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**ARTICLES OF INCORPORATION
OF
THE PRESERVE
AT JENSEN BEACH COUNTRY CLUB
ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

INDEX

1.	<u>Name of Corporation.</u>	1
2.	<u>Principal Office</u>	1
3.	<u>Registered Office - Registered Agent.</u>	1
4.	<u>Definitions.</u>	1
5.	<u>Purpose of Neighborhood Association.</u>	1
6.	<u>Not for Profit.</u>	1
7.	<u>Powers of Neighborhood Association.</u>	1
8.	<u>Voting Rights.</u>	2
9.	<u>Board of Directors.</u>	2
10.	<u>Dissolution.</u>	2
11.	<u>Duration.</u>	2
12.	<u>Amendments.</u>	2
	12.1. <u>General Restrictions on Amendments</u>	3
	12.2. <u>Amendments Prior to the Turnover Date.</u>	3
	12.3. <u>Amendments After the Turnover Date</u>	3
13.	<u>Limitations.</u>	3
	13.1. <u>Declarations is Paramount.</u>	3
	13.2. <u>Rights of Neighborhood Declarant.</u>	3
	13.3. <u>By-Laws</u>	3
14.	<u>Incorporator.</u>	3
15.	<u>Officers.</u>	3
16.	<u>Indemnification of Officers and Directors.</u>	4
17.	<u>Transactions in Which Directors or Officers are Interested.</u>	4

ARTICLES OF INCORPORATION
OF
THE PRESERVE AT JENSEN BEACH
COUNTRY CLUB ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

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TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is THE PRESERVE AT JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC. ("Neighborhood Association").
2. Principal Office. The principal office of Neighborhood Association is c/o 3300 University Drive, Coral Springs, Florida 33065, or such other location as shall be designated by the Board of Directors.
3. Registered Office - Registered Agent. The street address of the Registered Office of Neighborhood Association is 24301 Waldon Center Drive, Bonita Springs, Florida 34134. The name of the Registered Agent of Neighborhood Association is:

VIVEN N. HASTINGS, ESQ.

4. Definitions. A declaration entitled Supplemental Declaration of Restrictions and Covenants for The Preserve at Jensen Beach Country Club (the "Declaration") will be recorded in the Public Records of Martin County, Florida, and shall govern all of the operations of a community to be known as The Preserve at Jensen Beach Country Club. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of Neighborhood Association. Neighborhood Association is formed to: (a) perform the duties delegated to it in the Declaration and Master Declaration; (b) administer the interests of Neighborhood Association and the Owners; and (c) promote the health, safety and welfare of the Owners.
6. Not for Profit. Neighborhood Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members, Board of Directors, or officers.
7. Powers of Neighborhood Association. Neighborhood Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:
 - 7.1. To perform all the duties and obligations of Neighborhood Association set forth in the Declaration, these Articles, and the By-Laws.
 - 7.2. To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles, and the By-Laws and the rules, regulations, covenants, restrictions and/or agreements governing or binding Neighborhood Association and West Jensen Neighborhood.
 - 7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Articles, and the By-Laws.
 - 7.4. To pay all Operating Costs, and establish reserves for deferred maintenance or capital expenditures.
 - 7.5. To acquire (by gift, purchase, or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property in connection with the functions of Neighborhood Association except as limited by the Declaration and/or the Master Declaration.

7.6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.7. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.8. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Neighborhood Association and Homes as provided in the Declaration and to effectuate all of the purposes for which Neighborhood Association is organized.

7.9. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.10. To employ personnel and retain independent contractors to contract for management of Neighborhood Association and to delegate in such contract all or any part of the powers and duties of Neighborhood Association.

7.11. To contract for services to be provided to, or for the benefit of, Neighborhood Association and Owners, as provided in the Declaration.

7.12. To establish committees and delegate certain of its functions to those committees.

7.13. To hold all funds and property owned or acquired by the Neighborhood Association in the name of the Neighborhood Association for the benefit of its members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

8. Voting Rights. Owners and Neighborhood Declarant shall have the voting rights set forth in the By-Laws. All Owners subject to assessments, including contract sellers, shall be members of Neighborhood Association.

9. Board of Directors. The affairs of Neighborhood Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting of the members. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Kenneth Hayden	11575 Heron Bay Boulevard, Coral Springs, FL 33076
Janet Runge	11575 Heron Bay Boulevard, Coral Springs, FL 33076
Thomas McCall	11575 Heron Bay Boulevard, Coral Springs, FL 33076

10. Dissolution. In the event of the dissolution of Neighborhood Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Neighborhood Association, in the place and stead of Neighborhood Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Neighborhood Association and its properties.

11. Duration. Neighborhood Association shall have perpetual existence.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights or obligations of Neighborhood Declarant or Master Declarant unless such amendment receives the prior written consent of Neighborhood Declarant or Master Declarant, as applicable, which may be withheld for any reason whatsoever. No amendment shall be effective until it is recorded in the Public Records.

12.2. Amendments Prior to the Turnover Date. Prior to the Turnover Date, Neighborhood Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Neighborhood Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that Neighborhood Association shall desire to amend these Articles prior to the Turnover Date, Neighborhood Association must first obtain Neighborhood Declarant's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Neighborhood Declarant may be adopted by Neighborhood Association pursuant to the requirements for amendments from and after the Turnover Date. Thereafter, Neighborhood Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3. Amendments After the Turnover Date. After the Turnover Date, **but subject to the general restrictions on amendments set forth above**, these Articles may be amended with the approval of two-thirds (66 2/3%) of the Board.

13. Limitations.

13.1. Declarations is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. Rights of Neighborhood Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Neighborhood Declarant.

13.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Incorporator.

The name and address of the Incorporator of this corporation is:

PATRICIA KIMBALL FLETCHER, ESQ.
100 S.E. Second Street, Suite 2800
Miami, Florida 33131

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	<u>Kenneth Hayden</u>
Vice President:	<u>Janet Runge</u>
Secretary:	<u>Janet Runge</u>
Treasurer:	<u>Thomas McCall</u>

16. Indemnification of Officers and Directors. Neighborhood Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Neighborhood Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between Neighborhood Association and one (1) or more of its Directors or Officers or Neighborhood Declarant, or between Neighborhood Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Neighborhood Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Neighborhood Association, has executed these Articles of Incorporation as of this 31 day of March, 2000.

WITNESSES:

Jill S. Berger
Print name: Jill S. Berger

Rosanna Molinari
Print name: Rosanna Molinari

Patricia K Fletcher
PATRICIA KIMBALL FLETCHER, Incorporator

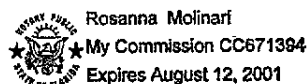
STATE OF FLORIDA)
COUNTY OF Miami-Dade) SS.:

The foregoing instrument was acknowledged before me this 31st day of March, 2000 by PATRICIA KIMBALL FLETCHER who is personally known to me or presented as identification.

My commission expires: Aug. 12, 2001

Rosanna Molinari
NOTARY PUBLIC, State of Florida
at Large

Print name: Rosanna Molinari



ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, is familiar with, accepts the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 31 day of March, 2000.

VIVEN N. HASTINGS, ESQ.

Viven Hastings

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