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FLORIDA NON-PROFIT CORPORATION

SANTA BARBARA BUNGALOWS HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION FOR
SANTA BARBARA BUNGALOWS HOMEOWNERS ASSOCIATION,
INC.
a Florida corporation not for profit

The undersigned incorporators by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be SANTA BARBARA BUNGALOWS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity for the purpose of administering a six unit townhome project known as SANTA BARBARA BUNGALOWS (the "Project").

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Restrictions and Easements for SANTA BARBARA BUNGALOWS (the "Declaration") to be recorded in the Public Records of Broward County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
POWERS

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

Prepared By:
Ross J. McKelvey, Jr., PA -Florida Bar No: 230545
2401 East Atlantic Blvd - Suite 210
Pompano Beach, Florida 33062
Telephone: (954) 785-6423
Facsimile (954) 941-3923

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- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration or the Bylaws.
- 4.2 Enumeration. The Association shall have all of the powers reasonably necessary to operate the Project pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against Members as Townhome Owners, and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Project, and other property acquired or leased by the Association.
 - (d) To purchase insurance upon the Common Properties and all portions of the Property, including Improvements thereon, under the jurisdiction of the Association, and insurance for the protection of the Association, its officers, directors and Owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Project and for the health, comfort, safety and welfare of the Owners.
 - (f) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Project.
 - (g) To contract for the management and maintenance of the Project and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Properties with funds as shall be made available by the Association for such purposes. The Association and its officers and Directors shall, however, retain at all times the powers, and duties granted by the Declaration, including, but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
 - (h) To employ personnel to perform the services required for the proper operation of the Project.

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- 4.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.
- 4.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to its Members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

ARTICLE 5 MEMBERS

- 5.1 Membership. The members of the Association ("Members") shall consist of all of the Owners of Townhomes in the Project from time to time, as further described in the Declaration.
- 5.2 Assignment. 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 the Townhome for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Townhome, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Townhome shall be entitled to one vote for each Townhome owned.
- 5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7 INCORPORATORS

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The names and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DORIAN LUCIANI	1903 Congress Avenue Suite 160 Boynton Beach, Florida 33426

ARTICLE 8
OFFICERS

Subject to the direction of the Board (described in Article 9 below) the affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

<u>President:</u>	DORIAN LUCIANI
<u>Secretary:</u>	JOHN LUCIANI
<u>Treasurer:</u>	DORIAN LUCIANI

ARTICLE 9
DIRECTORS

- 9.1 Number and qualification. The property, business and affairs of the Association shall be managed by a board (the "Board of Directors") consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) Directors. Directors need not be members of the Association or Owners of Townhomes in the Project.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Townhome Owners when such approval is specifically required and except as provided in the Declaration.
- 9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the

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manner provided in the Bylaws.

- 9.4 First Directors. The names of the members of the first board who shall hold office until their successors are elected and have qualified, as provided in the Bylaws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dorian Luciani	1903 Congress Avenue Suite 160 Boynton Beach, Florida 33426
John Luciani	1903 Congress Avenue Suite 160 Boynton Beach, Florida 33426

ARTICLE 10 INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnities, that he/she did not act in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- 10.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein,

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he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such.
- 10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, against any liability asserted against him and insured by him in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 11 BYLAWS

The first Bylaws of the Association shall be adopted by the board and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 12 AMENDMENTS

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

- 12.1 A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than 1/3 of the votes of Members of the Association. A majority of the Board shall thereupon adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.
- 12.2 Written notice setting forth the proposed amendment or a summary

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of the changes to be effected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

- 12.3 At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of at least 75% of the votes of the Members.
- 12.4 Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.
- 12.5 If all of the Directors and all of 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 the above requirements had been satisfied.
- 12.6 No amendment shall make any changes in the qualifications for membership nor in the voting rights of Members without approval by all of the Members and the joinder of all Institutional Mortgagees holding Institutional Mortgages upon the Townhome(s). No amendment shall be made that is in conflict with the Declaration or the Bylaws.
- 12.7 No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Property, without the written approval of all of the Owners so discriminated against or affected.
- 12.8 Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the County.

ARTICLE 13

PRINCIPAL AND MAILING ADDRESS OF ASSOCIATION

The principal office of this corporation shall be at 1903 Congress Avenue, Suite 160, Boynton Beach, Florida 33426, or such other place as may subsequently be designated by the Board.

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ARTICLE 14
CONVEYANCE

The Association shall accept any and all deeds of conveyance delivered to it by the Declarant.

ARTICLE 15
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of the Association is Dorian Luciani 1903 Congress Avenue, Suite 160, Boynton Beach, Florida 33426.

ARTICLE 16
EFFECTIVE DATE

The effective date of the Association is 01 February 2005.

IN WITNESS WHEREOF, the Incorporator has affixed his signature as of this 11th day of January 2005



DORIAN LUCIANI

Having been named as registered agent to accept service of process for them 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.



DORIAN LUCIANI

Date: January 11th 2005

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