

*Harbor Estates Associates, Inc*

600 S.W. HARBOR STREET  
STUART, FLORIDA 33494

THIS COPY FOR PUBLIC INFORMATION  
PAGES 1 THRU 7  
"ARTICLES OF INCORPORATION"

STATE OF FLORIDA

DEPARTMENT OF STATE



PAGES 9 THRU 18

"BY-LAWS"

PAGE 18

LIST of amendments  
ADOPTED THRU 12/8/1981

I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

HARBOR ESTATES ASSOCIATES, INC.

filed in this office on the 27th day of May,

19 76 .

Charter Number: 735945

GIVEN under my hand and the Great  
Seal of the State of Florida, at  
Tallahassee, the Capital, this the

28th day of May,

19 76

SECRETARY OF STATE



FILED

MAY 27 2 31 PM '76

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

HARBOR ESTATES ASSOCIATES, INC.  
(a corporation not for profit)

We, the undersigned, a majority of the property owners in the subdivision known as "Harbor Estates", with other persons being desirous of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is HARBOR ESTATES ASSOCIATES, INC.

ARTICLE II. PURPOSES

To seek and preserve title to those areas designated in the plat as park areas and in other ways, to promote and carry out its objectives of uplifting the standards of living in Harbor Estates, bettering the community and maintaining vigilance against potential disruption of the community.

ARTICLE III. QUALIFICATIONS OF MEMBERS

Membership shall be restricted to property owners in the plat recorded in Martin County and described as "Harbor Estates"; Membership is divided into classes with owners of improved land upon which a residence has been constructed entitled to regular membership; owners of vacant land shall be entitled to associate membership with rights and obligations as established by the by-laws; the membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons, as from time to time, hereafter, may become members in the manner provided in the by-laws.

ARTICLE IIII. TERM OF EXISTENCE

Corporate existence shall be perpetual.

ARTICLE V: SUBSCRIBERS

The names and residences of the subscribers of these articles

are:

*17-19-1956*

*Ballot  
Return*

	<u>Name</u>	<u>Address</u>
1	W.E. Jackson	615 S.W. St. Lucie Street Stuart, Florida 33494
2	Ken Blanchard	St. Lucie Drive, Harbor Estates Stuart, Florida 33494
3	Ed Schaeffer	535 S.W. St, Lucie Street Stuart, Florida 33494
4	Carl Chamberlin	385 St. Lucie Drive, Harbor Estates Stuart, Florida 33494
5	John Sword	361 S.W. St. Lucie Street Stuart, Florida 33494
6	Irene Andolina	70 Lake Avenue Middletown, New York 10940
	Bruce Scott	369 S.W. Harbor Street Stuart, Florida 33494
	Robert Bouchard	S.W. Harbor Street Stuart, Florida 33494 (P.O. Box 878, Port Salerno Florida 33492)
	Warren Kingsley	429 S.W. Harbor Street Stuart, Florida 33494
	Darrow Lucas	330 S.W. Harbor Street Stuart, Florida 33494
	John Walker	560 S.W. Harbor Street Stuart, Florida 33494
	Gerrit Postema	600 S.W. Harbor Street Stuart, Florida 33494
	Sue Parrish	405 S.W. St. Lucie Blvd. Stuart, Florida 33494
	Joe H. Lucas	310 S.W. Harbor St. Stuart, Florida 33494
	Leonard Weiner	Harbor Drive, Harbor Estates, R.R. 3 Stuart, Florida 33494
	William J. Henderson, Sr.	230 S.W. Harbor Street Stuart, Florida 33494
	W. Creech	S.W. St. Lucie Street Stuart, Florida 33494
	Walter Chapman	222 Hickory Ridge Road Jensen Beach, Florida 33457

W. A. SCOTT  
ATTORNEY AT LAW  
200 COLLEGE AVENUE  
STUART, FLORIDA  
33494

*30- Harbor Street  
STUART, FLA.*

*John Hart (No 27 Street)  
St. Lucie Drive (No 30)  
A. ...*

*Continued  
(Next page)*



John Hiatt

485 S.W. St. Lucie Street  
Stuart, Florida 334

#### ARTICLE VI. OFFICERS

Section 1. The officers of the corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-laws.

Section 2. The names of persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Gerrit Postema
Vice-President	Warren Kingsley
Secretary and Treasurer	W.E. (Abe) Jackson

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

#### ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business of this corporation shall be managed by the Board of Directors; this corporation shall have three directors initially, the number of directors may be increased from time to time by the By-laws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-laws.

Section 4. Names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

<u>Office</u>	<u>Name</u>
President	Gerrit Postema
Vice-President	Warren Kingsley
Secretary and Treasurer	W.E. (Abe) Jackson

## ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-laws for conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice the By-laws may be amended, altered and rescinded by a majority vote of those subscribers present at any regular meeting or any special meeting called for that purpose.

## ARTICLE VIII. AMENDMENTS

Section 1. These articles of incorporation may be amended by a special meeting of the regular membership called for that purpose, by a two-thirds vote of those present.

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

## ARTICLE X. LOCATION

The location of this corporation shall be at 600 Harbor Street, S.W., Stuart, Florida 33494, or as provided by the By-laws.

## ARTICLE XI. NON-PROFIT STATUS

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to improperly influence legislation.

## ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemptions under Section 501 (C) (5) of the Internal Revenue Code, or to the Federal Government, or to state or local government, for a



public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XIII. DESIGNATION OF RESIDENT AGENT

The Resident Agent designated for this corporation is GERRIT POSTEMA, whose residence address is 600 S.W. Harbor Street, Stuart, Florida 33494.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing articles of incorporation under the laws of the State of Florida, this 10-16 day of May, 1976.

Gerrit Postema (SEAL)  
Gerrit Postema

Warren Kingsley (SEAL)  
Warren Kingsley

W. E. Jackson (SEAL)  
W. E. Jackson

Ken Blanchard (SEAL)  
Ken Blanchard

Ed Schaeffer (SEAL)  
Ed Schaeffer

Carl Chamberlin (SEAL)  
Carl Chamberlin

John Sword (SEAL)  
John Sword

X Irene Andolina (SEAL)  
Irene Andolina

Bruce Scott (SEAL)  
Bruce Scott

Robert Bouchard (SEAL)  
Robert Bouchard

Darrow Jones (SEAL)  
Darrow Jones

John Walker (SEAL)  
John Walker

Sue Parrish (SEAL)  
Sue Parrish

W. R. SCOTT  
ATTORNEY AT LAW  
200 COLORADO AVENUE  
STUART, FLORIDA  
33494

Joe H. Lucas (SEAL)  
Joe H. Lucas

Leonard Weiner (SEAL)  
Leonard Weiner

William J. Henderson (SEAL)  
William J. Henderson

W. Creech (SEAL)  
W. Creech

John Hiatt (SEAL)  
John Hiatt

Walter Chapman (SEAL)  
Walter Chapman

ACCEPTANCE

I, GERRIT POSTEMA, hereby accept the foregoing designation of Resident Agent.

Dated this 12 day of March, 1976.

Gerrit Postema  
Gerrit Postema

STATE OF FLORIDA )  
  :    SS  
COUNTY OF MARTIN )

The foregoing Articles of Incorporation have been acknowledged before me this 12 day of March, 1976, by GERRIT POSTEMA.

(Notary Seal)

James H. Prandy  
Notary Public  
My Commission Expires:             
James H. Prandy, State of Florida, Notary Public, My Commission Expires 03-12-1978, Expired 03-12-1978 & County of...

STATE OF FLORIDA )  
  :    SS  
COUNTY OF MARTIN )

The foregoing Articles of Incorporation have been acknowledged before me this 12 day of March, 1976, by WARREN KINGSLEY.

(Notary Seal)

James H. Prandy  
Notary Public  
My Commission Expires:             
James H. Prandy, State of Florida, Notary Public, My Commission Expires 03-12-1978, Expired 03-12-1978 & County of...

W. R. SCOTT  
ATTORNEY AT LAW  
700 TULSA AVE  
MIAMI, FLORIDA  
33134



Last Ammendment 3: 11-28-77  
Distributed: 1-18-79

8.

bdh  
H-332

## BY-LAWS OF HARBOR ESTATES ASSOCIATES, INCORPORATED

### ARTICLE I. NAME

This corporation shall be known as HARBOR ESTATES ASSOCIATES, Incorporated, a nonprofit Florida corporation.

### ARTICLE II. OBJECTS

The objects of this corporation are as follows:

As stated in Article II of Articles of Incorporation.

### ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership of this corporation shall be held at

(Ammend 3) on the third Monday in November or within 60 days thereafter as agreed upon by the Board of Directors. The exact time, date and location shall be designated in the notice of the meeting.

one of the purposes of which shall be the election of the Board of Directors for the ensuing year, all of whom shall take office immediately following election.

Section 2. Regular meetings. Regular meetings are not scheduled with the exception of Annual Meetings.

Section 3. Special Meetings. Special meetings may be held at the call of the President or by written request of Two (2) members of the Board of Directors.

Section 4. Notice. At least 10 days' notice in writing of each meeting, whether annual, regular or special, shall be mailed to each member of the corporation at his usual place of business or residence.



Section 5. Order of Business. Order of business at annual meeting:

- A. Roll Call
- B. Reading of Notice of Meeting
- C. Reading of Minutes of Previous Meeting
- D. Report of President
- E. Report of Treasurer
- F. Report of Secretary
- G. Reports of Committees
- H. Election of Directors
- I. Transaction of Other Business Mentioned in the Notice
- J. Adjournment

Section 6. Quorum. A majority of the members shall constitute a quorum for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place.

Section 7. Voting. Every member of the corporation, in good standing, shall have the right and be entitled to one vote, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the corporation.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by a Board of

( Amend 1) Directors composed of a minimum of 3 persons but may be expanded for the ensuing year to a maximum of 5 members upon the recommendation of the Board and the approval of the majority of the members represented at the Annual Membership Meeting. All persons elected must be members of this corporation. Each Director shall hold office for the term for which he is elected and until his successor is elected and Qualified.

Section 2. Duties of the Board. The Board of Directors shall transact all business of HARBOR ESTATES ASSOCIATES It shall determine the policies, fiscal matters, employment of staff and other personnel policies and in general assume responsibility for the guidance of the affairs of the corporation.

Section 3. Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 4. Time of Meeting. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members each year, at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by 2 of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 5. Vacancies. Vacancies in the Board of Directors shall be filled by election by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by a vote of the membership present, who may make such election at their next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

Section 6. Power to Elect Officers. The Board of Directors, at their annual meeting, shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors shall have the power to



fill any vacancy in any office, occurring for any reason whatsoever. 11.

Section 7. Removal of Directors, Officers and/or Employees.

Any Director, officer and/or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the corporation will be served thereby, by a majority vote of the Board of Directors.  
3  
Failure to attend/consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Section 8. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Annual Reports. The President and Treasurer shall present their respective reports of the operation of the corporation for the preceding year, at the annual meeting of the Board of Directors or the membership.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for a period of one year.

Section 2. President

The President shall:

1. preside at all meetings of the Board of Directors and at all

meetings of the Executive Committee;

2. make all committee appointments other than the Executive Committee and the Nominating Committee;

3. be a member ex-officio of all committees except Nominating Committee;

4. perform all other duties usually pertaining to the office of President.

Section 3. Vice President

The Vice President shall:

1. preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President

2. perform all such other duties usually pertaining to the office of Vice President.

Section 4. Treasurer.

The Treasurer shall:

1. be custodian of all funds and securities of the corporation and collect interest thereon;

2. keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors;

3. make report at annual meeting and special reports when requested

4. deposit all moneys of the corporation in the name of HARBOR ESTATES ASSOCIATES, INC., in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of the officers of the



corporation, one of whom shall be the Treasurer and the other of whom shall be the President or Vice President.

5. give bond in such amount as the Board of Directors may require, the corporation to pay the premium for such bond;
6. prepare and file reports and returns required by all governmental agencies.

#### Section 5. Secretary

The Secretary shall:

1. record the minutes of all meetings.
2. write up the minutes the day following the meeting;
3. confer with the President for possible omissions;
4. send duplicate copy of minutes to the President;
5. have custody of the seal of the corporation;
6. give notices of all meetings required by statutes, by-laws or resolutions;
7. take attendance record at meetings;
8. maintain committee reports;
9. carry on all necessary correspondence of the corporation;
10. perform such other duties as may be delegated to him by the Board of Directors, and by the Executive Committee.

### ARTICLE VI. COMMITTEES

Section 1. Nominating Committee. The President shall appoint a chairman of the Nominating Committee at a meeting of the Board of Directors

held not earlier than 60 days prior to each regularly scheduled Annual Meeting. The Board of Directors shall select 2 additional members for this Committee, and report of a slate of officers for the ensuing year shall be made at the annual meeting. Additional nominations for officers may be made from the floor. No officer shall be nominated by the Nominating Committee without first having obtained approval of the nominee prior to submission of the report.

Section 2. Standing Committees. With the exception of the Nominating Committee, the membership of which is provided by these by-laws, the President within one month after his election, shall make appointments to all appointive committees and the chairman of each such committee from the membership of the Board of Directors. In addition to the standing committees hereinafter established the President may appoint special committees, as the need arises. Each committee shall consist of 3 members.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a suitable seal containing the name of the corporation and the words "corporation not for profit," which seal shall be in charge of the Secretary. The seal of this corporation must be affixed to all Certificates of Membership and other documents, contracts and papers as the Board of Directors may prescribe.

ARTICLE IX. MEMBERSHIP

Section 1. Classes of Membership. There shall be two classifications of membership in this corporation, namely Regular Members, and Associate Members.



a. Regular Members. The regular membership of this corporation consist of Subscribing Members and those who have been elected to such membership and are in good standing. No person shall be eligible for regular membership unless he is of good character and community standing; residing in this ( Amend 2 ) community. Regular members shall pay an initiation fee of \$45.00 and annual membership dues as established each year by the Board of Directors.

b. Associate Members. Associate Members shall be persons having an interest in this community but who do not reside therein. Excepting the right to nominate, vote and hold office, they shall have and enjoy all the privileges of regular membership and shall pay an initiation fee of \$10.00 and annual membership dues of 1/3 the amount established for regular members. The \$10.00 initiation costs paid previously can be applied to the fee established at that time for regular membership.

Section 2. Admission to Membership. Proposals for regular and associate membership shall be submitted in writing to the Secretary; on an application form prepared and approved by the Board of Directors. Regular and associate members shall be elected by a majority vote of the entire Board of Directors. Upon favorable action by the Board of Directors, the new member shall be notified concerning the action of the Board and payment of the initiation fee and dues for one year.

Section 3. Proxies. Any member shall be permitted to vote at any meeting by a proxy in writing, submitted to the Secretary of the corporation before or at the time of the meeting.

Section 4. Resignations. Resignation shall be made in writing to the Secretary and acted upon by the Board of Directors at their next regular meeting. If said resignation is not received prior to the date the annual dues are due and payable, the member shall be liable for dues for the ensuing year. No resignation shall be accepted by the Board of Directors unless the member's dues are in good standing. No resignation shall be accepted from any member while indebted to the corporation, or while charges are pending against him, unless the acceptance of the resignation is specifically authorized by the Board of Directors.

Section 5. Expulsion or suspension of Member. Any member who is 12 months in arrears in the payment of dues, at the direction of a majority of the entire Board of Directors, shall stand suspended and shall be so notified forthwith in writing by the Secretary. Such member, upon payment of arrears and upon making application to the Board of Directors for reinstatement made by a vote of the entire Board of Directors, be reinstated within 9 days after the aforesaid notice from the Secretary. In case such member shall not be reinstated within 9 days of the date of the aforesaid notice from the Secretary, he shall be dropped from the membership and forthwith shall be so notified in writing by the Secretary.

1. Membership in whatever status it exists at the time of transfer, shall automatically be conveyed to the purchaser of the property sold by a member, providing that by virtue of the sale the selling member no longer continues as property owner in HARBOR ESTATES.

2. Any member charged with unbecoming conduct and against whom such charges are sustained after a due and proper hearing before the Board of Directors may be expelled from the membership by a unanimous vote of the entire Board of Directors.



Section 3. Whenever a member is expelled or his membership cancelled, all membership rights and privileges forthwith shall terminate automatically.

Section 4. A member may be expelled by a majority vote at any duly convened membership meeting for failure to comply with the Articles of Incorporation, by-laws or any duly adopted policies, rules or regulations of the corporation, provided that 30 days' notice shall have been given to such member, setting forth the intention to propose his expulsion, the specific reasons therefor, and the right of the member to appear and be heard in person or by counsel at the meeting at which such expulsion shall be proposed.

#### ARTICLE X. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

#### ARTICLE XI. AMENDMENTS

The Board of Directors may later amend, revise, add to, repeal or rescind these by-laws and/or adopt new by-laws at pleasure by a majority vote of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the by-laws or adoption of new by-laws shall have been given at least 10 days preceding the meeting.



Record of Changes to the By-Laws by Ammendment

FOLLOWING WERE THE ORIGINALS DELETED

ARTICLES OF INCORPORATION

Ammdment 1:

By Board of Directors Nov. 30, 1976 Article IV. Section 1. Was: Number and term of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of 3 persons who shall be members of this corporation. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified.

LAWS

Ammdment 2:

By Board of Directors May 20, 1977 Article IX. Section 1. The last sentence of paragraph a. Was: Regular members shall pay an initiation fee of \$30.00 and annual membership dues as established each year by the Board of Directors.

LAWS

Ammdment 3:

By Board of Directors Nov. 28, 1977 Article III. Section 1. Was: Annual Meeting. The annual meeting of the membership of this corporation shall be held at 7:30 P.M. on the third Monday in Nonember of each year at the home office of the corporation, or as otherwise designated by a Notice of the Meeting.

GRUDE BY OF NOTES OF BOARD FUND (complete) dictated by Warren Kingsley

Ammdment 4:

By the Board of Directors, June 5, 1980 Article IX, Section 5, Paragraph 1. Change: "Membership in whatever status it exists at the time of transfer, shall automatically be conveyed to the purchaser of the property sold by a member, providing that by virtue of the sale the selling member no longer continues as a property owner in Harbor Estates," to "Effective July 1, 1980 membership is not transferable from one home owner to the next. New owners must pay the membership fee as listed in paragraph A, Section 1. All owners will be required to pay the membership fee to be reinstated as a member when membership has been cancelled for whatever reason."

AND MINUTES FILE

Ammdment 5:

By the Board of Directors December 8, 1981 Article IV. Section 1. Add: Directors shall be elected for two (2) year staggered terms.

AND MINUTES ON FILE

Ammdment 6:

By the Board of Directors December 8, 1981 Article III. Section 6. Change: "A majority of the membership shall constitute a quorum for the transaction of business," to "twenty-five (25) percent of the membership shall constitute a quorum for the transaction of business."

COMMENTARY BY GERRIT PETERSEN MARCH 10, 1987

UPON EXAMINATION OF ALL RECORDS IN MY POSSESSION I HAVE MADE NOTATIONS ABOVE IN THE MARGIN:

I HAVE A COPY OF THE BY-LAWS AS REVISED TO INCLUDE THE FIRST 3 AMMENDMENTS LISTED ABOVE. COPIES WILL BE FURNISHED EACH DIRECTOR AT TONIGHTS MEETING.

AMMENDMENTS 4, 5 AND 6 AS LISTED ABOVE HAVE NOT BEEN INCLUDED! I CANNOT FIND ANY MINUTES RECORDED FOR DECEMBER 8, 1981 BOARD MEETING (AMMENDMENTS 5 & 6).

ON AMMENDMENT 4 I FOUND A HANDWRITTEN PAGE SIGNED BY WARREN KINGSLEY FOR THE JUNE 5, 1980 BOARD MEETING. ONLY CONTENT OF THESE MINUTES IS AS STATED ABOVE GERRIT PETERSEN