

ARTICLES OF INCORPORATION

OF

VIA DEL MAR CONDOMINIUM ASSOCIATION, INC.

A CORPORATION NOT FOR PROFIT

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 VIA DEL MAR 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 1605 U.S. #1, Jupiter, Florida 33458.

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 all condominiums known generally as VIA DEL MAR, which condominiums are 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 in conflict with the terms of these Articles.

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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 VIA DEL MAR 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 assessments against members as unit owners to defray the costs, expenses and losses of the condominiums.

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 condominiums, provided, however, that all such regulations and their amendments shall be approved by not less than 66 2/3% of the votes of the entire membership of the Association before such shall become effective.
- g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declarations of Condominium and the By-Laws,
- h. To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of

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of the property in the Condominium.

i. To contract for the management of the condominiums 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 Declarations 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 susceptible to separate management or operation.

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

3.3 The Association shall not have the power to purchase units of the condominiums except at sales in foreclosure of liens for assessments for common expenses, at which sale, the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without the unanimous approval of the members and the joinder of all record owners of mortgages upon the condominiums.

3.4 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 Declarations of Condominium, these Articles of Incorporation, and the By-Laws.

3.5 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 By-Laws.

ARTICLE IV

Members

4.1 The members of the Association shall consist of all of the record owners of units in VIA DEL MAR, a condominium, and after termination of the condominium shall consist of those who

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are members at the time such termination, and their successors and assigns.

4.2 After receiving approval of the Association required

by the Declaration 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 record title to a unit in any of the condominiums 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 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 three (3) 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. Such members need not be members of the Association.

5.2 Subsequent to the date referred to in Paragraph 5.1 above, the unit owners will be entitled to elect a number of the board members as is permitted by Florida Statutes Chapter 718. At such time as the provisions of Florida Statute 718 permits

unit owners **to elect all board members an initial election of**

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**board members will be held.**

**5.3 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.

5.4 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;

Michael Durham

450 Royal Palm Way  
Palm Beach, Florida 33480

Clarence Rautenstrauch

450 Royal Palm Way  
Palm Beach, Florida 33420

Don O'Hara

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!

Michael Durham **President**

Don O Hara **Vice President**

Clarence Raütenstrauch **Secretary..**

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### **ARTICLE VII**

#### **Indemnification**

**Every board member 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 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 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 willful 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

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may be proposed by the Executive Director of the Association. Approved by the members of the Board of Administration and the members not

present in person

at the meeting

considering the

their approval amendment may be expressed

in writing

providing such

to the approval is delivered

Secretary at or

prior to the

meeting. Except as otherwise

#### **a.**

such approvals

must be not less

than a majority

Board of Administration of the  
and by the owners of not  
(6) units, or less than six

**b.** until the first  
election of the  
Board of Administration,

only by all of **the**  
administrators.

9.3 Provided,  
however, that no  
changes in the amendment shall make any  
qualifications for  
membership nor the  
rights of members, voting  
nor any change in  
Section 3.3 of

or **Section 5.1** of ARTICLE III, **V**, members and without approval in writing of all  
the owners of mortgages upon  
condominiums. No  
amendment shall be  
made that is in  
conflict with the

Condominium Act or **the**  
Declaration of

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

ARTICLE X

#### **Term**

The term of the  
Association shall  
be perpetual.

ARTICLE XI

#### **Subscribers**

The names and addresses  
of the subscribers

**to** Incorporation as follows: to these Articles

3. Richard Harris 450

Royal Palm Way  
Palm Beach,

Florida 33483

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**Richard B. Burk**

450 Royal Palm Way  
Palm Beach, Florida 33480

Raymond C. Royce 450 Royal Palm Way - II - Palm Beach, Florida 33480 - WITNESSES THEREOF, the  
subscribers have affixed their signatures

this 12th  
day of October  
1979.

**J. Richard**  
**Richard B.**

Harris

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Raymond W. Royce STATE OF FLORIDA.

COUNTY OF PALM BEACH ifi

BEFORE ME, the

undersigned authority,

personally appeared

.s. Richard Harris,

Richard B. Burk

and Rayiion W. Royce, to me

we know and know 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 12th day of October

1979

Motary Public

My Commission

Expires