

No 1000003245

DOUGLAS RAWLS GIRVIN, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

TELEPHONE  
(561) 746-6669  
TELEFAX  
(561) 746-7754

SUITE 102, OCEANSIDE PROFESSIONAL CENTRE  
1080 EAST INDIANTOWN ROAD  
JUPITER, FLORIDA 33477

May 3, 2001

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

Via Federal Express No.: 791547233140

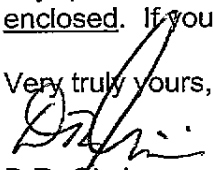
RE: Articles Of Incorporation  
Country Club Village Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of **Country Club Village Homeowners Association, Inc., a corporation not for profit under the laws of the State of Florida**, submitted for filing, together with the filing fee in the sum of Seventy-Eight and 75/100 (\$78.75) payable to the Secretary of State.

Please return the enclosed copy to me with the appropriate certification/time stamp. If you have any questions regarding the above, please do not hesitate to contact me prior to returning the enclosed. If you must return any documentation, please forward it to my office.

Very truly yours,

  
D.R. Girvin  
DRG/clv  
Enclosures

FILED  
01 MAY -4 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN MAY - 9 2001 ✓

**ARTICLES OF INCORPORATION  
OF**

**COUNTRY CLUB VILLAGE HOMEOWNERS ASSOCIATION, INC.,  
a corporation not for profit under the laws of the State of Florida**

**FILED**  
**01 MAY -4 AM 10:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

By the execution of these Articles, the undersigned incorporator hereby forms a corporation not for profit under Chapter 617, Florida Statutes, and states as follows:

**ARTICLE I  
NAME**

The name of this corporation shall be COUNTRY CLUB VILLAGE HOMEOWNERS ASSOCIATION, INC., referred to hereinafter as the "Association".

**ARTICLE II  
PURPOSE**

A. The purpose of this Association is to provide an entity to (i) own, operate, and maintain certain lands located within that certain residential subdivision situated in Royal Palm Beach, Florida, and known as "Country Club Village", which lands are to be used in common by all of the lot owners of Country Club Village (hereinafter referred to as "Homeowners"), (ii) maintain certain lands situated within Country Club Village which are not owned by the Association, but over which the Association has the right and obligation to install and maintain landscaping, irrigation and related systems, and (iii) enforce the terms and provisions of the Declaration of Protective Covenants, Restrictions, Easements and Servitudes of Country Club Village (hereinafter referred to as the "Declaration").

B. The Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III  
POWERS**

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

A. 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.

B. The Association shall have all of the powers and duties set forth in the Declaration, these Articles of Incorporation and the By-laws of the Association, as well as all of the powers and duties reasonably necessary to operate Country Club Village pursuant to said

Declaration, as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments from homeowners to defray the costs and expenses of maintaining Country Club Village, as well as the expenses of purchasing property and liability insurance for the protection of the Association assets and its members. Assessments paid on or before fifteen (15) days after the date when due shall not bear interest, but all sums not paid within fifteen (15) days after the date when due shall be delinquent and shall bear interest at the highest rate allowed by law from the date when due until paid. All payments upon account shall be first applied to interest and then the assessment payment first due. All unpaid assessments, together with interest thereon and costs of collection, shall be a charge on the land and shall constitute a continuing lien on the lot against which the assessment is made from the date it becomes delinquent. The lien for unpaid assessments shall also secure reasonable attorney's fees incurred by the Association incident to the collection of such assessment or enforcement of such lien, whether or not suit is instituted.
  2. To use the proceeds of assessments in the exercise of its powers and duties.
  3. To (i) maintain, repair, replace and manage the real property owned by the Association, including all improvements constructed by the Country Club Village, Inc. (the "Developer") thereon, and (ii) maintain and replace the landscaping, drainage systems, irrigation systems and fences installed by Developer within the landscape, buffer and utility easements encumbering the individual lots of Country Club Village as depicted upon the Plat of Country Club Village recorded in the public records of Palm Beach County, Florida.
  4. To reconstruct the improvements located on the real property owned by the Association, as well as the fence installed by the Developer on the perimeter of Country Club Village, after casualty and to further improve the property.
  5. To make and amend reasonable rules regarding the use of the property of the Association.
  6. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association, except those which are specifically required by the Declaration to have the approval of the Board of Directors or the membership of the Association.
  7. To employ personnel to perform the services required for the proper operation of the Association property.
  8. The Association shall not have the power to purchase a lot except at sales in foreclosure of liens for assessments, at which sales the Association shall bid no more than the amount secured by the lien.
- C. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

**ARTICLE IV**  
**MEMBERS**

A. The members of the Association shall consist of all of the record titleholders of lots at Country Club Village. Every owner of a lot subject to assessment shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any lot subject to assessment.

B. Change of membership in the Association shall be established by recording in the public records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a lot in Country Club Village and the delivery to the Association of a recorded copy of such instrument. The owner designated by such instrument shall be a member of the Association and the membership of the prior owner shall be immediately terminated.

C. 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 his lot.

**ARTICLE V**  
**DIRECTORS**

A. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as determined by the By-Laws, but the Board of Directors shall consist of no fewer than three (3) directors, nor more than five (5) directors.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. Notwithstanding anything herein to the contrary, the Developer shall be entitled to appoint the Board of Directors of the Association until the earliest of the following events occurs:

1. Three (3) months after the conveyance of ninety (90) percent of the lots in Country Club Village to members other than the Developer; or

2. Three (3) years after the date of the first sale of a lot in Country Club Village, which shall be defined as the date on which the deed conveying such lot to an owner other than the Developer is recorded in the public records of Palm Beach County, Florida; or

3. At such time as the Developer elects to terminate its control of the Association.

When the earliest event described in subparagraphs C.(1.) - C.(3.) occurs, members other than the Developer shall be entitled to elect no less than a majority of the Board of Directors of the Association. After relinquishment of control, the Developer may exercise the right to vote any

Developer-owned voting interests in the same manner as any other member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board; provided however, as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the lots in Country Club Village, the Developer shall be entitled to elect at least one (1) member of the Board of Directors. Within ninety (90) days after the time that members other than the Developer are entitled to elect a majority of the Board, the Developer shall deliver to the Association those documents described in §720.307(3), Florida Statutes.

(For purposes of this section, "members other than the Developer" shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing residential improvements thereon for resale.)

D. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Michael F. Aranda  
4227 Northlake Boulevard  
Palm Beach Gardens, FL  
33410

Gary Dario  
4227 Northlake Boulevard  
Palm Beach Gardens, FL  
33410

Steven McGowan  
4227 Northlake Blvd.  
Palm Beach Gardens, FL  
33410

#### **ARTICLE VI** **OFFICERS**

The affairs of the Association shall be administered by the corporate officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Gary Dario  
4227 Northlake Boulevard  
Palm Beach Gardens, FL 33410

Secretary: Steven McGowan  
4227 Northlake Boulevard  
Palm Beach Gardens, FL 33410

Treasurer: Michael F. Aranda  
4227 Northlake Boulevard  
Palm Beach Gardens, FL 33410

#### **ARTICLE VII** **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses incurred by, or imposed upon, him in connection with any proceeding, or any

settlement of any proceeding, 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 an officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled by statute or common law.

#### **ARTICLE VII** **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided in the By-Laws; provided however, that no amendment shall make any changes in the qualification for membership, the voting rights of members or the election of directors.

#### **ARTICLE IX** **AMENDMENTS**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

1. Such approvals must be by not less than fifty-one percent (51%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes cast at such meeting; or

2. By not less than fifty-one percent (51%) of the entire membership of the Association.

C. Notwithstanding anything herein to the contrary, no amendment shall make any changes in the qualification for membership, the voting rights of members or the election of directors as provided in these Articles of Incorporation.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator and subscriber of these Articles of Incorporation is as follows:

Gary Dario  
4227 Northlake Boulevard  
Palm Beach Gardens, Florida 33410

**ARTICLE XI**  
**REGISTERED AGENT AND OFFICE**

The initial registered agent located at the registered office shall be Gary Dario. The initial registered office of the Corporation shall be located at 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410.

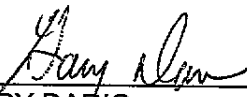
**ARTICLE XII**  
**PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410. The initial mailing address of the Corporation is 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410.

**ARTICLE XIII**  
**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting interests of the Association. Upon the dissolution of the Association, other than incidental to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is not accepted, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or such other organization to be devoted to similar purposes.

IN WITNESS WHEREOF, the incorporator and subscriber has affixed his signature below this 3<sup>rd</sup> day of May, 2001.

  
\_\_\_\_\_  
GARY DARIO

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of May, 2001, by Gary Dario, who did not take an oath.

(Notary Seal)



Lisa Marie Sullivan  
Notary Public ( Lisa Marie Sullivan )  
Commission No: CC655309  
My Commission Expires: 6/12/01

Personally Known OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

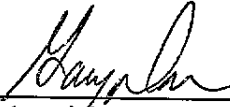


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
**01 MAY -4 AM 10:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as such and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I declare that I am familiar with, and hereby accept, the obligations of a registered agent.

EXECUTED this 3<sup>rd</sup> day of May, 2001.

  
\_\_\_\_\_  
Registered Agent  
GARY DARIO