

ARTICLES OF INCORPORATION

OF

TOR-PALM TOWNHOUSES ASSOCIATION, INC.

THE UNDERSIGNED, hereby associate themselves, for the purpose of forming a corporation not for profit under Chapter 718, Florida Statutes, and certify as follows:

ARTICLE I

Name of Corporation

The name of the corporation shall be TOR-PALM TOWNHOUSES ASSOCIATION, INC., a Condominium, and shall be hereafter referred to as the "Corporation".

ARTICLE II

Purpose of Corporation

The purpose for which the Corporation is organized is as follows:

A. A Condominium known as TOR-PALM TOWNHOUSES, A CONDOMINIUM, has been constructed on certain lands located in Broward County, Florida, and legally described as follows:

Lots 14 through 18, Block 4, POMPANO BY THE SEA, according to the Plat thereof, as recorded in Plat Book 1, Page 22 of the Public Records of Broward County, Florida.

and hereinafter referred to as the "Land". The Corporation is organized to provide a means of administering the Condominium by the owners thereof.

B. The documents creating the Condominium are to be recorded in the Public Records of Broward County, Florida.

C. The Corporation shall make no distribution of income to its members, directors or officers.

### ARTICLE III

#### Powers

The powers of the Corporation shall be governed by the following provisions:

A. The Corporation shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. The Corporation shall have all the powers granted to the Corporation by Chapter 718.11, Florida Statutes, and as amended from time to time. The Corporation shall have all the powers reasonably necessary to implement the purposes of the Association, and all of the powers granted to it in the Declaration of Condominium when said Declaration of Condominium is recorded amongst the Public Records of Broward County, Florida.

C. To contract for the maintenance, operating and management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration to have approval of the Board of Directors or the Unit Owners of the Association.

### ARTICLE IV

#### Members

The qualification of members, the manner of their admission and voting by such members shall be as follows:

A. All unit owners shall be members of the Corporation and no other person or entities shall be entitled to membership.

B. Membership in the Corporation shall be established by recording in the Public Records of Broward County, Florida, of a deed or other instrument establishing a change of record title to a condominium parcel in the condominium and the notification in writing to the Corporation of the

recording information, the new owner designated by such instrument thereby becoming a member of the Corporation.

The membership of the prior owner shall thereby terminate.

C. The share of a member in the funds and assets of the Corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium unit.

D. Members of the Corporation, who are owners of apartment condominium units, shall be entitled to one vote for each apartment condominium unit owned by such member. Voting rights will be exercised in the manner provided by the By-Laws of the Corporation.

#### ARTICLE V

##### Directors

A. The affairs of the Corporation shall be managed by a Board of Administration who shall be members of the Corporation, excepting that the first Board of Administration shall consist of three (3) directors who need not be members of the Corporation and, thereafter, the membership of the Board shall consist of not less than three (3) nor more than nine (9) directors, provided that following the term of office of the first Board of Administration, the Board shall never consist of less than three (3) members.

B. 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:

|                 |                                                   |
|-----------------|---------------------------------------------------|
| DONALD R. DURNO | 18 Janellan Terrace<br>West Hill, Ontario, Canada |
|-----------------|---------------------------------------------------|

|                   |                                               |
|-------------------|-----------------------------------------------|
| JERRY F. COUGHLAN | 5 Skyridge Road<br>West Hill, Ontario, Canada |
|-------------------|-----------------------------------------------|

|                     |                                                     |
|---------------------|-----------------------------------------------------|
| FRANK J. BAKER, JR. | 750 North Ocean Boulevard<br>Pompano Beach, Florida |
|---------------------|-----------------------------------------------------|

C. The first election of Directors shall be held on the first day of the month following the month in which unit

owners, other than the Developer, are entitled to elect not less than a majority of the Directors of the Association as hereinafter set forth. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors.

At such time as unit owners other than the Developer own fifteen (15%) percent or more of the condominium units that will be operated by the Condominium Association, the unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) 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 Directors upon the earliest occurrence of any of the following:

- 1) Three (3) years after sales by the Developer have been closed on fifty (50%) percent of the condominium units that will be operated by the Association; or
- 2) Three (3) months after sales have been closed by the Developer on ninety (90%) percent of the units that will be operated by the Association; or
- 3) When all of the units that will be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business.

The Developer, in any event, is entitled to elect at least one (1) member of the Board of Administration as long as the Developer has for sale in the ordinary course of business any unit in the Condominium.

Directors of the Corporation shall be elected at the annual meeting of the members in the manner provided by the By-Laws.

## ARTICLE VI

### Officers

The affairs of the Corporation shall be administered by officers elected by the members of the Corporation at the annual meeting of the members of the Corporation. The names and addresses of the officers who shall serve until their successors are elected are as follows:

#### PRESIDENT

DONALD R. DURNO  
18 Janellian Terrace  
West Hill, Ontario, Canada

#### VICE PRESIDENT

JERRY F. COUGHLAN  
5 Skyridge Road  
West Hill, Ontario, Canada

#### SECRETARY/TREASURER

FRANK J. BAKER, JR.  
750 North Ocean Boulevard  
Pompano Beach, Florida

## ARTICLE VII

### Indemnification

Every Director and Officer of the Corporation shall be indemnified by the Corporation 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 an Officer or 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 of malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors of Officers may be entitled.

## ARTICLE VIII

### By-Laws

The By-Laws of the Corporation shall be those By-Laws set forth in the aforesaid Declaration of Condominium and may be altered, amended or rescinded in the manner provided in the said By-Laws by an affirmative vote of a majority of the unit owners.

## ARTICLE IX

### Amendments

A. Amendment By Developer: Until such time as the Developer has turned over control of the Condominium Association pursuant to Section 718.301 of the Florida Statutes, the Articles of Incorporation may be amended as to any of the particulars contained herein by the Developer in his sole discretion, and in addition thereof, the proceedings of all meetings of the Association, prior to the turnover of control of the Association by the Developer, shall have no effect unless approved by the Developer as to the amendment of the condominium documents. The right is subject, however, to the provisions that the Developer cannot make any substantial change in the purpose of the Association.

B. Amendment by Board of Administration and Members:

These Articles of Incorporation may be adopted and amended in the following manner:

- 1) Notice of the subject matter of the proposed amendment shall be included in a notice of any regular and special meeting at which such proposed amendment is considered.
- 2) A resolution approving a proposed amendment may be proposed by either the Board of Administration or by the Membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon, receive

approval by the other body. Such approval must be by an affirmative vote of a majority of the members of the Association; and such approval must be by an affirmative vote of two-thirds (2/3) of the members of the Board of Administration.

3) Notwithstanding the provisions of this Article, for so long as the Developer holds units for sale in the ordinary course of business, no amendment of these Articles of Incorporation shall be made without the prior written approval of the Developer, which would:

(a) Assess the Developer as a unit owner for capital improvements;

(b) Which would be detrimental to the sales of units by the Developer; however, an increase for common expenses without discrimination against the Developer shall not be deemed detrimental to the sale of units; and

(c) Which would abridge, amend or alter the rights of the Developer to designate and select members of the Board of Administration of the Association as provided herein.

#### ARTICLE X

##### Term

The term of the Corporation shall be the life of the Condominium, unless the Corporation is terminated sooner by the unanimous action of its members. The Corporation shall be terminated by the termination of the Condominium in accordance with the Condominium Documents.

ARTICLE XI

Subscribers

The names and residences of the subscribers to these

Articles of Incorporation are:

|                     |                                                     |
|---------------------|-----------------------------------------------------|
| DONALD R. DURNO     | 18 Janellan Terrace<br>West Hill, Ontario, Canada   |
| JERRY F. COUGHLAN   | 5 Skyridge Road<br>West Hill, Ontario, Canada       |
| FRANK J. BAKER, JR. | 750 North Ocean Boulevard<br>Pompano Beach, Florida |

ARTICLE XII

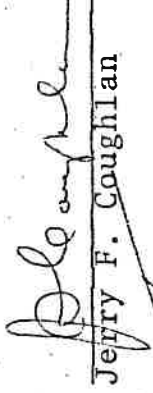
Resident Agent

The Resident Agent of the Corporation, for the purposes of accepting service os process, shall be John L. Korthals, Esquire, of MUSSELMAN, WELCH & KORTHALS, P.A., whose address within the State of Florida is 2407 East Atlantic Boulevard, Post Office Drawer 1839, Pompano Beach, Florida 33061.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 6<sup>th</sup> day of September, 1979.



Donald R. Durno



Jerry F. Coughlan



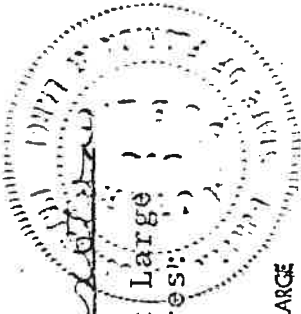
Frank J. Baker, Jr.

STATE OF FLORIDA     )  
                                  ;  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this 6<sup>th</sup> day of September, 1979, before me, the undersigned authority, personally appeared DONALD R. DURNO, JERRY F. COUGHLAN and FRANK J. BAKER, JR., to me known to be the persons described in the

foregoing Articles of Incorporation as Subscribers and who executed the foregoing Articles and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said County and State the day first above written.



*Louisa L. Johnston*  
Notary Public  
State of Florida at Large  
My Commission Expires: 4/22/80

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES APRIL 22 1980  
BONDED THRU GENERAL INS. UNDERWRITERS.

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
TOR-PALM TOWNHOUSES ASSOCIATION, INC.

The undersigned Officers and Directors of TOR-PALM TOWNHOUSES ASSOCIATION, INC. a Florida corporation not for profit, pursuant to Article IX of the Articles of Incorporation, hereby amend the Articles in the following manner:

Article III, Section C, which states:

"To contract for the maintenance, operation and management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration to have approval of the Board of Directors or the Unit Owners of the Association."

is hereby deleted from the Articles and the following language is hereby inserted as the new Article III, Section C:

"To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association."

All of the further terms of the original Articles of Incorporation shall remain unchanged and are hereby ratified and confirmed.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation has been executed this 14<sup>th</sup> day of January, 1980.



I. GRANGER McDANIEL  
2007 N. W. STREET, SUITE 200  
4000 NORTH, TAMPA, FL 33601  
ARCHITECT  
POMTOR DEVELOPMENT INC.  
POMPANO BEACH, FLORIDA



TOWNHOUSES for  
POMTOR DEVELOPMENT INC.  
POMPANO BEACH, FLORIDA

PROJECT NO.  
DATE  
DRAWN  
CHECKED  
APPROVED

FIRST FLOOR PLAN  
BUILDING A

SCALE: 1/8" = 1'-0"

