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COHEN. NORRIS. SCHERER WEINBERGER & WOLMER

ATTORNEYS AT LAW

FILED
02 APR 15 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA
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March 28 2001

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
FALCON TRACE PROPERTY OWNER'S ASSOCIATION, INC.
Our File No. 7437.078

Dear Sir/Madam:

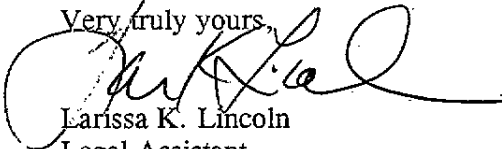
Enclosed please find the original and one (1) copy of the above referenced Articles of Incorporation. Upon filing of these articles, please return the certified copy of the articles to the undersigned.

A check in the amount of \$78.75 is enclosed in payment for the for the following fees:

Filing fees	\$35.00
Certified copy of Articles	\$ 8.75
Registered Agent Designation	\$35.00
	<u>\$78.75</u>

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

secincFalconTrace.ltr
enclosures

cc: David B. Norris

D. WHITE APR -15 2002

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146
TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2002

LARISSA K. LINCOLN
PO BOX 13146
N PALM BEACH, FL 33408-7146

SUBJECT: FALCON TRACE PROPERTY OWNER'S ASSOCIATION, INC.
Ref. Number: W02000009650

We have received your document for FALCON TRACE PROPERTY OWNER'S ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 302A00020182

**ARTICLES OF INCORPORATION
OF
FALCON TRACE HOMEOWNER'S ASSOCIATION, INC.
(a Corporation Not For Profit)**

FILED
02 APR 15 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND LOCATION**

The name of the corporation shall be FALCON TRACE HOMEOWNER'S ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association." The principal address for the Association shall be at 12800 U.S. Highway One, Suite 200, Juno Beach, FL 33408.

**ARTICLE II
DEFINITIONS**

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

**ARTICLE III
PURPOSES AND POWERS**

A. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or Association 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 Lots 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.

B. The Association shall have all of the common law and statutory powers of an Association not-for-profit.

C. The Association shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Association pursuant to these Articles, the Declaration and the By-Laws of the Association and as the same may be amended from time to time as therein provided;;

2. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws 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;
3. To operate, maintain and manage the surface water or storm water management system(s) 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 Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.
4. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.
5. To 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;
6. To 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;
7. To 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 _____ of the Declaration;
8. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes as 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 Lot;
9. To promulgate or enforce rules, regulations, By-Laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

10. 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.

D. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. The Association may pay compensation in reasonable amounts to its Members, Directors or officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a director in his or here capacity as an officer or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

ARTICLE IV **MEMBERSHIP AND QUORUM**

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

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

ARTICLE V **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 VI **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 Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be case with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes for each Lot 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 Lots 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 VII **DIRECTORS**

A. Directors: The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than seven (7) persons.

B. Election and Appointment of Directors: The Director(s) of the Association, in accordance with any applicable provisions of the By-laws, shall serve for three (3) years or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Director's election, for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws.

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
Andre Bourassa	12800 U.S. Highway 1, #200 Juno Beach, FL 33408
Jim Brown	12800 U.S. Highway 1, #200 Juno Beach, FL 33408
John Bourassa	12800 U.S. Highway 1, #200 Juno Beach, FL 33408

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) or 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 VIII

OFFICERS

A. Officers: The Association shall have a President, Vice-President, Secretary, Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

B. Election and Appointment of Officers: The Officers of the Association, in accordance with any applicable provisions of the By-Laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws. The same person may hold two or more offices.

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

President:	Andre Bourassa
Vice-President:	John Bourassa
Secretary/Treasurer:	Jim Brown

ARTICLE IX

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, rescinded or repealed 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 X

AMENDMENTS

Any amendment to these Articles of Incorporation 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 fifty (50%) percent 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 X, so long as the Declarant holds Lots 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.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted under Florida Law, every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and 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 any and all right of indemnification to which such Director or Officer may be entitled under statute or common law.

ARTICLE XII

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 any other Association, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officer, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or 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 XIII

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 Property, in the place and instead of said Association, and to make such provision 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 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.

ARTICLE XIV
INCORPORATOR

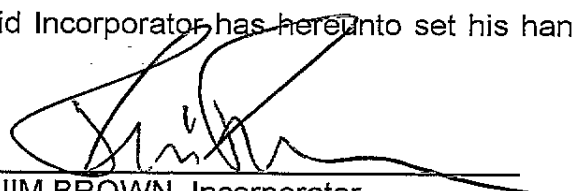
The name and address of the Incorporator of the Association is:

JIM BROWN
12800 U.S. Highway 1, #200
Juno Beach, Florida 33408

ARTICLE XV
INITIAL PLACE OF BUSINESS, REGISTERED AGENT AND ADDRESS

The initial principal place of business and mailing address of the Association shall be 12800 U.S. Highway One, Suite 200, Juno Beach, Florida 33408 or such other place, within or without the state of Florida, as may be subsequently designated by the Board of Directors. The initial registered agent shall be DAVID B. NORRIS and the initial address of the registered agent shall be 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408...

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this
28th day of March, 2002.


JIM BROWN, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
02 APR 15 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for FALCON TRACE/^{HOME}OWNER'S ASSOCIATION, INC., at the initial registered office of the Association in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section §617.0501 Florida Statutes.

Dated: 3-28-02



DAVID B. NORRIS, Registered Agent