# Events

**GOLF VILLAS, INCORPORATED**

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<th>Event Type</th>
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<td>NAME CHANGE AMENDMENT</td>
<td>04/26/1978</td>
<td>04/26/1978</td>
<td>OLD NAME WAS : OCEAN VILLAS IV CLUSTER, INCORPORATED</td>
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State of Florida
DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of OCEAN VILLAS IV CLUSTER, INCORPORATED, a corporation not for profit organized under the Laws of the State of Florida, filed on February 24, 1978, as shown by the records of this office.

The charter number for this corporation is 741814.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 27th day of February, 1978.

[Signature]
SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

OCEAN VILLAS IV CLUSTER, INCORPORATED

WE, the undersigned, hereby associate ourselves together
for the purpose of becoming a non-profit corporation under the
Laws of the State of Florida, by and under the provisions of the
Statute of the State of Florida providing for the formation,
liability, rights, privileges and immunities of a corporation not
for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be OCEAN VILLAS IV
CLUSTER, INCORPORATED.

ARTICLE II

PURPOSE

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

1. To be the "Association" for the purpose of operating
and managing OCEAN VILLAS IV CLUSTER, a Condominium, for the
use and benefit of the owners of the Condominium Units and to
acquire, construct, manage, maintain and care for Association
property. Said Condominium shall be constructed in St. Lucie
County, Florida.

2. The documents creating the said Condominium will
provide for the units to be constructed upon the above described
property, together with certain other improvements.

3. The Board of Directors shall have the authority in
its sole discretion to designate this Corporation as the Association
for additional condominiums built or to be built on adjacent
property.

ARTICLE III

POWERS

1. To operate and manage a condominium consisting of
a number of buildings and other facilities for the use and
benefit of the individual owners of the Condominium Units as
the agent of said Owners.

2. To carry out all of the powers and duties vested in
it pursuant to the Declaration of Condominium and the By-laws and
regulations of the Condominium.

3. The Corporation shall be authorized to exercise and
enjoy all of the powers, rights and privileges granted to or
conferred upon corporations of similar character by the provisions
of Chapter 617, Florida Statutes, and Chapter 718, Florida Statutes,
and to do any and all of the things necessary to carry out its
operations as a natural person might or could do.

4. No compensation shall be paid to Directors for
their services as Directors. Compensation may be paid to a
Director in his or her capacity as an officer or employee or for
other services rendered to the corporation other than in the
capacity of a Director, if and to the extent approved, in advance,
by the Board of Directors. The Director to receive such compensa-
tion shall not be permitted to vote thereon. The Directors shall
have the right to set and pay all salaries or compensation to be
paid to officers, employees, agents and attorneys for services
rendered to the corporation. However, no part of the net earnings
of this Corporation may inure to the benefit of any private
individual within the meaning of §528, Internal Revenue Code of
the United States.

5. All funds and title to all interests in property
acquired by this Corporation, whether fee simple or leasehold in
nature, and the proceeds thereof shall be held in trust by the
Corporation for the owners of the Condominium Units in accordance
with the provisions of the Declaration of Condominium and the
Exhibits thereto.

6. All of the powers of this Corporation shall be
subject to and shall be exercised in accordance with the provisions
of the Declaration of Condominium and the Exhibits thereto which
govern the use of the land to be operated and administered by
this Corporation.

ARTICLE IV

MEMBERSHIP

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

1. This Corporation shall be organized without capital
stock. The Corporation shall not have or issue shares of stock.
No dividends shall be paid, and no part of the income of the
Corporation shall be distributed to its members, directors or
officers, provided, however, that the Corporation may pay reasonable
compensation for services rendered as elsewhere herein provided.

2. All owners of Condominium Units together with the
owners of the unimproved building sites upon which the Condominium
Units are to be constructed shall be members of the Corporation
and no other persons or legal entities shall be entitled to
membership subject, however, to the provisions of the Declaration
of Condominium.

3. Membership in the Corporation shall be established
by one of the following methods:

a. The owners of the unimproved building
sites upon which condominiums are to be
constructed and of the unsold Condominium
Units shall be members of this Corporation.

b. Other persons shall become members of
this Corporation by the recording in the
Public Records of St. Lucie County, Florida,
of a deed or other instrument establishing a
change of record title to a Condominium Unit
whereby such person becomes the owner of the
fee simple title to said Condominium Unit or
to such unimproved building site. Upon the
delivery to the Secretary of the Corporation
of a certified copy of such instrument, the
new owner designated by said instrument shall
become a member of the Corporation and the
membership of the prior owner shall terminate.

4. The interest of any member in any part of the real
property or in the funds and assets of the Corporation cannot be
conveyed, assigned, mortgaged, hypothecated or transferred in any
manner, except as an appurtenance to and together with the Condo-
minium Unit in the Condominium.

5. Voting by the members of this Corporation, in
the affairs of this Corporation, shall be as set forth in
the Declaration of Condominium establishing said Condominium.

Voting rights shall be exercised in accordance
with the provisions of the Declaration of Condominium and
the By-Laws of the Corporation.

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless
sooner dissolved by law.

ARTICLE VI

NUMBER OF DIRECTORS

1. The business of this Corporation shall be
conducted by a Board of Directors of not less than three nor
more than fifteen, the exact number of directors to be fixed
by the By-Laws of the Corporation.

2. The election of Directors, their removal or
the filling of vacancies on the Board of Directors shall be
in accordance with the By-Laws of the Corporation.

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be managed by
a President, Vice-President, Secretary, Treasurer, and such
Assistant Secretaries, Assistant Treasurers and other officers
as may be authorized by the Board of Directors. Said officers
shall be elected as provided in the By-Laws of the Corporation.
The first officers of the Corporation who shall serve until
such time as they resign, are removed, or their successors
are elected, shall be:

    PRESIDENT          JOE L. KRCHNAK
    VICE-PRESIDENT     JOSEPH M. CONNORS
    SECRETARY-TREASURER   HECTOR-AGUIAR
ARTICLE VIII
NAMES AND POST OFFICE ADDRESSES OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and the By-Laws of the Corporation and until their successors are elected or appointed and have qualified shall be:

1. JOE L. KRCHNAK - Ocean Village on Hutchinson Island
   2400 South Ocean Drive
   Ft. Pierce, Florida 33450

2. JOSEPH M. CONNORS - Ocean Village on Hutchinson Island
   2400 South Ocean Drive
   Ft. Pierce, Florida 33450

3. HECTOR AGUIAR - Ocean Village on Hutchinson Island
   2400 South Ocean Drive
   Ft. Pierce, Florida 33450

ARTICLE IX
BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended, altered or rescinded at a duly constituted membership meeting for such purpose, provided, however, no amendment shall take effect unless approved by members representing at least 75% of the total votes in the Condominium. In addition, said amendment shall conform to the requirements of Article VII of the Declaration of Condominium.

ARTICLE X
ASSESSMENTS AND REFUNDS

All assessments paid by the owners of Condominium Units for the maintenance and operation of the Condominium which the Corporation shall operate shall be utilized by the Corporation only to pay for the cost of said maintenance and operation and as provided in the Declaration of Condominium. The Corporation shall have no interest in any funds received by it through assessments from the owners of individual Condominium Units or otherwise except to the extent necessary to carry out the powers vested in it as agent for said members.
The Corporation shall make no distribution of income to its members, directors or officers, except as salaries for services rendered and reimbursement of expenses as provided for herein and in the By-Laws of the Corporation. The Corporation shall be conducted as a non-profit corporation.

Any Common Surplus shall be held for the use and benefit of the Corporation's members in proportion to the percentage of their ownership in the Common Elements of the Corporation.

Upon termination of the Condominium and dissolution or final liquidation of this Corporation, the distribution to the members of this Corporation of the Common Surplus in proportion to the percentage of their ownership in the Common Elements shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XI

INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's 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 of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred unless the liability of the director in question or officer is adjudged by decision of court to result from the willful misfeasance or malfeasance of such officer or director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said director or officer may be entitled.
ARTICLE XII

AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by approval of the members representing at least 75% of the votes in the Condominium.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2400 South Ocean Drive, Ft. Pierce, St. Lucie County, Florida 33450, and the name of the initial registered agent of this Corporation is JOE L. KRCHNAK.

ARTICLE XIV

SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are:

1. JOHN F. FLANIGAN
   436 Oyster Road
   North Palm Beach, Florida

2. DANIEL H. JONES
   5938 Orchard Way
   West Palm Beach, Florida

3. ELAINE O. RAYMER
   510 South 13th Place
   Lantana, Florida

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals and acknowledgment to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, this 9th day of February, 1978.

JOHN F. FLANIGAN

DANIEL H. JONES

ELAINE O. RAYMER
STATE OF FLORIDA, )
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this 14th day of February 1978, personally came and appeared before me the undersigned authority, JOHN P. FLANIGAN, DANIEL H. JONES and ELAINE G. RAYMER, all to me well known to be the persons of that name described in and who executed the foregoing Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN TESTIMONY THEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

[Signature]
Notary Public, State of Florida at Large

(SEAL)

My commission expires: June 24, 1978
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 48.991, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT _______ OCEAN VILLAS IV CLUSTER, INCORPORATED (Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

_________ STATE OF _______ FLORIDA _______, FT. PIERCE (City) (State)

HAS NAMED __________ JOE L. KERNCK (Name of Resident Agent)

LOCATED AT __________ 2400 South Ocean Drive (Street address and number of building, Post Office Box addresses are not acceptable)

CITY OF _______ FT. PIERCE _______ STATE OF FLORIDA, AS ITS (City)

AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

__________________________
(Signature, Corporate Officer)
JOE L. KERNCK

__________________________
(President)

__________________________
(Date)

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

__________________________
(Signature, Resident Agent)
JOE L. KERNCK

__________________________
(Date)

CORP. 25
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State of Florida
DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of
an Amendment to Articles of Incorporation of OCEAN
VILLAS IV CLUSTER, INCORPORATED, a Florida
corporation not for profit, changing its name to GOLF
VILLAS, INCORPORATED, filed on April 26, 1978, as
shown by the records of this office.

The charter number of this corporation is 741814.

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
28th day of April, 1978.

[Signature]
SECRETARY OF STATE
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
OCEAN VILLAS IV CLUSTER, INCORPORATED

OCEAN VILLAS IV CLUSTER, INCORPORATED, a Florida
corporation not for profit, under its corporate seal in the
hands of its President, JOSE L. KRUSKAAK, and its Secretary, HECTOR
AGUIAR, hereby certify that:

1. That a meeting of the Board of Directors of said
corporation and the members of said corporation was held on
April 18, 1978, and at said meeting, at which a quorum of
directors and members was present, the Board of Directors and
members unanimously adopted the following resolutions:

A. RESOLVED, ARTICLE I, of the Articles of Incorporation is amended to read as follows:

   ARTICLE I

   NAME OF CORPORATION

   The name of this corporation shall be
   GOLF VILLAS, INCORPORATED.

B. RESOLVED, ARTICLE II, Section 1, of the Articles of
   Incorporation is amended to read as follows:

   ARTICLE II

   PURPOSE

   1. To be the "Association" for the purpose
   of operating and managing GOLF VILLAS,
   a Condominium, for the use and benefit of the
   owners of the Condominium Units and to acquire,
   construct, manage, maintain and care for Asso-
   ciation property. Said Condominium shall be
   constructed in St. Lucie County, Florida.

IN WITNESS WHEREOF, said Corporation has caused
this Certificate to be signed in its name by its President and

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its corporate seal to be hereunto affixed and attested by its Secretary this 18th day of April, 1978.

(CORPORATE SEAL)

OCEAN VILLAS IV CLUSTER, INCORPORATED.

By: Joe L. Krchnak
Its: President,
Joe L. Krchnak

ATTEST:

By: Hector R. Aguilar
Its Secretary.
Hector Aguilar

STATE OF FLORIDA  ss.
COUNTY OF ST. LUCIE ss.

BEFORE ME, personally appeared JOE L. KRCHNAK and HECTOR AGUIAR, to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Amendment to Articles of Incorporation as President and Secretary of the above-named OCEAN VILLAS IV CLUSTER, INCORPORATED, a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 18th day of April, 1978.

(Seal)

NOTARY PUBLIC

My commission expires:

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