGA Boulevard  
Suite 501  
Palm Beach Gardens, Florida 33410

Raymond W. Royce  
450 Royal Palm Way  
Palm Beach, Florida 33480

#### ARTICLE VI

##### 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 Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration. The names and addresses of the officers who shall serve until their successors are designated by the Board of Administration are as follows:

Vincent J. Pappalardo	President
Raymond W. Royce	Vice President
Nancy A. Pappalardo	Secretary/Treasurer

#### ARTICLE VII

##### Indemnification

Every board member and every officer of the Association shall

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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 or any settlement of 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 board member or officer of the Association, whether or not he is a board member or officer at the time such expenses are incurred, except when the board member or officer is adjudged guilty of willfull misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Administration approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such board member or officer may be entitled.

#### ARTICLE VIII

##### By-Laws

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

#### ARTICLE IX

##### Amendments

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Administration or by the members of the Association. Directors and members not present in person or by

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proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

a. such approvals must be not less than a majority of the Board of Administration and by the owners of not less than two-thirds (2/3) of the units, or

b. until the first election of the Board of Administration, only by all of the administrators.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of ARTICLE III, or Section 5.1 of ARTICLE V, without approval in writing of all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

#### ARTICLE X

##### Term

The term of the Association shall be perpetual.

#### ARTICLE XI

##### Subscribers

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


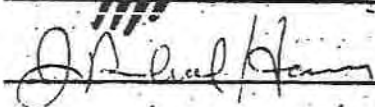
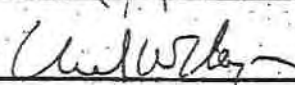
J. Richard Harris	450 Royal Palm Way Palm Beach, Florida 33480
Robert C. Scott	450 Royal Palm Way Palm Beach, Florida 33480
Richard B. Burk	450 Royal Palm Way Palm Beach, Florida 33480

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IN WITNESS WHEREOF, the subscribers have affixed their signatures this 18th day of October , 1979.

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(SEAL)  
  
(SEAL)  
  
(SEAL)

STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared J. RICHARD HARRIS, ROBERT C. SCOTT, and RICHARD B. BURK, to me well known and known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of October 1979.

  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES NOV. 26, 1981.  
BONDED THRU GENERAL INSURANCE UNDERWRITERS

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That JUPITER COVE CONDOMINIUM ASSOCIATION, INC.,  
a corporation not for profit,  
desiring to organize under the laws of the State of Florida,  
with its principal office, as indicated in the Articles of  
Incorporation at City of Palm Beach, County  
of Palm Beach, State of Florida,  
has named J. RICHARD HARRIS, ESQ. located  
at 450 Royal Palm Way, Palm Beach, Florida 33480  
(Street address and number of building, NOT Post Office Box)  
City of Palm Beach, County of Palm Beach,  
State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the  
above stated corporation, at place designated in this certifi-  
cate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping open  
said office.

By:

  
(Registered Agent)