

# **Commodore's Club Articles of Incorporation**

## **ARTICLES OF INCORPORATION OF COMMODORE'S CLUB HOMEOWNERS' ASSOCIATION, INC., A NON-PROFIT CORPORATION**

We, the undersigned natural persons competent to contract, associate ourselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

### **I**

#### **NAME**

The name of the corporation shall be COMMODORE'S CLUB HOMEOWNERS' ASSOCIATION, INC., A NON-PROFIT CORPORATION.

### **II**

#### **PURPOSE**

The purpose for which this corporation is organized is to provide for maintenance, preservation and architectural control of the lots and Common Property within that certain parcel of real property, described as:

All of that land contained within the plat of Commodore's Club I-A, according to plat thereof recorded in Map Book 24, Pages 46 and 47, of the public records of St. Johns County, Florida, and additional property made subject to the Declaration of Covenants, Conditions, Restrictions and Easements described herein-after, (collectively, "The Property").

And to promote the health, safety and welfare of the residents within The Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purpose.

In furtherance of such purpose, the Association shall have power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for COMMODORE'S CLUB, hereinafter called the "Declaration", applicable to The Property, which shall be recorded in the public records of St. Johns County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the

## **Commodore's Club Articles of Incorporation**

Association, including all licenses, taxes or governmental charges levied or imposed against The Property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; (d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;<sup>1</sup>

(e) dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation, shall have the assent of two-thirds (2/3) of each class of members; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

### **III**

#### **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

### **IV**

#### **CLASSES OF MEMBERSHIP**

**Class A.** Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration). Each Owner shall be entitled to one vote for each lot owned.

## **Commodore's Club Articles of Incorporation**

When more than one person holds an interest in any lot, all such persons shall be members. The vote for each lot shall be exercised as they determine, but in no event shall more than the assigned votes be cast with respect to any lot.

**Class B.** Class B member shall be the Declarant, who shall be entitled to the number of votes equal to the number of Lots from time to time, subject to the Declaration or which are depicted on a preliminary plan for additional property which the Declarant intends to plat as part of The Property plus one (1). The total number of votes of the Class B member shall be increased at the time of submission of the preliminary plat to include the number of Lots contained within the additional property plus one (1). The Class B membership shall cease upon the happening of the first of the following to occur:

- (a) When the Declarant has conveyed one hundred percent (100%) of the Property or additional property which it owns;
- (b) Twenty (20) years from the date of recording this Declaration;
- (c) When Declarant, in its sole discretion, elects to transfer control to the Class A members.

For the purpose of this section, a Lot shall be deemed to be part of The Property at the time at which the Declarant submits a preliminary plat thereof for the approval of St. Johns County, Florida.

### **V**

#### **EXISTENCE**

The corporation shall have perpetual existence.

### **VI**

#### **SUBSCRIBERS NAMES AND RESIDENCES**

The name and residence of the subscriber to these Articles of incorporation are:

*[Omitted as of no current interest.]*

### **VII**

#### **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, a President, Vice-President/Treasurer, who shall at all times be members of the Board, and a Secretary. The Board shall consist of no fewer than three (3) nor more than five (5) members. After Class B membership ceases each member shall be the owner of a lot as provided in Article III of the Declaration. The number of Directors may be changed by

## **Commodore's Club Articles of Incorporation**

amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

*[Omitted as outdated. The Articles of Incorporation contain the names and addresses of the original directors. These names and addresses are kept current through annual reports filed with the Secretary of State. Copies are in the hands of the Property Manager.]*

### **VIII**

#### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

### **IX**

#### **AMENDMENT TO THE ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

### **X**

#### **AMENDMENTS TO BYLAWS**

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

### **XI**

#### **INDEMNIFICATION**

## **Commodore's Club Articles of Incorporation**

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being a director or officer of the Association or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the even of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

### **XII**

#### **PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

*[The information in this article is omitted as outdated. For current information contact May Management Services.]*

---

<sup>i</sup> Paragraph (d) under Article II, Purpose, was inadvertently left out of this document when it was reconstituted from the web site CommodoresClub.com due to loss of the original. Version A-2005-2 (b) of this document corrects this error of omission. This is not a change in the Articles of Incorporation. Paragraph (d) Article II, Purpose existed from the beginning as part of Commodore's Club Homeowners' Association, Inc. Articles of Incorporation as filed on June 24, 1991, Document number N44078.