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### FLORIDA PROFIT/NON PROFIT CORPORATION

turtle run property owners' association, inc.

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#### ARTICLES OF INCORPORATION OF

### Turtle run property owners' association, inc.

The undersigned by these articles of Incorporation associate themselves for the purpose of forming a corporation not-for-profit, purposant to the provisions of Chapter 617, Florida statutes, and certify jes follows:

### ARTICLE I

The name of the Corporation shall be Turde Run Property Owners' Association, Inc. For convenience, the corporation will be referred to in this instrument as the Association. The principal place of business shall be 1851 NW 125th Avenue, Pembroke Pines, Florida 33028 until changed by the owners at the first meeting.

#### ARTICLE (I PURPOSES

- 2.1 The purpose for which the Association is organized is to provide an entity to uphold, maintain and promote the property interests and rights of its members who are the owners of single-family residential lots in a residential community known as Turtle Run Subdivision and which community is located within the boundaries of the real property located in Indian River County, Plorida, and described in Exhibit "A" attached (the "property")
- 2.2 The Association will make no distribution of income to its members, directors or officers.

### ARTICLE III POWERS

The Association shall have all of the powers and privileges granted to associations not-for-profit under the laws of the State of Florida and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:

- 3.1 To promote the safety and health of members of the Association and their property interests and rights by providing, improving and maintaining lighting, streets and right-of-way areas, utility essements, walls and entrance ways, draining facilities, sewage lines, landscaping in and around the areas listed in this sub-article, and such other and further similar type services as may be reasonably necessary as desirable in Turtle Run Subdivision.
- 3.2 To purchase insurance for properties owned by the Association; and insurance far the protection of the Association and its members, officers and directors.
- 3.3 To make and establish rules, regulations, covenants and restrictions governing the use and maintenance of property located within Turde Run Subdivision.
- 3.4 To amend, modify or change any covenants and restrictions which are, have been, or may be applicable to Turtle Run Subdivision.
- 3.5 To enforce the provisions of any covenants or restrictions in any manner provided by law which are or may be made applicable to the property located within Turtle Run Subdivision and which may be adopted from timers time as provided an the Declaration of Covenants, Conditions and Restrictions Turtle Run Subdivision, as they may exist from time to time.
- 3.6 The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the permits granted by the St. Johns River Water Management District ("the District") and all requirements and applicable District rules related to such permits; to grant conservations easement(s) as required by the District, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system and the Conservation Easement(s) granted therein.
- 3.6.1 The Association shall levy anal collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system and conservation easement(s).

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#### ARTICLE IV TERM

The Association shall have perpetual existence.

### ARTICLE V DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to any appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization; to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in according with the provisions of such Declaration or any recorded deed.

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 and conservation easement(s) 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 VI MEMBERS

Membership in the Association shall be established by the acquisition of the fee simple title to real property lying within the confines of Turtle Run Subdivision. Membership in the Association shall be automatically terminated upon a member being divested of the fee simple title to said real property.

#### ARTICLE VII BOARD OF DIRECTORS

- 7.1 The affairs of the Association shall be managed by a Board of Directors consisting of not more than five (5) nor less than five (3) persons who shall each be a member of the Association. Notwithstanding the foregoing, until such time as Vero Beach Investments, LLC ("Declarant") is no longer a Member of the Association, Declarant may elect Directors who are not a member of the Association.
- 7.2 The Directors of the Association shall be elected by the members at the annual meeting of the members pursuant to Bylaws adopted by the Board of Directors.
- 7.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successor(s) are elected and have qualified, or until removed, are as follows:

Name	<u>Address</u>
Paul J. Lagassey	PO Box 643207, Vero Beach, FL 32964
Sandy S. Segail	1851 NW 125th Avenue, Pembroke Pines, Florida 33028
Pirooz Borojerdi	1851 NW 125th Avenue, Pembroke Pines, Florida 33028
Norman Wartman	1851 NW 125th Avenue, Pembroke Pines, Florida 33028

### ARTICLE VIH OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually and shall sere at the; pleasure of the Board of Directors. The names and addresses of the officer's, who will serve until their successor(s) are designated, are as follows:

Natue	Address	Office
Paul J. Lagassey	PO Box 643207, Vero Beach, FL 32964	President
Sandy S. Segali	1851 NW 125th Avenue, Pembroke Pines, Florida 33028	Vice President
Pirooz Borojerdi	1851 NW 125th Avenue, Pembroke Pines, Florida 33028	Secretary
Norman Wartman	1851 NW 125th Avenue, Pambroke Pines, Florida 33028	Treasurer

### ARTICLE IX BYLAWS

The Bylaws of alas Association may be adopted, amended altered err rescinded by the Board of Directors,

#### ARTICLE X AMENDMENTS

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

- 10.1 Notice of the subject matter of a proposed aroundment shall tae included in the notice of any coveting at which a proposed amendment is considered as required by the Bylaws of the Association.
- A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by five members of the Association.
  - Such amendment muse be approved by not less than a majority of the entire membership of the Board of Directors; and
  - By not less than two-thirds (2/3) of the mote of the membership of the Association established by the By b.
- 10.3 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the public records of Indian River County, Florida.

#### ARTICLE XI SUBSCRIBER

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

Name

Address

Paul J. Lagasscy

611 Date Palm Road, P.O. Box 643207, Vero Beach, FL 32964

### ARTICLE XII REGISTERED AGENT

mailing address is PO Box 643207, Vero Beach, Florida 32964; and the name of the initial registered agent of the Association at the address is Paul J. Lagassey.
IN WITNESS WHEREOF the subscriber has affixed his signature, this
Paul J. Lagassey
STATE OF FLORIDA )
COUNTY OF INDIAN RIVER )
The foregoing instrument was acknowledged before a this
Straiga Leck
Notary Public/State of Florida at Large, Me Commission expires:  SEORGIA L. RISH Notary Public - State of Florida

ly Commission Equipmentap 16, 2007 Commission # DD 250526 Sanded by Noffertal Natory Assn.

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### ACCEPTANCE OF DESIGNATION OF RETISTERED AGENT

The undersigned hereby accepts the designation of registered agent art behalf of TURTLE RUN PROPERTY OWNERS ASSOCIATION, INC.  Paul J. Lagaescy
CERTIFICATION
The undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation of Turtle Run Property Owners' Association, Inc, was approved by the Members and adopted by the Board of Directors of the corporation on the, day of, 2006.
IN WITNESS WHERBOF, Turtle Run Property Owners' Association, Inc., has caused these Articles of Incorporation to be signed in its name, by Paul J. Lagassey, its duly authorized officer, this // R, day of Africa, 2006
Turtle-Run Property Owners' Association, Inc., 2 Florida corporation not for profit corporation.
[7] S
By Paul J. Landssey, its President duly authorized
STATE OF FLORIDA  COUNTY OF INDIAN RIVER  State of Florida  State
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared <u>Paul J. Lagassey</u> , personally known to me and known to the to be the President, of Turtle Run Property Owners' Association, Inc., and he acknowledged before me that he executed the foregoing Articles of Incorporation in the name of and on behalf of the corporation, that as such he is duly authorized by the corporation to do so; that the foregoing Articles of Incorporation is the act and deed of the corporation.
IN WITNESS WHEREOF I have hereunto set my hand and official seal in the State and County aforesaid, thisday of 2006.
Notary Public, State of Florida at Large, My Compassion expires
GEORGIA L. IRISH  Notery Public - State of Florida  Env Commission & Do 280526  Remoted By Notional Notery Asse.

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