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95 MAY -8 AM 11:49
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Grove Estates II NEIGHBORHOOD ASSOCIATION, INC.

RECEIVED
96 MAY -8 AM 10:16
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

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☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 8, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: GROVE ESTATES II NEIGHBORHOOD ASSOCIATION, INC.
Ref. Number: W96000009801

We have received your document for GROVE ESTATES II NEIGHBORHOOD ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 196A00022494

ARTICLES OF INCORPORATION
OF

GROVE ESTATES II NEIGHBORHOOD ASSOCIATION, INC.
(A Corporation Not for Profit)

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

DEFINITIONS AND NAME

Section 1. Definitions. All terms which are defined in the Declaration of Restrictions and Protective Covenants for Grove Estates II (the "Declaration") shall be used herein with the same meanings as defined in the Declaration.

Section 2. Name. The name of the corporation shall be GROVE ESTATES II NEIGHBORHOOD ASSOCIATION, INC., which is hereafter referred to as the "Association".

ARTICLE II

PURPOSE AND POWERS

The object and purposes of the Association are those objects and purposes as are authorized by 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 members or individual person, firm or corporation.

The Association shall have the power:

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. The Association shall have 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. The Association shall also have all of the powers necessary to implement the purposes of the Association.

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DIVISION OF CORPORATIONS

ARTICLE III MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject by the Declaration 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 a security for the performance of an obligation shall not be a member.

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

Class A. The Class A members shall be all those owners as defined in Section 1 above with the exception of the Developer. Class A members shall be entitled to one (1) vote for each Unit in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Unit, all such persons shall be members, but the vote for such Unit shall be exercised only by that one person designated in writing by all such members, as specified in Article XII, Section 4 of the Bylaws. In no event shall more than one (1) vote be cast with respect to any such Unit.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one (1) vote for each Unit in which it holds the interest required for membership in Section 1, provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until such time as Developer no longer holds the title to any portion of the Properties or to any additional property which may have been brought under the provisions thereof by recorded supplemental Declarations.

Section 3. Meetings of Members. The Bylaws 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 exist if one-third (1/3) of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

DIRECTORS

Section 1. 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 (3) and not more than nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members after the "Turnover Date" (as that term is hereinafter defined) and until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Gary Rosen	7200 West Camino Real Suite 104 Boca Raton, FL 33433
Cynthia Voller	7200 West Camino Real Suite 104 Boca Raton, FL 33433
Kimberly Hill	7200 West Camino Real Suite 104 Boca Raton, FL 33433

The Developer reserves the right to remove any member of the first Board of Directors. The Developer shall fill any vacancy on the first Board of Directors by appointment of a new director.

Section 3. Election of Members of Board of Directors. Subsequent to the Turnover Date, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws 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 residing in Grove Estates II or shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to directors appointed by the Developer.

Section 4. Duration of Office. 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 5. Vacancies. If a director elected by the general membership 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.

Section 6. Turnover Date. At the first annual meeting of the membership after the Turnover Date, the number of the members of the Board of Directors shall be expanded to not less than five (5) nor more than nine (9). The Turnover Date shall be ninety (90) days after Developer conveys to Owners of Units fee simple title to at least one hundred percent (100%) of the Units permitted to be constructed on the Properties, or five (5) years after this Declaration is recorded in the Public Records of Palm Beach County, Florida, or at any time upon a voluntary election of Developer, whichever is the soonest to occur. The fact that the Owners have not elected or refused to elect directors shall not interfere with the right of directors designated by Developer to resign.

Section 7. Effect of Resignation. The resignation of a director who has been designated, appointed or elected by the Developer, or the resignation of an officer of the Association who is either named in these Articles of Incorporation or elected by the directors designated, appointed or elected by the Developer, shall remise, release, acquit, and forever discharge such director or officer of and from any and all manner of actions, causes of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims, and demands whatsoever, in law or in equity, which the Association or any member of the Association had, now has, or will have, or which any legal representative, successor, heir, or assign of the Association or members thereof hereafter may have against such director or officer by reason of his having been a director or officer of the Association.

ARTICLE VI

OFFICERS

Section 1. Officers. 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 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The Bylaws 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 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. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

Section 3. 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/ Secretary	Gary Rosen	7200 West Camino Real Suite 104 Boca Raton, FL 33433
Treasurer	Cynthia Voller	7200 West Camino Real Suite 104 Boca Raton, FL 33433

ARTICLE VII

BYLAWS

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

ARTICLE VIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection. At such meeting a vote of the members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of all members entitled to vote thereon. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all directors and all members setting forth their intention that an amendment to these Articles of Incorporation be adopted. No amendment may be made to these Articles of Incorporation which

shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

ARTICLE IX

REGISTERED AGENT

The street address of the initial registered office of the Association is 1300 North Federal Highway, Suite 110, Boca Raton, FL 33432-2848, and the initial Registered Agent of the Association at that address shall be James M. Painter.

ARTICLE X

INCORPORATOR & PRINCIPAL ADDRESS

The name of the incorporator ^{& principal} of the Association is Gary Rosen and his street address is 7879 Boynton Beach Boulevard, Boynton Beach, Florida 33437. The rights and interests of the incorporator shall automatically terminate when these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE XI

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration, or settlement to which he may be a party or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the director or officer admits or is adjudged guilty of willful malfeasance or willful misfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled by common law or statute.

ARTICLE XII

ASSOCIATION ASSETS

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such member's Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws of this Association.

ARTICLE XIII

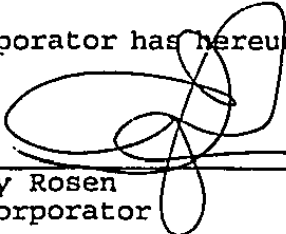
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. 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 its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact he or she is or may be interested in any such contract or transaction.

Section 2. The Association shall be free to contract with the developer, its directors and officers, and any other corporation in which any of them are interested.

Section 3. 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 such a contract or transaction.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 6th day of May, 1996.



Gary Rosen
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Gary Rosen, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

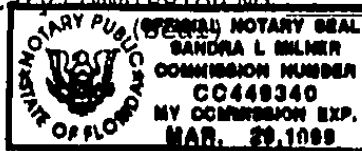
WITNESS my hand and official seal this 16th day of May, 1996.

Sandra L. Milner

Notary Public State of Florida
Print Name

My commission expires:

Notary Commission No.



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.325, Florida Statutes.

James M. Painter
James M. Painter
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared James M. Painter, to me personally known to be the person described as Initial Registered

Agent in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of May, 1996.

Sandra L. Milner

Notary Public State of Florida

Print Name _____

Notary Commission No. _____
(Seal)

My commission expires:



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FILED
96 MAY -8 AM 11:49
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SECRETARY OF STATE