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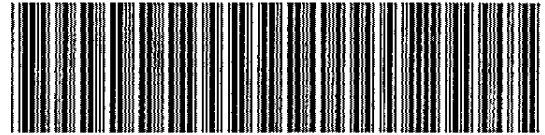
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TH 10/25/04

**PINEIRO, WORTMAN & BYRD, P.A.**  
*Attorneys at Law*

ANDREW A. PINEIRO  
SCOTT J. WORTMAN\*  
BARRY B. BYRD+

LINDA ROCKER<sup>40</sup>

[www.pwbuttorneys.com](http://www.pwbuttorneys.com)

*\*Also admitted in New York and New Jersey*

*+Board certified real estate attorney*

*^Also admitted in Ohio*

*°Of Counsel*

October 21, 2004

***Via Federal Express***

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Pelican Village Property Owners' Association, Inc.  
Articles of Incorporation

Dear Sir or Madame:

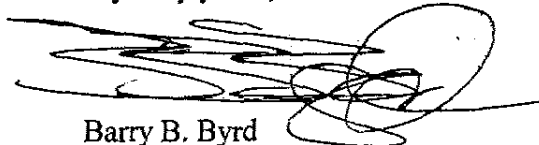
Please find enclosed our check in the sum of \$78.75 for the filing of the enclosed the Articles of Incorporation for the following entity:

Pelican Village Property Owners' Association, Inc.

The fee includes the filing fee, registered agent designation and request for a certified copy, which can be sent to the undersigned.

Please contact the undersigned if there are any questions or issues with the above referenced filing.

Very truly yours,



Barry B. Byrd

BBB/tlk  
Enclosures  
cc: Shawn E. O'Brien (without enclosures)

PREPARED BY & RETURN TO:  
Barry B. Byrd, Esquire  
Pinciro, Wortman & Byrd, P.A.  
7108 Fairway Drive, Suite 225  
Palm Beach Gardens, FL 33418

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PELICAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.**  
a Florida corporation not-for-profit

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, do hereby associate ourselves into a corporation not-for-profit, and act as the incorporators in adopting and filing the following Articles of Incorporation, for the purposes of organizing a corporation not-for-profit, for the purposes, and with the powers, hereinafter set forth, and to that end, we do, by these Articles of Incorporation, certify as follows:

**ARTICLE I  
Name and Address**

1. Name. The name of this corporation (the "Association") is: PELICAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC. The mailing address and street address of the principal office of the Association is 7108 Fairway Drive, Suite 225, Palm Beach Gardens, FL 33418.
2. Definitions. The words used in these Articles shall have the same meaning as set forth in the Declaration of Protective, Covenants, Conditions and Restrictions For Pelican Village (said Declaration, as amended, renewed or extended from time to time, is hereinafter referred to as the "Declaration").

**ARTICLE II  
Purpose**

The purpose for which the Association is organized to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration which is to be recorded in the public records of Palm Beach County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other

charges contained therein, and to engage in such other lawful activities as may be to the mutual benefits of the Members and their property.

### **ARTICLE III Powers**

The Association shall have the following powers which shall be governed by the following provisions:

1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit as set forth in Section 617.0302, Fla. Stat., which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of the Association.

2. Necessary Powers. The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Properties pursuant to the Declaration, including but not limited to the following:

A. To make and collect assessments against Members to defray the costs and expenses of the Association property.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To purchase, own, hold, lease, improve, maintain, repair, replace, operate and convey the common property and Common Areas of the Association in accordance with the Declaration, including, without limitation, to operate and maintain the surface water management system permitted by the South Florida Water Management District or other applicable agency (the "Water Management District").

D. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members, in the such amounts as required by the Declaration or as otherwise appropriate.

E. To dedicate or to transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by such vote of the Members as shall be required pursuant to the By-Laws of the Association.

F. To reconstruct the improvements to the Association's property after casualty, and to further improve the Association's properties, as provided in the Declaration.

G. To make and amend reasonable Rules and Regulations regarding the use of the property of the Association in accordance with the requirements set forth in the By-Laws.

H. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board or the Membership.

I. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Association property.

J. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Association's property as same may be promulgated, modified, or amended from time to time by the Association.

K. To pay taxes and assessments, which are liens against any part of the Association's property.

L. To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the property of the Association.

M. To grant such permits, licenses, and easements over the Common Areas for utilities, roads, and other purposes reasonably necessary or useful to the Association.

N. To enter any lot at a reasonable time and upon reasonable notice to make emergency repairs, to avoid waste, or to do such other work reasonably necessary for the proper protection, preservation, or maintenance of Association property.

O. To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.

3. Funds and Title to Properties. 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, and the By-Laws.

#### **ARTICLE IV Members**

1. Members. The Members of the Association shall consist of all of the record owners of Lots 1 through 8, inclusive, of the Plat of Pelican Village, as referenced in the Declaration.

2. Change in Membership. Subject to the terms and conditions of the Declaration for conveyances, change of membership in the Association shall be established by recording in the public records of the County in which the Association's property is located, a deed or other instrument establishing a record title to a Lot located in Pelican Village. The owner designated by such instrument thus becomes a Member of the Association, and the membership of the prior owner is terminated as of the date of execution and delivery of such instrument.

3. Transfer of Membership. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of title of a Lot.

4. Voting. The owner of each Lot shall be entitled to one vote as a Member of the Association. The exact number of votes to be cast by Members and the manner of exercising voting rights, shall be determined by the By-Laws; subject, however, to the terms and conditions of the Declaration.

#### **ARTICLE V**

##### **Term**

The term for which this Association is to exist shall be perpetual. If the Association is dissolved, the surface water management system maintained and operated by the Association, including the property containing the surface water management system and the water management portions of the Common Areas will be conveyed to an agency of local government determined to be acceptable by the Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system, and the water management portions of the Common Areas will be dedicated to a similar non-profit corporation.

#### **ARTICLE VI**

##### **Incorporators**

The names and addresses of the Incorporators of these Articles are as follows:

NAME	ADDRESS
Barry B. Byrd	7108 Fairway Drive, Suite 225 Palm Beach Gardens, FL 33418

#### **ARTICLE VII**

##### **Registered Agent**

The name and address of the Association's registered agent is:

NAME	ADDRESS
Barry B. Byrd	7108 Fairway Drive, Suite 225 Palm Beach Gardens, FL 33418

## **ARTICLE VIII**

### **Officers**

1. Officers. The affairs of the Association shall be managed by a President, one or more Vice Presidents, a Secretary and a Treasurer, which officers shall be subject to the directions of the Board.

2. Election of Officers. The Board shall elect the President, the Secretary and the Treasurer, and as many Vice Presidents as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the "Annual Members' Meeting" (as described in the By-Laws); provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary.

Officers shall be elected by the Board at the first meeting of the Board following each annual meeting of the Members, provided, however, until such date as the Developer shall turn over voting control of the Association, as set forth in the Declaration (the "Transfer Date"), the Developer shall have the right to approval all of the officers elected. The following persons shall serve as the initial officers.

President	Shawn E. O'Brien
Vice President	Gary Blanchard
Secretary	Gary Blanchard
Treasurer	Shaw E. O'Brien

## **ARTICLE IX**

### **Board of Directors**

1. Directors. The affairs of the Association will initially be managed by a Board consisting of three (3) Directors. The number of Directors and composition of the Board, the manner of election to the Board, the term of office and other provisions regarding the Board shall be established by the Declaration or the By-Laws of the Association. The number of Directors on the Board until the Transfer Date shall be three (3). After the Developer elects to divest itself of control of the Association, Directors must be Members of the Association.

2. Term of Directors. After the Transfer Date, members of the Board shall serve for a terms as set forth in the By-Laws or Declaration. After the Transfer Date, at each annual meeting, Directors shall be elected to take the Board positions of the members of the Board whose terms have expired.

3. Election of Directors. Directors of the Association shall be elected at the Annual Members' Meeting in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

4. Transfer Date. The first election of Directors shall not be held until 120 days after the Developer has closed ninety percent (90%) of the sale of the Lots contemplated under the Declaration, or until the Developer elects to terminate control of the Association, whichever shall first occur. The Directors named as the first Board, including any replacement members, shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5. First Board. The names and addresses of the persons who are to serve as the first Board are as follows:

NAME	ADDRESS
Gary Blanchard	7108 Fairway Drive, Suite 225 Palm Beach Gardens, FL 33418
Shawn E. O'Brien	7108 Fairway Drive, Suite 225 Palm Beach Gardens, FL 33418
Barry B. Byrd	7108 Fairway Drive, Suite 225 Palm Beach Gardens, FL 33418

#### **ARTICLE X**

##### **Indemnification**

Every Director, committee member, and officer of the Association (and the Directors, committee members, and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director, committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director, committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, committee member, or officer admits or is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, committee member, or officer may be entitled whether by statute or common law.



## **ARTICLE XI**

### **By-Laws**

The By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration, and provided further, that no amendment, alteration, or rescission may be made which adversely affects the rights and privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected, and provided further that until the Transfer Date no amendments, alternations or rescissions of the By-Laws shall be effective unless the Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter, or rescind contrary to these prohibitions shall be of no force or effect.

## **ARTICLE XII**

### **Amendments**

1. Amendments Prior to Recording. Prior to the recording of the Declaration amongst the public records of the County, these Articles may be amended only by an instrument in writing signed by all of the Incorporators to these Articles and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendments, and a certified copy of each such amendment shall always be attached to any certified copies of these Articles.

2. Amendments After Recording. After the recording of the Declaration amongst the public records of the County, these Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership) at which such proposed amendment is to be considered; and

B. A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by a vote of a majority of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of Directors at which a quorum is present.

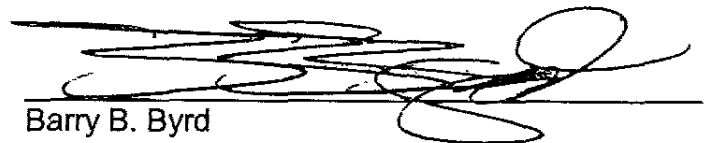
3. Amendment by Reference to Title. No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and lining-through as indicators of words added or deleted, but instead a notation must be inserted immediately proceeding the proposed amendment in substantially the following

language: "Substantial re-wording of Article. See Article \_\_\_\_\_ for present text." Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

4. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefor by such Mortgagee.

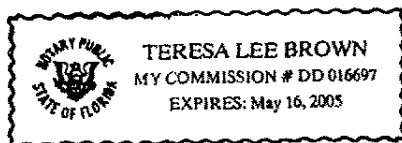
5. Developer. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate, to select, or to approve the selection of the Directors as provided in the Declaration and By-Laws, without the prior written consent of the Developer.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 20th day of October, 2004.

  
Barry B. Byrd

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of October, 2004, by BARRY B. BYRD. He is personally known to me.



Teresa Lee Brown  
Notary Public  
Name: \_\_\_\_\_  
Commission # \_\_\_\_\_  
Expiration date: \_\_\_\_\_

**CERTIFICATE DESIGNATING A REGISTERED OFFICE AND  
A REGISTERED AGENT FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA**

In pursuance of Section 617.0202 Florida Statutes, the following is submitted, in compliance with said Act:

PELICAN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named Barry B. Byrd, located at 7108 Fairway Drive, Suite 225, Palm Beach Gardens, FL 33418, County of Palm Beach, State of Florida, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.

By: \_\_\_\_\_

Barry B. Byrd

A handwritten signature in black ink, appearing to read 'Barry B. Byrd', is written over a horizontal line. The signature is stylized with a large, circular flourish at the end.