

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE WATERFRONT ON THE OCEAN AT JUNO BEACH CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on November 14, 1994, as shown by the records of this office.

The document number of this corporation is N94000005603.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Fourteenth day of November, 1994



CR2EO22 (2-91)

*Jim Smith*

Jim Smith  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE WATERFRONT ON THE OCEAN AT JUNO BEACH  
CONDOMINIUM ASSOCIATION, INC.

A Corporation Not-For-Profit

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

ARTICLE I

Name

The name of this corporation shall be THE WATERFRONT ON THE OCEAN AT JUNO BEACH CONDOMINIUM ASSOCIATION, INC. (the "Association").

ARTICLE II

Definitions

Unless otherwise defined herein, all initially capitalized terms herein shall have the same meaning set forth in the Declaration of Condominium for The Waterfront On The Ocean At Juno Beach.

ARTICLE III

Purposes

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in the Condominium Act, and as such, to operate, maintain, repair, improve, reconstruct and administer the Condominium Property, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in the Condominium; and to own, operate, lease, sell and trade property, whether real or personal, including, without limitation, Units in the Condominium, as may be necessary or convenient in the administration of the Condominium.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

C. To establish bylaws for the operation of the Condominium property ("Bylaws"), to provide for the administration of the Association and rules and regulations for governing the same, and to enforce the provisions of the Condominium Act, the Declaration, the Articles of Incorporation and the Bylaws.

#### ARTICLE IV

##### Powers

The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the Bylaws. The powers of the Association shall include, but not be limited to, the following:

1. To levy and collect regular and special Assessments.
2. To use and expend the Assessments collected to maintain, care for and preserve the Common Elements and Condominium Property, except those portions thereof which are required to be maintained, cared for and preserved by the Unit Owners.
3. To purchase the necessary equipment required in the maintenance, care and preservation referred to above.
4. To enter into and upon the Units when necessary, to repair, preserve and maintain the Common Elements.
5. To insure and keep insured the Condominium Property in the manner set forth in the Declaration.
6. To collect delinquent Assessments by suit or otherwise, abate nuisances and enjoin or seek damages from the Unit Owners for violations of these Bylaws, the Articles of Incorporation, the Declaration, and the rules and regulations promulgated by the Board.
7. To employ and compensate such personnel as may be required for the maintenance and preservation of the Condominium Property.
8. To acquire, own, hold, operate, lease, encumber, convey,

manage and otherwise trade and deal with property, real and personal, including Units in the name of the Association or a designee.

9. To contract for management of the Condominium and to delegate to such other party all powers and duties of the Association except those specifically required by the Declaration to have the specific approval of the Board or of the membership.

10. To approve or disapprove proposed purchasers and lessees of Units and to exercise or waive the Associations right of first refusal of each proposed sale or lease of a Unit in the manner specified in the Declaration.

11. To make and amend regulations governing the use of the Condominium Property, which regulations shall not conflict with the provisions of the Declaration, the Articles of Incorporation or these Bylaws.

12. To repair and reconstruct Improvements after casualty.

## ARTICLE V

### Members

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

A. The Owners of all Units in the Condominium shall be members (the "Members") of the Association, and membership in the Association shall be limited to Unit Owners.

B. Membership in the Association may be transferred only as an incident to the transfer of the transferor's Unit and his undivided interest in the Common Elements of the Condominium. Such transfer shall be subject to the procedures set forth in the Declaration. The terms "ownership" and "title" as used in these Articles for purposes of establishing membership in the Association shall refer to the holding of that interest in the Condominium by which an entity or person is a Unit Owner, as defined in the Declaration.

C. The interest 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 the Unit(s) owned by such

Member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters on which Unit Owners shall be entitled to vote, each Unit shall be entitled to one (1) vote. Such interest shall be referred to as that Unit's "Voting Interest." Multiple owners of a Unit shall collectively be entitled to exercise the Voting Interest for such Unit in accordance with voting privileges set forth in the Articles and Bylaws. There shall be no cumulative voting. Owners of Private Garage Units or Private Cabana Units shall not be entitled to additional voting rights.

#### ARTICLE VI

##### Existence

The Association shall have perpetual existence.

#### ARTICLE VII

##### Address

The principal address of the Association shall be 800 Ocean Drive, Juno Beach, Florida 33408, or at such other place as may be subsequently designated by the Board.

#### ARTICLE VIII

##### Officers

Subject to the direction of the Board, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of the Board. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board.

<u>Name</u>	<u>Office</u>
Rodney Sarkela	President, Secretary, Treasurer

#### ARTICLE IX

##### Directors

A. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of three (3) persons ("Directors"). Until succeeded by Directors elected at the first meeting of Members, Directors need not be Members of the Association, but, thereafter, all Directors, except for those Directors elected by Developer, shall be Members of the Association. The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's Bylaws.

B. The Directors named in Article X shall serve until the first election of a Director or Directors as provided in the Bylaws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the Bylaws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of such unexpired term.

C. All officers shall be elected by the Board in accordance with the Bylaws at the regular annual meeting of the Board as established by the Bylaws. The Board shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board but no other officer need be a Director.

## ARTICLE X

### First Board of Directors

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Rod Sarkela	901 US Highway One, Suite 1 Juno Beach, FL 33408
Martin Seppala	901 US Highway One, Suite 1 Juno Beach, FL 33408
John Sarkela	901 US Highway One, Suite 1 Juno Beach, FL 33408

## ARTICLE XI

### Subscriber

The name and address of the Subscriber for these Articles of Incorporation is as follows:

Rod Sarkela                      901 US Highway One, Suite 1  
Juno Beach, FL 33408

## ARTICLE XII

### Bylaws

A. The Bylaws of this Association shall be adopted by the board and attached to the Declaration to be filed among the Public Records of Palm Beach County, Florida. The Bylaws may be amended by the Members in the manner provided in such Bylaws.

B. No amendment to the Bylaws shall be passed which would change the rights and privileges of the Developer as referred to in the Declaration, and to the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the Bylaws shall be passed which would operate to impair or prejudice the rights or liabilities of any Institutional Mortgagee.

## ARTICLE XIII

### Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, 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 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 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 under Florida law.

#### ARTICLE XIV

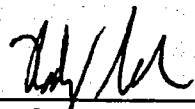
##### Amendments

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the condominium Act or the Declaration may be made by owners entitled to vote at least 10% of the total voting Interest in the Condominium. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the Bylaws. An affirmative vote of owners entitled to vote at least 67% of the total Voting Interest in the Condominium shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

C. The Developer can not reserve the right to amend these Articles except as provided by Florida Statutes Section 718.104(4)(e), provided that Developer can vote its Units as desired regarding amendments to the Articles.

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal this 31 day of October, 1994.

  
\_\_\_\_\_  
Rodney Sarkela

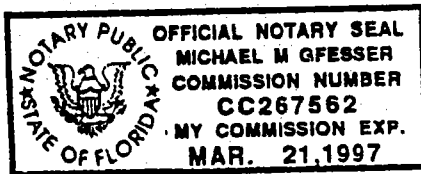


STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS:

THE FOREGOING INSTRUMENT was acknowledged before me this 31  
day of October, 1994, by Rodney Sarkela, as President of  
The Waterfront On The Ocean At Juno Beach Condominium Association,  
Inc., a Florida Corporation, on behalf of the corporation. He has  
produced a Florida Drivers License as identification and did take  
an oath.

*[Handwritten Signature]*  
Notary Public  
My Commission Expires:

(Notary Seal)



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

That The Waterfront On The Ocean At Juno Beach Condominium Association, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its office as indicated in the Articles of Incorporation at 800 Ocean Drive, Juno Beach, FL 33408 has named Eric Meyer with an address of 901 US Highway One, Suite 1, Juno Beach, FL 33408 as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Eric Meyer*

Eric Meyer



## FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 14, 1994

Michael M. Gfesser, P.A.  
P. O. Box 7185  
Jupiter, FL 33468-7185

The Articles of Incorporation for THE WATERFRONT ON THE OCEAN AT JUNO BEACH CONDOMINIUM ASSOCIATION, INC. were filed on November 14, 1994 and assigned document number N94000005603. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.**

**A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.**

**SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.**

Should you have any questions regarding corporations, please contact this office at the address given below.

Brenda Baker, Corporate Specialist  
New Filings Section

Letter Number: 494A00049517

