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LISA A GARDNER
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August 12, 2002

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

100007103181--8
-08/14/02--01018--002
*****78.75 *****78.75

Re: **Royal Palm of Boca Raton Homeowners' Association, Inc.**
Our File No.: **3942.01**

Gentlemen/Ladies:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 made payable to Department of State.

From: Lisa A. Gardner
Sachs, Sax & Klein, P.A.
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431
(561) 237-6972

Thank you for your assistance.

Very truly yours,

SACHS, SAX & KLEIN, P.A.



Lisa A. Gardner
Real Estate Paralegal

FILED
02 AUG 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:lag
Enclosures

8/8/16

**ARTICLES OF INCORPORATION
OF
ROYAL PALM OF BOCA RATON HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Association shall be ROYAL PALM OF BOCA RATON HOMEOWNERS' ASSOCIATION, INC. The principal address of this Association shall be 855 South Federal Highway, Suite 201, Boca Raton, Florida 33432.

**ARTICLE II
DEFINITIONS**

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Declaration of Restrictions, Limitations, Conditions & Agreements recorded in Official Record Book 356 at page 190 *et seq.* in the Public Records of Palm Beach County, Florida, as same may be further amended and restated from time to time (the "Declaration").

**ARTICLE III
PURPOSES AND POWERS**

The Association shall have the following powers:

- A. To operate the property known as Royal Palm Yacht & Country Club Subdivision ("Royal Palm"), and described in the Declaration and to undertake the performance of, and to carry out the acts and duties incident to, the administration of Royal Palm in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws, and the Declaration.
- B. To borrow money and issue evidences of indebtedness in furtherance of any and all of the objects of its business and to secure the same by mortgage, deed of trust, pledge or other lien.
- C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration or the By-Laws of the Association.
- D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce Florida

Statutes Section 720.301 *et seq.*, the Declaration, the By-Laws and the Rules and Regulations of the Association.

- E. To contract for the management, operation and maintenance of Royal Palm.
- F. To contract for bulk security and cable TV or other similar providers depending on available technology.
- G. To preserve and enhance the natural beauty of the properties of the Members of this Association.
- H. To present a unified effort to its Members in the advancement of the civil welfare of the community in which the Members are located, particularly in protecting the properties of the Members of the Association in the residential section of Royal Palm.
- I. To see that deed restrictions in Royal Palm are duly enforced and to provide, through either its Board of Governors or a committee appointed by the Board of Governors or the President, if such authority has been delegated to the President by the Board of Governors, a systematic, uniform review of all proposed improvements, landscaping, and construction of any type or nature whatsoever within Royal Palm.
- J. To make available to the Members of the Association facilities for the enjoyment of all properties herein mentioned and to promote health, welfare, pleasure, recreation and entertainment.
- K. To acquire, hold, mortgage, lease, sell, transfer, convey property, both real and personal, to any extent deemed advisable for maintaining and advancing the cultural and civic objectives of the Association, and to grant all rights and privileges to the Members of said Association pursuant to the statutes made and provided and all acts amendatory thereof.
- L. To assess against the property owners within the Royal Palm maintenance fee for the preservation and maintenance of the properties and to create a lien against said properties for such purposes and to foreclose any such lien.
- M. To subordinate, in its sole discretion, any liens acquired by the Association.
- N. To use the proceeds of any assessments in the exercise of the Association's powers and duties.
- O. Acting through its Board of Governors, its President and other officers, subject to the powers and restrictions of these Articles of Incorporation, and its By-Laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes set forth, and to the same extent and as fully as any natural person might or could do.
- P. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real

or personal property, to enter into, make perform or carry out contracts of every kind with any person, firm, Association or association; to do any acts necessary or expedient for carrying out any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

Q. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

R. To purchase insurance for its properties and insurance for the protection of the Association, its officers, Governors, committee members and Members.

S. To participate in mergers or consolidations with other non-profit Associations organized for similar purposes to annex additional properties to the properties subject to the jurisdiction of the Association.

T. In general, to have all powers conferred upon a Association by the laws of the State of Florida, except as herein prohibited, or forbidden by the By-Laws of this Association.

U. The Association shall have all of the common law and statutory powers of a Association not for profit which are not in conflict with the terms of these Articles, the Declaration, the By-Laws and Florida Statutes. The Association shall also have all of the powers of Associations under and pursuant to Section 720.301 *et seq.*, Florida Statutes, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

V. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its Members as it may deem proper.

ARTICLE IV

MEMBERS

A. Each Property Owner in Royal Palm shall become a Member of the Association.

B. Membership shall commence upon the acquisition of fee simple title to a Lot in Royal Palm and shall terminate upon the divestment of title to said Lot.

C. On all matters as to which the Membership shall be entitled to vote, as provided in the Declaration, each Member shall be entitled to one (1) vote, which vote shall be exercised in the manner provided for by the Declaration and the By-Laws.

D. 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
EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI
INCORPORATION

Larry Z. Glickman, whose address is Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431, is the Incorporator to these Articles of Incorporation.

ARTICLE VII
GOVERNORS

A. Corporate affairs shall be managed by a Board of Governors composed of not less than three (3) nor more than nine (9) persons. All Governors shall be Members or a spouse, trustee or corporate officer of a Member.

B. The number of Governors to be elected, the manner of their election and their respective terms shall be as set forth in the Association's By-Laws. Should a vacancy occur on the Board, the remaining Governors shall select a Member or other eligible person as described herein, to fill the vacancy until the next annual meeting of the Membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of the Bylaws.

NAME	ADDRESS
Charles Krauser	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Thomas Laird	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Lynne C. Novick	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Scott H. Adams	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133

Louis B. Green	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Benjamin Kennedy	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Paul Lawless	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Charles Schaeffer	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Robert Volin	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133

ARTICLE VIII **OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the Bylaws, who shall serve at the pleasure of said Board of Governors. The names and address of the initial Officers are as follows:

NAME	TITLE	ADDRESS
Charles Krauser	President	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Thomas Laird	Vice-President	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Lynne C. Novik	Secretary	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133
Thomas Laird	Treasurer	c/o 855 South Flagler Highway Suite 201 Boca Raton, Florida 33432-8133

ARTICLE IX BYLAWS

The Bylaws of the Association shall be adopted by the Members. The Bylaws may be amended in accordance with the provisions thereof.

ARTICLE X AMENDMENTS TO ARTICLES

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Governors, acting upon the vote of a majority of the Board of Governors, or by the Members having a majority of the votes. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Governors and by an affirmative vote of the Members having a majority of the votes of the Association.

C. No amendment shall make any changes in the qualifications for Membership nor the voting rights of the Members, without approval in writing by all Members. No amendment shall be made that is in conflict with Florida Statutes Chapter 720 or the Declaration.

D. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE XI INDEMNIFICATION

Every Governor 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 the Governor or Officer in connection with any proceeding or any settlement thereof to which the Governor or Officer may be a party, or in which the Governor or Officer may become involved by reason of the Governor or Officer being or having been a Governor or Officer of the Association, whether or not a Governor or Officer at the time such expenses are incurred, except in such cases wherein the Governor or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Governor's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Governors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Governor or Officer may be entitled.

ARTICLE XII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 855 South Federal Highway, Suite 201, Boca Raton, FL 33432-6133, or at such other place, within the State of Florida, as may be subsequently designated by the Board of Governors. The initial registered office is at Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431, and the initial registered agent therein is Larry Z. Glickman.

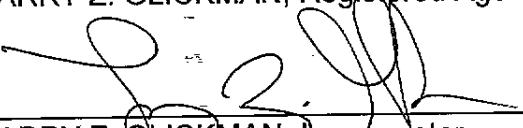
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



LARRY Z. GLICKMAN, Registered Agent

8/12/02

Date



LARRY Z. GLICKMAN, Incorporator

8/12/02

Date

M:\Association\Royal Palm Improvement Assoc\Amendments\Articles of Incorporation-Florida.wpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA