

ARTICLES OF INCORPORATION  
OF  
POMPANO BEACH CLUB ASSOCIATION, INC.

101 Briny Avenue  
Pompano Beach, Florida

FILED  
MAY 2 1972  
STATE OF FLORIDA  
COUNTY OF BROWARD

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

ARTICLE I  
Name

The name of the corporation shall be POMPANO BEACH CLUB ASSOCIATION, INC., which corporation shall hereinafter be referred to as the Association.

ARTICLE II  
Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Section 711.12 of the Florida Condominium Act, which is Chapter 711, Florida Statutes, for the operation of POMPANO BEACH CLUB, a condominium located in Broward County, Florida.

ARTICLE III  
Powers

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

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the terms of these Articles.
2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act except as limited by these Articles and The Pompano Beach Club Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium as set forth in said Declaration, including but not limited to the following:
  - (a) To make and collect assessments against members of the Association 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) To buy or lease both real and personal property for condominium use.
  - (d) To undertake the maintenance, repair, replacement and operation of the condominium property, or property leased by the Association for condominium use.
  - (e) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.

REF 5602 PAGE 147

(f) To reconstruct the condominium improvements after casualty and construct further improvements of the condominium property, as needed.

(g) To make reasonable rules and regulations respecting the use of the condominium property.

(h) To approve, or disapprove, the leasing and transfer of ownership of apartments as may be provided by the Declaration of Condominium and the Bylaws.

(i) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and the rules and regulations for the use of the property in the condominium.

(j) To contract for the management of the condominium properties, and recreational facilities, and to delegate such management duties to a qualified person, firm, or corporation, as to all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors of the membership of the Association.

(k) To contract for the management and operation of portions of the common elements susceptible to separate management and operation, and to lease the same.

(l) To employ personnel necessary to perform the services required for proper operations of the condominium.

3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

4. The Association shall make no distribution of income to its members, directors or officers.

5. 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 Bylaws.

#### ARTICLE IV Members

1. The members of the Association shall consist of all of the record owners of the apartment units in POMPADRO BEACH CLUB, a Condominium, in Pompano Beach, Florida.

2. Transfer of membership in the Association shall be established by the recording in the public records of Broward County, Florida, a condominium deed or other instrument establishing a record title to an apartment in the condominium property and the delivery to the Association of a certified copy of such instrument; the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.

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 or her apartment.

4. The members of the Association, singly or collectively,

shall be entitled to only one vote for each apartment owned by them. The exact manner of exercising voting rights when there are two or more owners of one apartment shall be determined by the Bylaws of the Association.

ARTICLE V  
Directors

1. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the Bylaws of the Association, but shall be not less than three in number. In the absence of a determination as to the number of members, the Board of Directors shall consist of three directors.

2. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

3. The first election of directors by the membership of the Association shall not be held until after all of the apartments of the condominium have been sold by the Developer, or until after December 31, 1974, or until Developer elects to terminate its control of the Condominium, whichever shall first occur.

4. The directors herein named shall serve until the first election of directors by Association members, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5. 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:

<u>Name</u>	<u>Address</u>
GENE S. FISHER	2101 Brickell Avenue Miami, Florida
CHARLES W. BAILEY	Mashla Drive, Key Biscayne Miami, Florida
A. W. BECK	52 Castle Harbor Drive Fort Lauderdale, Florida
DEWITT C. CASEY, JR.	705 Southeast 25th Avenue Pompano Beach, Florida

ARTICLE VI  
Officers

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation. After the developer has relinquished control of the Board of Directors, the officers shall be 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. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association are as follows:

<u>Name and Address</u>	<u>Office</u>
GERE S. FISHER 2101 Brickell Avenue Miami, Florida	PRESIDENT
CHARLES W. BULLIN Haskita Drive, Key Biscayne Miami, Florida	VICE PRESIDENT
A. W. BECK 52 Castle Harbor Drive Fort Lauderdale, Florida	TREASURER
DEWITT C. CASEY, JR. 705 Southeast 25th Avenue Pompano Beach, Florida	SECRETARY

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 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 Association, 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, that in the event of a settlement of any claim for indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement 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  
Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors named herein, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX  
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. A resolution approving a proposed amendment may be proposed by either the Board of Directors, or by any one or more members of the Association. Directors, and members not present in person, or by proxy, at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary of the Association at, or prior to, the meeting.

(a) Such approval must be by not less than 75% of the entire membership of the Board of Directors, and by not less than 75% of the votes of the entire membership of the Association; or

(b) By not less than 80% of the votes of the entire membership of the Association.

3. No amendment shall make any changes in the qualifications for membership or in the voting rights of members, or any change in Paragraph 3 and/or 4 of Article III hereof, without approval in writing by all members.

4. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State and recorded in the public records of Broward County, Florida.

ARTICLE X  
Term


The term of the Association shall be the life of the condominium unless the Association is terminated sooner by unanimous action of its members. The Association shall be dissolved by the termination of the Condominium in accordance with the provisions of the Declaration of Condominium.

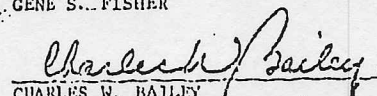
ARTICLE XI  
Subscribers

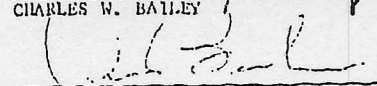
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
GENE S. FISHER	2101 Brickell Avenue Miami, Florida
CHARLES W. BAILEY	Mashta Drive, Key Biscayne Miami, Florida
A. W. BECK	52 Castle Harbor Drive Fort Lauderdale, Florida

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures, this 28<sup>th</sup> day of June, 1972.

  
\_\_\_\_\_  
GENE S. FISHER (SEAL)

  
\_\_\_\_\_  
CHARLES W. BAILEY (SEAL)

  
\_\_\_\_\_  
A. W. BECK (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE )

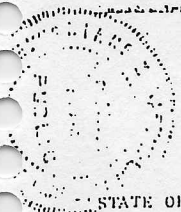
PERSONALLY APPEARED before me, the undersigned authority,  
GENE S. FISHER and A. W. BECK, being two of the subscribers of the  
Articles of Incorporation of the FOREPANO BEACH CLUB ASSOCIATION, INC.,  
being by me first duly sworn, depose and say that they executed the  
foregoing Articles of Incorporation for the uses and purposes therein  
expressed.

WITNESS my hand and official seal at Miami, said County and  
State, this \_\_\_\_\_ day of \_\_\_\_\_, 1972.

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

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES DEC. 20, 1972



STATE OF FLORIDA )  
COUNTY OF DADE )

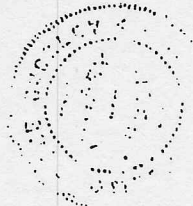
PERSONALLY APPEARED before me, the undersigned authority,  
CHARLES W. BAILEY, being one of the subscribers of the Articles of  
Incorporation of the FOREPANO BEACH CLUB ASSOCIATION, INC., being by  
me first duly sworn, deposes and says that he executed the foregoing  
Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, said County and  
State, this 28 day of June, 1972.

J. Irene Buckley  
Notary Public, State of Florida at Large

My commission expires:

December 20, 1972



FF 5602 PAGE 152

STATE OF FLORIDA )  
COUNTY OF DADE )

PERSONALLY APPEARED before me, the undersigned authority,  
GENE S. FISHER and A. W. BECK, being two of the subscribers of the  
Articles of Incorporation of the POMPANO BEACH CLUB ASSOCIATION, INC.,  
being by me first duly sworn, depose and say that they executed the  
foregoing Articles of Incorporation for the uses and purposes therein  
expressed.

WITNESS my hand and official seal at Miami, said County and  
State, this \_\_\_\_\_ day of \_\_\_\_\_, 1972.

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

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES DEC. 15, 1975  
~~REGISTERED WITH THE PUBLIC ACCOUNTING AGENCY~~



STATE OF FLORIDA )  
COUNTY OF DADE )

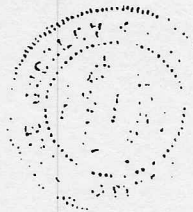
PERSONALLY APPEARED before me, the undersigned authority,  
CHARLES W. BAILEY, being one of the subscribers of the Articles of  
Incorporation of the POMPANO BEACH CLUB ASSOCIATION, INC., being by  
me first duly sworn, deposes and says that he executed the foregoing  
Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, said County and  
State, this 28 day of June, 1972.

J. Irene Buschley  
Notary Public, State of Florida at Large

My commission expires:

December 20, 1975



MI 5662 PAGE 152