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November 30, 2001

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: THE SEASONS AT ORCHID HOMEOWNERS  
ASSOCIATION, INC., a Florida not-for-profit corporation

Dear Sir/Madam:

Enclosed for filing with your office are Articles of Incorporation for the above-referenced corporation together with filing fee in the amount of \$78.75. Please return a certified copy of the filed Articles to my attention.

Very truly yours,

JEFFREY D. KNEEN

FILED  
01 DEC -5 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JDK/jf  
enc.

cc: Ray Puzzitiello

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE SEASONS AT ORCHID HOMEOWNERS ASSOCIATION, INC.**  
**(A Corporation Not For Profit)**

FILED  
01 DEC -5 AM 10:57  
SECRETARY OF STATE  
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:

**ARTICLE I**  
**NAME**

The name of the corporation is THE SEASONS AT ORCHID HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II**  
**INITIAL ADDRESS**

The initial address of the Principal Office is 1300 North Florida Mango Road #15, West Palm Beach, FL 33409. The Registered Office of the Association is 1300 North Florida Mango Road #15, West Palm Beach, FL 33409, and the name of the Registered Agent is Jonathan F. Rapaport.

**ARTICLE III**  
**DEFINITIONS**

All definitions in the Declaration of Covenants and Protective Restrictions for The Seasons ("Declaration"), as recorded in the Public Records of Indian River County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE IV**  
**PURPOSE OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to carry out its obligations and duties pursuant to the terms of the Declaration, including but not limited to providing for the operation, maintenance and architectural control of the Parcels and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described on EXHIBIT "A" attached to the Declaration and to promote the health, safety and welfare of the members of the Association.

## **ARTICLE V POWERS OF THE ASSOCIATION**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of the Association and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or Bylaws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association, and as to real property, only with the assent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association;

(d) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of Members entitled to vote two-thirds (2/3rds) of the votes of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(f) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer (except for utility easements for operation of the Properties) shall be effective without obtaining consent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Parcel;

(g) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system.

(j) The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit No. 4-061-64159-2 requirements and applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Surface Water or Stormwater Management System.

(k) The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

## **ARTICLE VI MEMBERSHIP AND QUORUM**

1. Every Owner of a Parcel shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel.

2. The presence at any meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the Association shall constitute a quorum for any action.

## **ARTICLE VII VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners (with the exception of the Declarant during such time Declarant is the Class B member, but thereafter, Declarant shall also be a Class A member if Declarant is an Owner), and shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persons shall be members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Parcel.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes for each Parcel owned. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) Three months after ninety percent (90%) of the Parcels in the Properties that will ultimately be operated by the Association have been conveyed to Owners; or

(b) Such earlier date as Declarant may determine.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons who need not be members of the Association. The first Board shall consist of three (3) members. The number of Directors may be increased up to the maximum of seven (7) upon the first election of Directors, as provided in the Bylaws.

Directors of the Association shall be elected at the annual meeting in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve pursuant to the Bylaws and any vacancies in their number occurring shall be filled as the Bylaws provide.

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:

NAME	ADDRESS
Jonathan F. Rapaport	1300 North Florida Mango Road #15 West Palm Beach, FL 33409
Bruce A. Malasky	1300 North Florida Mango Road #15 West Palm Beach, FL 33409
Stephen P. Malasky	1300 North Florida Mango Road #15 West Palm Beach, FL 33409

Upon the resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Association who was elected by the First Board, the Association shall remise, release, acquit, and forever discharge such Director or officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversy, agreements, promises, variances, trespasses, damages (except to the extent any such damages are covered by insurance), judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Members had, now have, or will have; or which any personal representative, successor, heir or assign of the Association or Members hereafter may have against such Director or officer by reason of his having been a Director or officer of the Association.

## **ARTICLE IX DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

## **ARTICLE X AMENDMENTS**

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by Members entitled to vote at least twenty-five (25%) percent of the voting interests of the Association, and delivered to the Secretary.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Members entitled to vote at least seventy-five percent (75%) of the voting interests of the Association.

4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees with the office of the Secretary of State, State of Florida, for approval and will be effective upon such filing.

Notwithstanding the foregoing provisions of this Article XI so long as the Declarant holds Parcels for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant if in the sole opinion of Declarant, which shall be binding, such amendment affects the rights of Declarant or affects the Declarant's ability to sell or lease Parcels in the Project.

#### **ARTICLE XI SUBSCRIBER**

The name and address of the Subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
M-R Homes, Ltd., a Florida limited partnership	1300 North Florida Mango Road #15 West Palm Beach, FL 33409

#### **ARTICLE XII OFFICERS**

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Jonathan F. Rapaport
Vice-President:	Bruce A. Malasky
Secretary/Treasurer:	Stephen P. Malasky

#### **ARTICLE XIII AMENDMENT TO BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the members, by members entitled to cast fifty percent (50%) of the voting interests of the Association.

## **ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Board Member and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including court costs and 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 Board Member or officer of the Association, whether or not he is a Board Member or officer at the time such expenses are incurred. Provided, however, such indemnification shall be authorized only if the Board Member or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement in accordance with the provisions set forth in Chapter 607 Florida Statutes. Notwithstanding anything contained herein to the contrary, and in instances where the Board Member or officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, or his actions or omissions to act constitute a violation of the criminal law or a transaction from which the Board Member or officer derived an improper personal benefit or such other act or omission to act under Section 607.1645 Florida Statutes, the indemnification provisions contained herein shall not apply. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Board Member or officer may be entitled by common law or statute.

## **ARTICLE XV TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association 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 or Committee 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 the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

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 the contract or transaction.

## **ARTICLE XVI DISSOLUTION**

In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to a public body, or conveyed to a non-profit organization



with similar purposes. Any Member may petition the local Circuit Court for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of said Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 14 day of August, 2001.

M-R HOMES, LTD., a Florida limited partnership

By: M-R Homes, Inc., a Florida corporation, its  
General Partner

By:   
JONATHAN F. RAPAPORT  
its President

The undersigned hereby accepts the designation of Registered Agent of THE SEASONS AT ORCHID HOMEOWNERS ASSOCIATION, INC. as set forth in Article II of these Articles.

By:   
JONATHAN F. RAPAPORT

FILED  
01 DEC -5 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA