

413457

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of  
CINNAMON TREE PROPERTY OWNERS ASSOCIATION, INC.

filed on March 5, 1981.

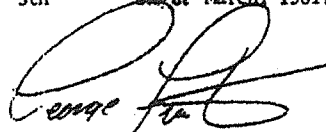
The Charter Number for this corporation is 756627.



CORP 104 Rev. 6-79

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Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
5th day of March, 1981.



George Firestone  
Secretary of State

FILED  
MAR 5 12 56 PM '81  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CINNAMON TREE PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify the following as the Articles of Incorporation of such corporation:

ARTICLE I

NAME

The name of the corporation shall be CINNAMON TREE PROPERTY OWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association", or the "Corporation."

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of the Association will be located at Suite 310, Stuart Plaza, 951 Colorado Avenue, Stuart, Florida 33494.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

Robert P. McRoberts, Jr., whose address is Suite 310, Florida National Bank Building, 301 East Ocean Boulevard, Stuart, Florida 33494, is hereby appointed the initial registered agent of this Association, and his address is designated as the initial registered office of the Association.

ARTICLE IV

PURPOSE

A certain Declaration of Covenants and Restrictions for Cinnamon Tree (the "Declaration") either now has or will be imposed upon certain lands in Martin County, Florida, by OCEAN GATE -- STUART-1, a Florida partnership, ("Declarant"). The Declaration shall, among other

things, establish and designate that the lands shall be known as "Cinnamon Tree". All terms used herein which are defined in the Declaration shall have the same meaning herein as therein. This Association is organized to serve as the instrumentality of property owners in Cinnamon Tree for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of Cinnamon Tree for the benefit of all owners thereof; of providing and promoting recreational activity within Cinnamon Tree through the acquisition of land and facilities (whether by fee simple ownership, leasehold or other possessory use interest), the maintenance of said land and facilities, and such other means and methods as it may deem in the best interest of its members; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration; to acquire, hold, convey and otherwise deal with real and personal property in this corporation's capacity as a property owners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper.

#### ARTICLE V

##### POWERS

The powers of the corporation shall include and be governed by the following provisions:

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles and, in addition, all of the powers set forth in the Declaration, which are not in conflict with applicable law.

2. The corporation shall have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to the following:

a. To 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 corporation, in accordance with the Declaration.

b. To 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

c. To use the proceeds of assessments in the exercise of its powers and duties.

d. To borrow money, and with the consent of two-thirds (2/3) of the members, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

e. To 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.

f. To purchase insurance upon all of the Association property and pursuant to the Declaration.

g. To reconstruct improvements upon its property after casualty, and to further improve the property.

h. To promulgate and amend rules and regulations with respect to the use of its property.

i. To enforce, by legal means, the provisions of the Declaration, as the same may be amended from time to time.

j. To enforce, by legal means, the provisions of these Articles, the By-Laws of the corporation and the rules and regulations for use of the property.

k. To employ such personnel to perform the services required for proper management of the Association.

#### ARTICLE VI

##### MEMBERS AND VOTING RIGHTS

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

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1. Until such time as the Declaration shall be recorded among the Public Records of Martin County, Florida, the membership of this corporation shall be comprised of the Subscribers of these Articles, or their assigns, each of which Subscribers, or his assigns, shall be entitled to cast one (1) vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration, the owners of each home as defined in the Declaration subjected to the Declaration (including the Declarant and contract sellers) shall automatically become members of the Association upon acquisition of a fee simple title (or in the case of the Declarant, upon the filing of the Declaration) to any home subjected to the Declaration, by the filing of record therefor a deed in the office of the Clerk of the Circuit Court in and for Martin County, Florida, evidencing such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Upon the recording of the Declaration, the Subscribers who are members of the corporation by virtue of Paragraph 1 above, shall no longer be members by virtue of Paragraph 1.

3. Declarant has reserved the right to submit additional property to the Declaration and upon the submission of property to the Declaration, to designate the basis of ownership therein which may give rise to additional memberships in the Association.

4. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his fee simple interest in the home upon which automatic membership is based or his interest is transferred and/or conveyed by operation of law, at which time the membership (with respect to the home conveyed) shall automatically be conferred upon the transferee. Membership shall be appurtenant to and may not be separated from ownership of any home which is subject to the Declaration.

6. Each member of the Association shall be entitled to one (1) vote for each home in which he holds the interest required for membership. When more than one person holds such interest in any home,

all such persons shall be members, and the vote for such home shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such home.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (hereinafter sometimes referred to as the "Board"). Until such time as the Declarant, its successors or assigns, transfers and conveys of record all property subject to the Declaration, the Board shall consist of three (3) persons, and the Declarant shall have the right to appoint all members of the Board. No Directors appointed by the Declarant need be members of the Association. At the annual meeting next succeeding the date upon which the Declarant transfers and conveys of record the last of the property owned by it, as set forth hereinbefore, the membership of the Association shall elect the directors as provided in the By-Laws. Thereafter, succeeding Boards of Directors and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the By-Laws of the Association, as the same shall be constituted from time to time.

The names and post office addresses of the persons who will serve as Directors until the first annual election meeting of members or until their successors are appointed or elected and qualify are as follows:

Jack A. MacDonald	Suite 310, Stuart Plaza 951 Colorado Avenue Stuart, Florida 33494
Leonard Polanski	Suite 310, Stuart Plaza 951 Colorado Avenue Stuart, Florida 33494
Robert F. McRoberts, Jr.	Suite 310, Florida National Bank Bldg. 301 East Ocean Boulevard Stuart, Florida 33494

#### ARTICLE VIII

##### OFFICERS

The officers of the corporation shall be elected by the Board of Directors, in accordance with the By-Laws of the corporation and,

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under the direction of the Board, shall carry out those duties assigned to them by the By-Laws. The offices shall consist of a President, a Vice President and a Secretary-Treasurer. In addition, the Directors may provide for such agents, supervisory personnel or employees of the corporation as they shall see fit, none of whom need be members of the corporation. The names of the officers who are to serve at the pleasure of the Declarant until the first election by the Board are as follows:

Jack A. MacDonald	President
Leonard Polanski	Vice President
Robert F. McRoberts, Jr.	Secretary-Treasurer

Until such time as Declarant, its successors or assigns, transfer and convey of record all property subject to the Declaration, no officer need be a member of the Association. Thereafter, all officers must be members of the Association.

#### ARTICLE IX

##### DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, other than incident to a consolidation or merger, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. There shall be dedicated to any applicable municipal or other governmental authority any property determined by the Board of Directors of the Association to be appropriate for such dedication, provided the authority is willing to accept the dedication.
2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.

The Association may be dissolved upon a resolution to that effect being recommended by all of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by all of the voting rights of the Association's members.

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ARTICLE X

BY-LAWS

The original By-Laws of this Association shall be adopted by the Board of Directors of the Association, and thereafter the By-Laws may be amended, altered or rescinded by a resolution adopted by a majority of the Board of Directors at any duly called meeting of the Board, and thereafter submitted to the members at any duly convened meeting of the members and approved by a two-thirds (2/3) vote of the members present or by proxy, provided there is a quorum, and further provided that the notice of such meeting of members specifying the proposed change is given in the notice of meeting. Notice may be waived by any member. Any member of the corporation may propose an amendment to the Board, and the Board shall act upon such proposal at its next meeting. Notwithstanding the foregoing, so long as Declarant is the owner of any property affected by the Declaration or amendments thereto, or is entitled to appoint the Board of Directors of the Association, no amendment to the By-Laws will be effective without Declarant's written joinder and consent.

No amendment shall be made to the By-Laws that is in conflict with the Articles of Incorporation or the Declaration. A copy of each amendment shall be attached to a certificate, certifying that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be executed by the officers of the Association with the formalities of the execution of a deed.

ARTICLE XI

PROHIBITION AGAINST ISSUANCE OF STOCK

AND DISTRIBUTION OF INCOME

This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, directors or officers for services rendered; nor shall anything herein be construed to prohibit the corporation

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from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011, Florida Statutes (1979).

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every 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 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 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 apply only if the Board approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. 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 XIII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because the officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that the director or officer may be interested in any such contract or transaction.

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2. Interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV

SUBSCRIBERS

The names and post office addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jack A. Macdonald	Suite 310, Stuart Plaza 951 Colorado Avenue Stuart, Florida 33494
Leonard Polanski	Suite 310, Stuart Plaza 951 Colorado Avenue Stuart, Florida 33494
Robert F. McRoberts, Jr.	Suite 310, Florida National Bank Bldg. 301 East Ocean Boulevard Stuart, Florida 33494

ARTICLE XV

AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of ~~two~~ two-thirds (2/3) of the members of this Association present at any meeting of the members of the Association called at least in part to consider such amendment, or approved in writing by the members of this Association having not less than two-thirds (2/3) of the total membership vote; provided, however, that so long as Declarant is owner of any home or any property affected by the Declaration or any amendment thereto or is entitled to appoint the Board of Directors of the Association, no amendment to these Articles of Incorporation will be effective without Declarant's express written joinder and consent.


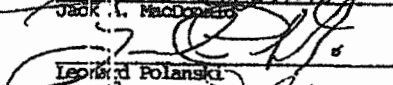
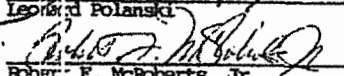
ARTICLE XVI

DURATION

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Stuart, Martin County, Florida, this 3<sup>rd</sup> day of March, 1981.

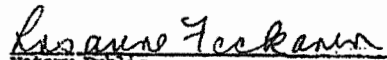
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 (SEAL)  
JACK A. MACDONALD  
 (SEAL)  
LEONARD POLANSKI  
 (SEAL)  
ROBERT F. McROBERTS, JR.

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, this day personally appeared, JACK A. MACDONALD, LEONARD POLANSKI, and ROBERT F. McROBERTS, JR., to me well known and known to me to be the identical individuals described in and who executed the foregoing Articles of Incorporation of CINNAMON TREE PROPERTY OWNERS ASSOCIATION, INC., and they each acknowledged before me that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Stuart, Martin County, Florida, this 3rd day of March, 1981.

  
Suzanne Fackner  
Notary Public  
State of Florida at Large  
My Commission Expires: 3-23-81  
(SEAL)

PREPARED BY:  
Robert F. McRoberts, Jr.  
McROBERTS, STEGER & GALANTE, P.A.  
ATTORNEYS AT LAW  
Suite 310, Florida Nat'l. Bank Bldg.  
301 E. Ocean Boulevard  
Stuart, Florida 33494

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT CINNAMON TREE PROPERTY OWNERS ASSOCIATION, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF STUART, STATE OF FLORIDA, HAS NAMED ROBERT P. McROBERTS, JR. LOCATED AT Suite 310 Florida Natl Bank Bldg., 301 East Ocean Boulevard CITY OF STUART, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

REGISTRAR OF STATE  
TALLAHASSEE, FLORIDA  
MAY 5 10 55 AM '81

FILED

*Jace A. MacDonald*

JACE A. MacDONALD

TITLE PRESIDENT

DATE March 3, 1981

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.

*Robert F. McRoberts, Jr.*

RESIDENT AGENT

DATE March 3, 1981

FILED  
MAY 5 1981  
TALLAHASSEE, FLA.

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LOUISIANA  
CLERK  
BY *[Signature]*

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