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TALLAHASSEE, FLORIDA

2589

January 23, 2013

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

***OVERNIGHT COURIER***

*Re: Taralyne Homeowners' Association, Inc.*

To Whom It May Concern:

Enclosed please find two (2) fully executed original copies of the Articles of Incorporation for the above referenced matter along with a check in the amount of $87.50 to cover the costs of the filing fee, certified copy and certificate.

Upon filing of same, please return one fully executed stamped copy to us for our files and records.

Thanks for your help in this matter. If you need any additional information or have any questions, please do not hesitate to contact me directly (561) 613-6917.

Sincerely,

Michael E Ehrlich

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KENNEDY HOMES
A Great Place To Live

February 4, 2013

Florida Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Subject: Taralyne Homeowners' Association, Inc.
Ref. Number: W13000005386

To whom it may concern,

The corporation's principal address and mailing address are:

Taralyne Homeowners' Association, Inc.
6400 Congress Avenue Suite#2175
Boca Raton, FL 33487

Please file our documents enclosed.

Yours Truly,

Michael Ehrlich
Agent

6400 Congress Avenue, Suite 2175 • Boca Raton, Florida 33487
(561) 613-6917 • Fax (561) 353-9004
www.kennedyhomesllc.com

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2013

MICHAEL E. EHRLICH
6400 CONGRESS AVN., SUITE 2175
BOCA RATON, FL 33487

SUBJECT: TARALYNE HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W13000005386

We have received your document for TARALYNE HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

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 (850) 245-6052.

Diane Cushing
Regulatory Specialist II Supervisor

Letter Number: 713A00002065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

# OF

# TARALYNE HOMEOWNERS' ASSOCIATION, INC.
## (A Florida Corporation Not-for-Profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (1990) of the Florida Statues (the "Florida Not for Profit Corporation Act') and certifies as follows:

## ARTICLE I - NAME

The name of this corporation shall be TARALYNE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

## ARTICLE II - PURPOSE

The purpose for which the Association is organized is to engage a non-profit organization in protecting the value of the "Property" of the members of the Association, 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 Restrictions and Protective Covenants for TARALYNE, as it may be amended from time-to-time (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Broward County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

## ARTICLE III - POWERS

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

Section 1. Common Law and Statutory Powers. 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 as well as all of the statutory powers identified under Chapter 720, Fla. Stat., as amended from time to time.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To own, operate, manage and convey the Common Area in accordance with the purpose and intent contained in the Declaration;

B. To levy and collect Assessments against Members to defray the General Expenses and other expenses of the Association;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Common Area, and to maintain any easements (lakes, retention areas, culverts and related appurtenances, etc.) that may exist.

E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

F. To make and amend the Bylaws for the Association and regulations regarding the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Area;

H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations and the traffic regulations for the use of the Property;

I. To establish and maintain such reserve funds, as may be required from time-to-time by the Board of Directors, in accordance with the provisions of the Declaration;

J. To bring suit and to litigate on behalf of the Association, the Members and the Owners; provided, however, that except as specifically set forth in this Paragraph J, the Association shall not have the power to bring suit to litigate on behalf of the Association, the Members or the Owners without the express prior written consent of at least eighty percent (80%) of the Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Association to collect assessments, enforce liens, bring injunctive action or to otherwise enforce these Articles of Incorporation, the Bylaws, the Declaration, the Rules and Regulations or the traffic regulations promulgated by the Association nor shall this restriction apply to the Association's defense of any suits or litigation brought against the Association. The foregoing restrictions shall not apply while Developer is in control of the Association;

K. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and traffic regulations and maintenance of the Common Area. The Association shall, however, retain at all times the powers and the duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules and the execution of contracts on behalf of the Association;

L. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property;

M. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Common Area and to enter into any other agreements consistent with the purposes of the Association;

N. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Common Area in a proper and aesthetically pleasing condition;

O. To perform any acts required or contemplated by it under the Declaration.

P. To borrow money in accordance with the Bylaws.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only 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 or Officers of the Association.

Section 4. Limitation. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

## ARTICLE IV – MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

## ARTICLE V – BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no Director or Officer need be a member of the Association; thereafter, all Directors and Officers must be Members of the Association except such Directors that are appointed by the Developer, as provided herein. The number of Directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. The Developer shall be entitled at any time, and from time-to-time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the Directors shall be elected by the Members of the Association at the annual meeting.

The following persons shall constitute the initial Board of Directors:

| Name | Address |
|---|---|
| Michael Ehrlich | 6400 Congress Avenue Suite#2175<br>Boca Raton, FL 33487 |
| Stephen Gravett | Same as above |
| David Dedman | Same as above |

## ARTICLE VI – OFFICERS

The affairs of the Association shall be managed by the Officers of the Association subject to the directions of the Board. Officers shall be elected by the Board of Directors at the annual organizational meetings of the Directors, as provided in the Bylaws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, Developer shall have the right to approve all of the Officers elected. The initial Officers shall consist of a President, Vice President, Secretary and Treasurer. The President shall be elected from amongst the Directors, but no other Officer need be a Director. The same person may hold the title of Vice President and Treasurer. However, the offices of President and Secretary may not be held by the same person, nor may the offices of President and Vice President be held by the same person. Officers shall serve at the pleasure of the Board and may be removed by the Board, from time to time.

The following persons shall serve as the initial Officers:

| Name | Title |
|---|---|
| Michael Ehrlich | President |
| Stephen Gravett | Vice President / Treasurer |
| David Dedman | Secretary |

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## ARTICLE VII – TERM

The term for which the Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be transferred only to another not-for-profit corporation or dedicated or conveyed to an appropriate governmental agency agreeing to accept such dedication or conveyance.

## ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

Every Director, Officer and Committee Member of the Association shall be indemnified by the Association, except in such cases where the Director, Officer or Committee Member is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, as provided in the Declaration.

## ARTICLE IX – 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. Until such time as Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect. No change or amendment to the Bylaws that adversely impacts the Developer shall have any force or effect as to the Developer as long as Developer owns Lots in the Property.

## ARTICLE X – AMENDMENTS

Until the Owners elect an Owner-controlled Board of Directors, and therefore prior to turnover, these Articles of Incorporation may be amended by the Developer and without a vote of the Members. After turnover, these Articles of Incorporation of the Association may be amended, altered or rescinded by a vote at a meeting, by approval of two thirds (2/3) of the eligible voters in attendance, at a duly called meeting at which a quorum is obtained, or by written consent of two thirds (2/3) of all the votes of Members.

## ARTICLE XI – REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Michael Ehrlich and the street address of the registered office of the Association shall be 6400 Congress Ave, Suite 2175, Boca Raton, Florida 33487. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation. The corporate address shall be the same.

## ARTICLE XII – INCORPORATOR

The name and the street address of the Incorporator shall be Michael Ehrlich, 6400 Congress Ave., Suite 2715, Boca Raton, Florida 33487.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation at Broward County, Florida, the 23rd day of January, 2013.

Signed, sealed and delivered
in the presence of:

WITNESS: Print Name Lisa N Rambo

Michael Ehrlich
Incorporator

WITNESS: Print Name ARTHUR BERKIN

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA}
COUNTY OF BROWARD }

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of January 2013, by Michael Ehrlich, the Incorporator named therein, who is personally known to me or who produced a Driver's License as identification and who did not take an oath.

My commission expires: APRIL 21, 2013

NAIARA PACECCA
MY COMMISSION # DD 882557
EXPIRES: April 21, 2013
Bonded Thru Notary Public Underwriters

Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

Michael Ehrlich
Registered Agent