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From-GREENBERG TRAUIG

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FLORIDA NON-PROFIT CORPORATION

Beeline Drainage Association, Inc.

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**ARTICLES OF INCORPORATION
OF
BEELINE DRAINAGE ASSOCIATION, INC.
(a Florida Not For Profit Corporation)**

The undersigned, acting as sole incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be Beeline Drainage Association, Inc. (hereinafter called the "Association"). The principal office and mailing address of the Association shall be 17900 Beeline Highway, Jupiter, Florida 33478, or at such other place as may be designated from time to time by the Board of Directors.

**ARTICLE 2
DURATION**

The period of duration of the Association is perpetual.

**ARTICLE 3
PURPOSE**

The purpose for which the Association is organized is to further the interests of the Members, including without limitation, maintenance of property owned by, dedicated to or agreed to be operated and maintained by the Association, and the protection of private property; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Beeline Drainage Association (the "Declaration"), to be recorded in the public records of Palm Beach County, Florida, including the establishment and enforcement of payments of assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the owners and their private property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein

**ARTICLE 4
POWERS**

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

4.1 **Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, including, but not limited to, the powers set forth in Section 617.0302, Florida Statutes, which are not in conflict with the terms of these Articles and the Declaration.

4.2 **Necessary Powers.** The Association shall have all of the powers reasonably necessary to exercise its rights and powers and to implement its purpose, including without limitation, the following:

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4.2.1 The power to fix, levy and collect assessments against Parcels as provided for in the Declaration.

4.2.2 The power to expend monies collected for the purpose of paying the expenses of the Association.

4.2.3 The power to manage, control, operate, maintain, repair and improve the Drainage Areas, and undertake any other rights, duties or obligations set forth in the Declaration.

4.2.4 The power to purchase supplies, materials and lease equipment for the maintenance, repair, replacement, operation and management of the Drainage Areas.

4.2.5 The power to insure and keep insured the Drainage Areas as provided in the Declaration.

4.2.6 The power to employ the personnel required for the operation and management of the Association in the Drainage Areas.

4.2.7 The power to pay utility bills for utilities serving the Drainage Areas.

4.2.8 The power to pay all taxes and assessments against the Drainage Areas.

4.2.9 The power to establish and maintain reserve funds for capital improvements, repairs and replacements.

4.2.10 The power to control and regulate the use of the Properties.

4.2.11 The power to make reasonable rules and regulations and to amend the same from time to time.

4.2.12 The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration and the Rules and Regulations promulgated by the Association from time to time.

4.2.13 The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing and disbursing those funds in the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

4.2.14 The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Drainage Areas or any portion thereof (the "managing agent"). The contract may provide that the total operation of the managing agent shall be at the cost of the Association. The contract may further provide that the managing agent shall be paid from time to time a fee. The managing agent may be a member of the Association or an affiliate of a member, or an officer or director of the Association.

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4.2.15 The power to contract for the management of the Association and to delegate to the managing agent, all of the powers and duties of the Association, except those matters which must be specifically approved by the members or the Board of Directors or the Declarant, as provided by the Declaration, these Articles of Incorporation, the Bylaws or applicable law.

4.2.16 The power to collect delinquent assessments and fines by suits or otherwise. To abate nuisances and to fine, enjoin or seek damages from the Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the Rules and Regulations.

4.2.17 The power to bring suit and to litigate on behalf of the Association and the Members.

4.2.18 The power to adopt, alter and amend and repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association.

4.2.19 The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

4.3 **Funds and Title to Properties.** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors and officers for all expenses reasonably incurred and performing services rendered to the Association.

4.4 **Limitations.** The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration. In the event of dissolution of the Association, the SWM system, as defined in the Declaration, shall be either conveyed to a local government or other non-profit corporation determined to be acceptable to the South Florida Water Management District.

ARTICLE 5 **QUALIFICATIONS FOR MEMBERSHIP**

The qualifications for membership and the manner of admission shall be as provided by the Bylaws of the Association. All property owners subject to the terms of the Declaration and Bylaws shall automatically be members of the Association.

ARTICLE 6 **VOTING RIGHTS**

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration and Bylaws.

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ARTICLE 7
LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be liable for the debts of the Association.

ARTICLE 8
BOARD OF DIRECTORS

8.1 **Number of Directors.** The number of directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses of the persons who serve as the initial Board of Directors of the Association are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| John K. Sillan | 172 Wild Pine Road Wellington, FL 33414 |
| Larry F. Neville | 15225 70th Trail N. Palm Beach Gardens, FL 33418 |
| Tom Kempf | 12189 175th Road N. Jupiter, Florida 33478 |

8.2 **Responsibilities.** The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and Bylaws of the Association.

8.3 **Elections.** The method of election and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws of the Association.

ARTICLE 9
BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE 10
CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation

or the Bylaws, the following of priority shall apply: the Declaration, these Articles of Incorporation, and the Bylaws.

ARTICLE 11
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Association are:

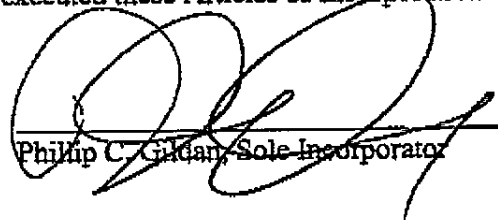
Phillip C. Gildan
777 So. Flagler Drive
Suite 300 East
West Palm Beach, FL 33401

ARTICLE 12
INCORPORATORS

The name and address of the Incorporator of the Association are:

Phillip C. Gildan
777 So. Flagler Drive
Suite 300 East
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 6 day of December 2001.


Phillip C. Gildan, Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE 11 OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 6th day of November 2001.


Phillip C. Gilman, Registered Agent

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