

**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)[Previous on List](#)[Next on List](#)[Return To List](#)[Events](#)[No Name History](#)[Entity Name Search](#)**Detail by Entity Name****Florida Non Profit Corporation**

BERMUDA ISLES AT BOCA RIO HOMEOWNERS ASSOCIATION, INC.

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**Principal Address**

8207 SEVERN DRIVE  
BOCA RATON FL 33433

Changed 10/31/2005

**Mailing Address**

8207 SEVERN DRIVE  
BOCA RATON FL 33433

Changed 10/31/2005

**Registered Agent Name & Address**

KRIVOK, JAMES N  
1818 AUSTRALIAN  
SUITE 400  
WEST PALM BEACH FL 33409 US

Name Changed: 02/15/2007

Address Changed: 02/15/2007

**Officer/Director Detail****Name & Address**

Title PD

ROMANO, JEANETTE  
8207 SEVERN DRIVE  
BOCA RATON FL 33433

**Title VP**

MCCORMICK, DENISE  
8207 SEVERN DR.  
BOCA RATON FL 33433

**Title T**

BRIDGEWATER, OWEN F  
8207 SEVERN DR.  
BOCA RATON FL 33433

**Annual Reports**

**Report Year Filed Date**

2005 10/31/2005  
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ARTICLES OF INCORPORATION

BERMUDA ISLES AT BOCA RIO  
HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act".

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be Bermuda Isles at Boca Rio Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Restrictions, Covenants, Easements and Conditions of BERMUDA ISLES AT BOCA RIO to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V

PURPOSES AND POWERS

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers which may be exercised by the Board of Directors of the Association, are:

for services to be provided to Members such as, but not limited to, garbage pickup and other utilities or services; and

- (l) to perform all of the obligations and duties delegated to the Association by the Master Association, as more fully set forth in Article XV.11 of the Declaration; and
- (m) To purchase insurance upon the Property or any part thereof and insurance for the protection of the Association, its Officers, Directors and Members; and
- (n) To approve or disapprove the leasing, transfer, ownership, and possession of Units and Lots as may be provided by the Declaration; and
- (o) To employ personnel to perform the services required for the proper operation of the Association.
- (p) To enter into agreements with other homeowners associations for the use of common or shared recreational and other facilities.
- (q) To exercise such powers which are now or may hereafter be conferred by law upon an Association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the ByLaws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association nor residents of the Units.

B. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles and the ByLaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

C. ELECTION; REMOVAL. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the ByLaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the ByLaws.

D. TERM OF INITIAL DIRECTORS. The initial Directors shall hold office for the periods described in the ByLaws. Until the Declarant transfers control of the Association to the Members as provided in Article V of the Declaration, all Directors shall

- (a) To own, operate, maintain, preserve or replace, and to provide architectural control over the Units, Lots, Common Area, Recreation Area and Roadway Area located on that certain parcel of real property situate in Palm Beach County, Florida, known as BERMUDA ISLES AT BOCA RIO, and described in Exhibit "A" to the Declaration and to those Units, Lots, Common Area, Recreation Area and Roadway Area that may be annexed to the Property from time to time pursuant to the Declaration; and
- (b) To acquire by gift, purchase or otherwise own, build, improve, operate, repair, maintain and replace, lease, transfer, or otherwise dispose of real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association; and
- (c) To dedicate, sell or transfer all or any part of the Common Area, Recreation Area and Roadway Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without attaining consent of a majority of the Members to such dedication, sale or transfer, in writing or by a vote at a duly called meeting of the Association, and unless prior written consent of the Declarant is obtained for so long as the Declarant owns one (1) Unit; and
- (d) To establish, levy, collect and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration or ByLaws of the Association and to use the proceeds thereof in the exercise of its powers and duties; and
- (e) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and
- (f) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and
- (g) To annex additional real property to the Property pursuant to the terms and provisions of the Declaration; and
- (h) To grant easements on or through the Common Area, Recreation Area and Roadway Area or any portion thereof; and
- (i) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time; and
- (j) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and
- (k) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract

be elected by Declarant unless Declarant, in its sole discretion, consents to the election of one or more Directors by Members prior to the transfer of control.

E. INITIAL DIRECTORS. The names and addresses of the initial board of Directors who shall hold office until their successors are elected and have taken office, as provided in the ByLaws are as follows:

ERIC J. ROBBINS

20 Community Place  
Morristown, New Jersey 07960

BARBARA WING

6501 A Severn Drive  
Boca Raton, Florida 33433

JERI SMITH

1934 East Lippencott Street  
Philadelphia, PA 19134

#### ARTICLE VIII

##### TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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 or other organization in which one or more of the Association's Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason or solely because the Officer or Director is present at, or participates in, meetings of the board or committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose if: (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, they authorize, approve, or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Members. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction. Interested 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 VIII

##### OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the ByLaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of

the Members of the Association and shall serve at the pleasure of the Board of Directors. The ByLaws may provide for the removal of Officers, for filling vacancies and for the duties of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT

Eric J. Robbins  
20 Community Place  
Morristown, New Jersey 07960

VICE PRESIDENT

Jeri Smith  
1934 East Lippencott Street  
Philadelphia, PA 19134

SECRETARY/TREASURER

Barbara Wing  
8051 A Severn Drive  
Boca Raton, Florida 33433

ARTICLE IX

MEMBERSHIP

Every person or entity who is a record title owner of any Unit or Lot located on the Property shall be a Member of the Association. Any person or entity who holds an interest in any such Unit or Lot merely as security for the performance of any obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Unit and Lot and cannot be conveyed other than by conveyance of fee simple title to the Unit or Lot. Only Members who are owners of Units will be entitled to vote.

ARTICLE X

AMENDMENT

Amendments to these Articles shall be proposed in the following manner:

A. PROPOSAL. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon of the subject matter for proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. ADOPTION. The resolution for the adoption of a proposed amendment may be proposed by a majority of the Board of Directors and shall be proposed by a majority of the Board of Directors if not less than one-third (1/3) of the Members of the Association shall request it. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of Members entitled to the vote thereon.

C. LIMITATION. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Article V or Article XIII of the Articles entitled "Purposes and Powers" and "Indemnification", respectively, without the approval in writing of all members and joinder of all record members of mortgages upon Units and Lots. No amendment shall be made that is in conflict with the Declaration or ByLaws, nor shall any amendment

make charges which would in any way affect the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article X shall be effective.

D. DECLARANT AMENDMENT. These Articles may be altered, amended or replaced by vote of a majority of the Board of Directors.

E. RECORDING. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in Public Records of Palm Beach County, Florida.

#### ARTICLE XI

##### BYLAWS

The first ByLaws of the Association shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the ByLaws and the Declaration.

#### ARTICLE XII

##### INCORPORATOR

The name and address of the incorporator of the Association is:

NORTON HERRICK

7709 Wooduck Drive  
Boca Raton, Florida 33434

#### ARTICLE XIII

##### INDEMNIFICATION

##### A. INDEMNITY.

1. The Association shall indemnify to the fullest extent authorized or permitted by the provisions at 607.014(6) Fl.Stat. (other than 607.014(6)), Florida General Corporation Act, as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification which is adopted after the date this Article XIII is adopted) any person, and his heirs, executors, administrators and legal representatives, who is made or threatened to be made a part to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association.

2. Article XIII, A.1 of these Articles shall not be construed to mean that indemnification by the Association pursuant to 607.014(6) Fl.Stat. is not permitted. The Association

Association is:

7709 Wooduck Drive  
Boca Raton, Florida 33434

and the name of the initial registered agent of the Association  
at said address is:

NORTON HERRICK

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation on this 10 day of DECEMBER 1986.

*Norton Herrick*  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

Before me personally appeared Norton Herrick to me well  
known and known to me to be the person described in and who  
executed the foregoing Articles of Incorporation, and he ac-  
knowledged to and before me that he executed said instrument for  
the purposes therein expressed.

(Seal)

*William E. Felt*  
Notary Public  
State of Florida  
My Commission Expires: APRIL 1987

may indemnify any person pursuant to Section 607.014(6) Fl.Stat., or any amended or successor section, to the extent and in the manner desired by the Association and permitted by law.

H. EXPENSES. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action suit or proceeding upon the receipt of any undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XIII.

D. MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has caused to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representative of such person.

E. INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. AMENDMENT. Anything to the contrary herein notwithstanding, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE XIV

##### DISSOLUTION

The Association may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that so long as Declarant owns one (1) or more Units, the Declarant's written consent to the dissolution of the Association must first be obtained.

#### ARTICLE XV

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

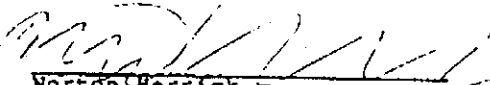
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is  
submitted:

First, that desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the  
foregoing Articles of Incorporation at 7709 Wooduck Drive, Boca  
Raton, Florida 33434, County of Palm Beach, State of Florida,  
the corporation named in the said Articles has named NORTON  
HERRICK whose address is 7709 Wooduck Drive, Boca Raton, Florida  
33434, County of Palm Beach, State of Florida, as its statutory  
registered agent.

Having been named statutory agent of said corporation at the  
place designated in this certificate, I hereby accept the same  
and agree to act in this capacity, and agree to comply with the  
provisions of Florida law relative to keeping the registered  
office open.

Dated this 22nd day of Dec., 1986.

  
Norton Herrick,  
Registered Agent