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FILED

2006 DEC - 7 PM 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4685-9000

T. Hampton DEC - 7 2006

LAW OFFICE
JORDAN FIELDS, P. A.
A PROFESSIONAL ASSOCIATION
416 SE CORTEZ AVENUE
STUART, FLORIDA 34994

PHONE (772) 286-0890
FAX (772) 288-1728
jfpalaw@bellsouth.net

JORDAN FIELDS, Esquire

CHRISTINE L. WATTS, CLA

November 17, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Inc.

Dear Clerk,

Enclosed you will find the following for filing:


- 1) ARTICLES OF INCORPORATION for AVONLEA PROPERTY OWNERS' ASSOCIATION, INC.
- 2) Our check in the amount of \$ 78.75 for filing fees and a certified copy.
- 3) A return envelope for reply.

Please register these with the state division of corporations.

If you have any questions or need additional information please do not hesitate to contact this office.

Thank you for your assistance in this request.

Yours truly,


Tina Pensenti



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 21, 2006

TINA PENSENTI
JORDAN FIELD, PA
416 SE CORTEZ AVE
STUART, FL 34994

SUBJECT: AVONLEA PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W06000050971

We have received your document for AVONLEA PROPERTY OWNERS' 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 person designated as registered agent in the document and the person signing as registered agent must be the same.

An effective date may be added to the Articles of Incorporation **if a 2007 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 206A00067895

11-29-06

SEE ATTACHED CORRECTIVE

Thank You!

RECEIVED
06 DEC -1 AM 10:42
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 1, 2006

TINA PSENTEI
JORDAN FIELD, PA
416 SE CORTEZ AVE
STUART, FL 34994

RECEIVED
06 DEC -7 AM 10:23
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: AVONLEA PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W06000050971

We have received your document for AVONLEA PROPERTY OWNERS' 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):

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 506A00069213

12-6-06

- ADDRESS ADDED -
PAGE 1 - please process ASAP.

Thank You.

ARTICLES OF INCORPORATION
OF
AVONLEA PROPERTY OWNERS' ASSOCIATION, INC.

(A not-for-profit corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 (Part I), (1985) of the Florida Statutes in existence as of the date of execution of these Articles of Incorporation (the "Florida Not-For-Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be AVONLEA PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association", and its duration shall be perpetual. The principal address is: 1888 NE Jensen Beach Blvd, Jensen Beach, Fl 34957

ARTICLE II

PURPOSE

The purpose for which the Association is organized is 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 defined and set forth in that certain Declaration of Covenants and Restrictions for **AVONLEA, P.U.D.**, as the same may be amended from time to time (the "Declaration") including the establishment and enforcement of payment of charges, assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

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

2006 DEC -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Common Property in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Property;
- E. To assess fines against Members and their Parcels, in accordance with the Declaration;
- F. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- G. To make and amend By-Laws for the Association and regulations respecting the use of the Property;
- H. To pay all taxes and other assessments which are liens against the Common Property;
- I. To adopt rules and regulations and Traffic Regulations for use of the Property;
- J. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, the Declaration of Use, the Traffic Regulations and the rules and regulations promulgated by the Association for the use of the property;
- K. To provide for management and maintenance and to authorize a management entity to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments and fines, preparation of records, enforcement of rules and maintenance of the Common Property. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- L. To bring suit and to litigate on behalf of the Association, the Members and

the Owners; provided, however, that except as specifically provided in this Paragraph L, the Association shall not have the power to bring suit or to litigate on behalf of the Association, the Members or the Owners without the express prior written consent of at least seventy-five percent (75%) of the Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Association to collect assessments, enforce liens, bring injunctive action or otherwise to enforce the Declaration, these Articles of Incorporation, the By-Laws or the Rules and Regulations promulgated by the Association nor shall this restriction apply to the Association's defense of any suits or litigation brought against the Association;

M. To obtain insurance on the Insurable Property;

N. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need be a Member of the Association. After turnover of control of the Association, and so long as Developer owns any property within AVONLEA, P.U.D., Developer shall have the right to appoint one (1) member of the Board of Directors; such director need not be a Member of the Association,

however, all other directors and all officers must be Members of the Association. The number of directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting, except that Developer shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
JORDAN FIELDS	416 Cortez Avenue Stuart, FL 34994
FRANK A. WACHA, JR.	P. O. Box 1610 Jensen Beach, FL 34958
RUBEN SANTORIAN	300-210 Colorado Ave. Stuart, FL 34994

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, Vice President, Secretary and Treasurer. The following persons shall serve as officers until the first election:

<u>Name</u>	<u>Title</u>
FRANK A. WACHA, JR.	President
JORDAN FIELDS	Vice-President

RUBEN SANTORIAN

Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and officer shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII

INCORPORATOR

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

Name

Address

FRANK A. WACHA, JR., TRUSTEE

P. O. Box 1610
Jensen Beach, FL 34958

ARTICLE IX

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 of Incorporation or the Declaration, and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee. Until such time as Developer relinquishes control of the Association, no amendments to the By-Laws shall be effective unless 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 X

AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not-For-Profit Corporation Act, provided however, that no such amendments shall conflict with the terms of the Declaration or adversely affect the rights of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgage, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

NON-CONDOMINIUM ASSOCIATION

The Association is not intended to be a condominium association and is not being created in accordance with Florida Statutes Chapter 718, in existence as of the date of filing these Articles with the Florida Secretary of State.

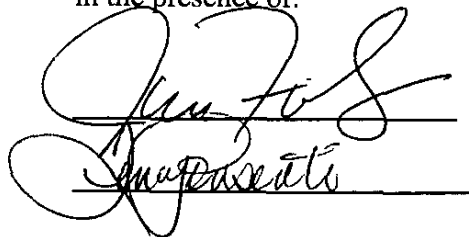
ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

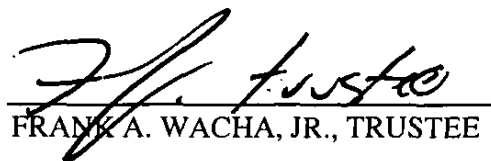
The name of the initial registered agent shall be **FRANK A. WACHA, JR. TRUSTEE**, and the street address of the registered office of the Association shall be 1888 NE Jensen Beach Blvd., Jensen Beach, FL 34957. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Stuart, Martin County, Florida, this 16 day of June, 2006.

Signed, sealed and delivered
in the presence of:



A large, stylized handwritten signature in black ink, appearing to read 'Frank A. Wacha, Jr.', is written over a horizontal line.

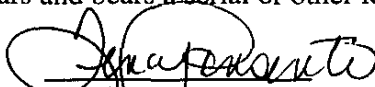


(SEAL)
FRANK A. WACHA, JR., TRUSTEE

A handwritten signature in black ink, appearing to read 'Frank A. Wacha, Jr.', is written over a horizontal line. To the right of the signature is the word '(SEAL)' in parentheses, and below the line is the printed name 'FRANK A. WACHA, JR., TRUSTEE'.

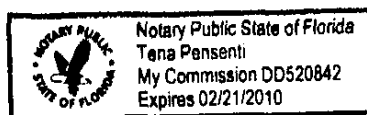
STATE OF FLORIDA)
) ss.
COUNTY OF MARTIN)

The foregoing Articles of Incorporation were acknowledged before me this 16 day of November, 2006, by FRANK A. WACHA, JR., TRUSTEE, the incorporator named therein who is personally known or who has produced the following identification KNOWN which is current or has been issued within the past five years and bears a serial or other identifying number.


Notary Public

My Commission Expires:

(NOTARIAL SEAL)



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.



FRANK A. WACHA, JR., Trustee