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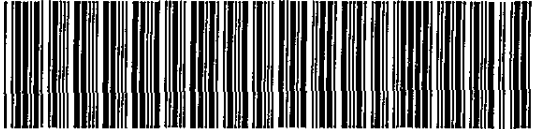
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JOHN S. KENNELLY

ATTORNEY AT LAW

6849 Cobia Circle

Boynton Beach, FL 33437

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY FEDERAL EXPRESS

June 17, 2003

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6051

RE: Corporate filing for:
THE ENCLAVE AT BOYNTON WATERS HOMEOWNERS' ASSOCIATION, INC.
Not-for-Profit Corporation

Dear Sirs,

Please find enclosed the following original documents for filing in regard to the above referenced entity:

THE ENCLAVE AT BOYNTON WATERS HOMEOWNERS' ASSOCIATION, INC.

► Articles of Incorporation

filing fees:	Filing Fee for Articles of Incorporation	\$ 35.00
	Designation of Registered Agent	\$35.00
	Certified Copy	\$ 8.75
	Certificate of Status	\$ 8.75
	Total	\$ 87.50

Check enclosed.

Please return the recorded documents to my office address:

John S. Kennelly, Esq.
6849 Cobia Circle
Boynton Beach, FL 33437

by FEDERAL EXPRESS, using the enclosed Airbill. Thank you for your assistance. If you have any questions or comments, please do not hesitate to contact me.

Yours sincerely,


John S. Kennelly

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THE ENCLAVE AT BOYNTON WATERS
HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be THE ENCLAVE AT BOYNTON WATERS HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for The Enclave at Boynton Waters ("Declaration"), to be recorded in the Public Records of Palm Beach County, Florida. The terms used in these Articles and the By-Laws shall have the same meanings, if any, assigned to them in the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the following powers:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or Members.
- B. All of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.
- C. All of the powers necessary to implement the purposes of the Association.
- D. Any and all powers granted to the Association and necessary to carry out its duties and obligations under and by the Declaration.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be at 6849 Cobia Circle, Boynton Beach, Florida 33437 or at such other place within the State of Florida as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE IV

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Section 1 with the exception of the Declarant (as defined in the Declaration). Class A members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised by one such Member as specified in these Articles of incorporation, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to one vote for each Lot in which it holds the interest required for membership in Section 1. Notwithstanding any provision to the contrary, the Class B member shall have the right to elect the Board of Directors of the Association until the Class B membership shall close and be converted to Class A membership, which shall be upon the happening of either of the following events, whichever occurs earlier ("turnover date"):

- (a) The tenth (10th) anniversary of the recording of the Declaration.
- (b) The Class B member voluntarily converts to Class A membership.

Section 3. Voting Member Designation. When a Lot is owned by more than one person or entity or a corporation or other business entity, whether fiduciaries, joint tenants, tenants in common, tenants in partnership, or any other manner of joint or common ownership, said Owners shall designate a Voting Member, as well as an Alternate Voting Member, for the purpose of casting the vote for each Lot so owned. Such designation shall be in writing, signed by all Owners to the

Secretary of the Association and shall contain the name and address of the Voting Member and his Alternate. The vote of the designated Voting Member, or the Alternate in the absence of the Voting Member, shall be considered to represent the will of all the Owners of that property. Said designation(s) shall remain in effect until changed, in writing. In the event no notification of the Voting Member is made, any one of the several Owners of the same Lot in attendance at any meeting may vote, but if more than one such Owner is in attendance, no vote may be cast on behalf of said Lot unless all of its Owners in attendance agree on said vote.

Section 4. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall be the minimum number required by law of the total number of Members in good standing present or represented at the meeting.

Section 5. Voting. Each Voting Member shall cast his vote in person, or by proxy, in accordance with the By-Laws.

ARTICLE V

CORPORATE EXISTENCE

The corporation shall have perpetual existence. Provided, however, in the event of dissolution of the Association, for whatever reason, other than merger, consolidation or termination incident to the termination of the Declaration, any Owner may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a Receiver to manage the affairs of the dissolved Association and The Properties in place and instead of the Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and The Properties.

ARTICLE VI

DIRECTORS

Section 6. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 7. Initial Board of Directors. The names addresses of the first Board of Directors of the Association, who shall hold office until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
JOHN S. KENNELLY	6849 Cobia Circle Boynton Beach, FL 33437
EVA ZUERN	6855 Cobia Circle Boynton Beach, FL 33437
SAMUEL A. MOORE	6660 Conch Court Boynton Beach, FL 33437

Until the turnover meeting, as set forth in the Declaration, the Class B Member shall elect the Board of Directors and fill any vacancy arising thereon, and such directors shall serve at the pleasure of the Class B Member.

Section 8. Election of Members of Board of Directors. After the turnover meeting, directors shall be elected at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association or authorized representatives, officers, or employees of corporate members of the Association, provided, however, that such limitations shall not apply to directors elected by the Class B Member.

Section 9. Duration of Office. Except for the directors elected by the Class B Member, Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 10. Vacancies. If a Director elected by the Class A Members shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII

OFFICERS

Section 11. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 12. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and the Vice President shall be

directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 13. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	John S. Kennelly	6849 Cobia Circle Boynton Beach, FL 33437
Vice President/ Treasurer	Eva Zuern	6855 Cobia Circle Boynton Beach, FL 33437
Secretary	Samuel A. Moore	6660 Conch Court Boynton Beach, FL 33437

ARTICLE VIII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE IX

AMENDMENTS TO ARTICLES

Section 14. Method of Amendment. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by thirty percent (30%) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may cast their votes by absentee ballot in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 15. Limitations. No amendment shall make any changes in the qualification for

membership nor the voting rights of the Members, without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration.

ARTICLE X
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof to which he may be a party, or in which he may become involved by reason of being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided 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 for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled.

ARTICLE XI
CONFLICT

In case of any conflict between the Declaration and these Articles, the Declaration shall control. In case of any conflict between these Articles and the By-Laws, the Articles shall control.

ARTICLE XII
VOTING REPRESENTATIVE DESIGNATION FOR
MEETINGS OF THE MASTER ASSOCIATION

- A. The Board of Directors shall appoint the Voting Representative and Alternate Voting Representative to the Master Association in accordance with the Master Declaration, as the terms are defined in the Declaration.
- B. The Voting Representative shall cast either an affirmative or negative vote as directed by the Board of Directors.

ARTICLE XIII
REGISTERED AGENT


The name and address of the initial registered agent of the corporation is John S. Kennelly Esq., 6849 Cobia Circle, Boynton Beach, FL 33437

ARTICLE XIV

INCORPORATOR

John S. Kennelly, of Boynton Beach, Florida, is the Incorporator of these Articles of Incorporation.


IN WITNESS WHEREOF, the said incorporator has hereunto set his hand this 16th day of June, 2003.


John S. Kennelly
Incorporator and Registered
Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me
this 17th day of June, 2003, by John Sherman Kennelly, who is personally
known to me or has produced a driver's license as identification and did take an oath

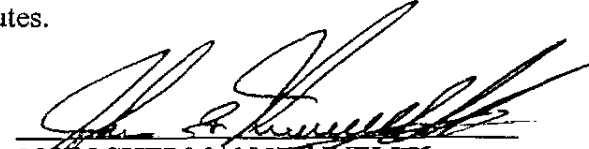
OFFICIAL NOTARY SEAL
MICHELLE RENNE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD067119
MY COMMISSION EXP. OCT. 23, 2005


Notary Public
State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John Sherman Kennelly, a resident of the State of Florida, having an address at 6849 Cobia Circle, Boynton Beach, FL 33437, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under section 607.0505, Florida Statutes.


JOHN SHERMAN KENNELLY
Registered Agent

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TALLAHASSEE FLORIDA