



Articles of Incorporation

ARTICLE I
Name of the Corporation

Port Antigua Property Owners' Association, Inc.

ARTICLE II
Purposes of the Corporation

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:
To promote the health, safety, and welfare of the residents within all lots in Port Antigua, Plats 1, 2, 3, 4, 5 and 6, a subdivision in Monroe County, Florida, in accordance with the plats thereof recorded with the Recorder of Deeds of Monroe County, hereafter referred to as "The Properties", and for this purpose to own, acquire, build, operate and maintain recreation areas or parks, playgrounds, swimming pools, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereafter referred to as "The Common Properties", pay any taxes assessed with respect thereto, provide any services normally provided by municipalities such as fire and police protection, enforce any and all covenants and restrictions applicable to The Properties and, insofar as permitted by law, do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III
Members

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of the obligation shall not be a member. Every owner of a lot in Port Antigua, Plat No. 1, a subdivision in Monroe County, Florida, according to the recorded plat thereof, may become a voluntary member by making application for membership in accordance with the provisions of the by-laws of the Association and agreeing to be bound by the articles, by-laws, rules and regulations of the Association, including provisions relating to assessments. The rights and obligations of voluntary members shall be equal to those of members.

ARTICLE IV
Duration of the Corporation
Perpetual.

ARTICLE V

Subscribers

George Mills, Frederick D. Willey, Joseph T. Cesario all of Irving Park & Medinah Roads, Medinah, Illinois.

ARTICLE VI

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors who need not be members of the corporation. The first Board of Directors shall serve until their successors shall have been elected and qualify. Beginning with the annual meeting to be held on the second Saturday of April, 1974, the number of Directors shall be increased to nine and elected by the members, three of whom shall be elected to serve for one year, three for two years and three for three years. At each annual meeting thereafter, the members shall elect three directors each to serve for a term of three years.

ARTICLE VII

First Directors

The first directors shall be three in number and shall serve until their successors shall have been elected and qualify. The first directors are:
George Mills, Irving Park & Medinah Roads, Medinah, IL.
Frederick D. Willey, Irving Park & Medinah Roads, Medinah, IL.
Joseph T. Cesario, Irving Park & Medinah Roads, Medinah, IL.

ARTICLE VIII

By-Laws

The board of directors may adopt, alter or rescind by-laws of the corporation.

ARTICLE IX

Mortgages: Other Indebtedness

The corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.

The total debts of the corporation including the principal amount of such mortgages, outstanding at anytime, shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X

Quorum for any Action Governed by Article IX of These Articles

The quorum required for any action governed by Article IX of these Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty (60) per cent of all of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, and the required quorum at any subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE XI

Dedication of Properties of Transfer of Function to Public Agency or Utility

The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XII

Dissolution

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article XIII hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XIII
Disposition of Assets Upon Dissolution

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIV
Amendments

These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.