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FOREIGN PROFIT/NONPROFIT CORPORATION
TURTLE RUN COMMUNITY IMPROVEMENT ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
TURTLE RUN COMMUNITY IMPROVEMENT ASSOCIATION, INC.**

EFFECTIVE DATE
12/28/06

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME; PRINCIPAL OFFICE

1.1 **Name.** The name of the corporation shall be **TURTLE RUN COMMUNITY IMPROVEMENT 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."

1.2 **Principal Office and Mailing Address.** The initial principal office and mailing address of the Association shall be 5701 North Pine Island Road, Suite 310, Tamarac, Florida 33321, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act").

ARTICLE II
PURPOSE AND POWERS

2.1 **Purpose.** The purpose ("Purpose") of the Association shall be to serve as the assignee of Declarant's right to enforce certain of those restrictions set forth in the Declaration of Restrictions for Turtle Run (recorded in Official Record Book 14098, Page 742, as thereafter amended as set forth in O.R. Book 14535, Page 83, and O.R. Book 16386, Page 98, and as further amended by an Amendment to the General Protective Covenants recorded in Official Records Book 17395, at Page 428, in the Public Records of Broward County, Florida) (collectively the "Declaration"), which are more particularly described in Exhibit "A" hereto (the "Specified Restrictions"), within all property which is: (i) subject to the Declaration; and (ii) which is developed with a commercial use, is vacant and zoned for a commercial use, or is a multi-family residential development (which shall not include a townhouse development) that is not subject to a declaration of condominium (the "Restricted Properties"). The Restricted Properties at the time of adoption of these Articles are more particularly described in Exhibit "B" hereto. No real property owned by a governmental entity shall be interpreted to be included among the Restricted Properties regardless of whether such property is included in the description of Restricted Properties which is attached as Exhibit "B". The terms "Specified Restrictions" and "Restricted Properties" as defined above shall prevail over any conflicting definition in the Declaration. All other definitions set forth in the Declaration are hereby incorporated herein by this reference.

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2.2 No Individual Benefit. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

2.3 Corporate Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are necessary to carry out the Purpose and which are not in conflict with the terms of these Articles, the Assignment defined in Article 2.8 and the Declaration identified above.

2.4 Delegation. The Association shall have the power to contract for the management of the Association in a manner consistent with the Articles.

2.5 Association Property. All funds and the title 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.

2.6 Perpetual Existence. The Association shall have perpetual existence, unless dissolved in accordance with Florida law.

2.7 Distribution of Income: Dissolution.

(a) The Association shall not pay a dividend to its members and shall make no distribution of income to its members, Directors or officers.

(b) Upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Act.

(c) In the event of termination, dissolution or final liquidation of the Association, the right to enforce the Specified Restrictions on the Restricted Properties shall automatically revert to the Declarant.

2.8 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and in accordance with that certain Assignment of Rights granting to the Association the right to enforce the Specified Restrictions on the Restricted Properties (recorded in O.R. Book __, Page __ of the public records of Broward County, Florida) (the "Assignment"). The powers of the Association shall be exercised in accordance with the Declaration, the Assignment and applicable law, provided that in the event of conflict, and where required by applicable law, the provisions of applicable law shall control over those of the Declaration, these Articles and the Bylaws.

ARTICLE III MEMBERS

3.1 Entitlement to Membership. Each individual or entity that is the owner of a Restricted Parcel included in the description of Restricted Properties shall be entitled to become a member of the Association (a "Restricted Property Member"). For the purpose of these Articles and the Bylaws enacted pursuant to these Articles, a "Restricted Parcel" shall be a parcel of property: 1) which is included in the description of Restricted Properties; 2) which is under

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unified ownership; 3) in which all portions of the real property which constitute the parcel are contiguous; and 4) which is not under ownership of a governmental entity. All owners of Restricted Parcels who choose to become Members of the Association shall constitute a class of Members known as the Restricted Property Members. In addition, membership in the Association as part of a separate class of "Residential Members" shall be open to any Neighborhood Association within Turtle Run, duly formed and existing on the date that these Articles are recorded with the Secretary of State of the State of Florida, and any existing or future residential condominium association within Turtle Run, which chooses to join the Association from time to time (the "Residential Members"). A multifamily development that is a rental project and under unified ownership shall be entitled to become a Restricted Property Member. A multifamily development that is a condominium project shall be entitled to have its condominium association become a Residential Member. Upon conversion of a multi-family residential development from a rental project to a condominium project, the class of membership to which the property is entitled shall change from a Restricted Property Member to a Residential Member and the property on which the multi-family development that is converted to a condominium is located shall no longer be included in the category of "Restricted Properties" as defined herein. The Association shall have no right to impose membership obligations on the owner of any Restricted Parcel or on any entity entitled to be a Residential Member that does not elect to become a member of the Association.

3.2 Electing Membership and Assessment of Members. Individuals or entities entitled to become members of the Association ("Members") may do so by agreeing in writing, on the form attached to these Articles as Exhibit "C" (or such other form prescribed by the Board of Directors). The Board of Directors shall have the right to assess Members of the Association in order to pay for the reasonable expenses of the Association, but for no other purposes. The total amount of assessments to all Members shall be divided equally between the two classes of Members, with the Restricted Property Members as a group paying fifty percent (50%) of such total assessments and the Residential Members as a group paying fifty percent (50%) of such total assessments. The assessments charged to the Residential Members as a group shall be divided equally between them on a *per capita* basis. The assessments charged to the Restricted Property Members as a group shall be divided between them *pro rata* based on the number of votes cast by each Restricted Property Member. By agreeing to become a Member of the Association, each Member becomes contractually obligated to pay assessments charged to them as provided herein, including without limitation assessments charged to them in the fiscal year they become a Member and assessments charged to them in succeeding fiscal years if they continue to be a Member at the beginning of that fiscal year. In the event that a Member refuses to pay its assessments on a timely basis, the Board, after written notice to the Member allowing the Member fifteen (15) days to cure the non-payment, may suspend the membership rights of the Member until full payment is made. Additionally, the Board may bring legal action against a Member to collect such unpaid assessments, with the prevailing party being entitled to collect all costs of such collection action, including reasonable attorneys fees incurred at all trial and appellate levels.

3.3 Assignment of Right to Membership. Entitlement to Restricted Property Membership in the Association shall be appurtenant to and run with ownership of each of the Restricted Parcels within Turtle Run. Upon acquisition of title to a Restricted Parcel through purchase or transfer of title, the new owner shall automatically be entitled to become a Restricted

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Property Member of the Association, with the entitlement to membership appurtenant to said property automatically passing to the grantee of the property and the grantor of the property automatically relinquishing the Membership appurtenant to that property. Entitlement to membership in the Association may not otherwise be transferred, assigned or hypothecated.

3.4 Member Voting.

(a) Voting Classes. The Association shall have two (2) classes of voting membership, which shall be Restricted Property Members and Residential Members. The owner of each Restricted Parcel shall be entitled to one (1) vote per Restricted Parcel of three (3) acres or less and two (2) votes for a Restricted Parcel of more than three (3) acres. Each Residential Member shall be entitled to one (1) vote. The Association may require reasonable proof of the identity of any individual owner or the due authorization of any representative of an entity owner.

(b) Written Ballot or Written Proxy. In the election of the Association's Directors at a meeting of the Members, the vote(s) of a Member shall be cast either in person by a written ballot, or by written proxy signed by or on behalf of the Member.

(c) Actions Requiring a Vote of Members. The only actions requiring a vote of the Members shall be the election or removal of Directors, and amendments to the Articles, all as provided in these Articles. All other activities of the Association shall be carried out by the Board of Directors in the manner provided in these Articles.

3.5 Meetings of Members.

(a) Types of Member Meetings. The first meeting of the Members shall be held at the call of the incorporator to elect the Board of Directors to complete the organization of the Association. 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.

(b) Quorum. Unless otherwise provided in these Articles, a quorum of each class of members shall be necessary to conduct a meeting of Members. A quorum of the Residential Members shall require the presence in person or by proxy of at least 30% of the voting interests of that class of Members. A quorum of the Restricted Property Members shall require the presence in person or by proxy of at least 30% of the voting interests of that class of Members.

(c) Notice. Unless otherwise provided in these Articles, notice of any meeting of Members shall be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to their addresses appearing on the records of the Association. Each Member shall register a mailing address with the Secretary, and notices of meetings shall be mailed to the Member at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least ten (10) days in advance of the meeting (unless a different length of time is provided for elsewhere in these Articles) and shall set forth the general nature of the business to be transacted.

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3.6. Special Meeting of a Class of Members to Remove Director.

(a) Removal of Director. Each Director serves at the pleasure of the class of Members represented by that Director, and may be removed in the manner provided in this section, with or without cause. A special meeting of one class of Members to remove a Director representing that class shall be called by the President upon the occurrence of either of the following circumstances: (i) two Directors representing the class represented by the Director being considered for removal sign and deliver to the President a written request to remove the third Director representing that class; or (ii) delivery to the President of a written petition requesting the removal of a Director, signed by at least the number of Members in the class represented by that Director, which would constitute a quorum for that class at a meeting of Members under Section 3.5 of these Articles. Within 15 days after the occurrence of either (i) or (ii) above, the President shall call and conduct a special meeting of the Members of the class represented by the Director being considered for removal, at which only the Members of that class may vote. Written notice of the time, date and place of that special meeting shall be mailed or hand-delivered to each Member at the most recent address appearing in the records of the Association for that Member, at least ten (10) days before the special meeting is conducted, with such notice describing the general nature of the business to be conducted at that meeting, including the name of the Director who is being considered for removal and that if the Director is removed then there will also be at that meeting an election by the class of an interim replacement Director. A majority vote of the voting interests present in person, or by written proxy, at such special meeting, of that class of Members represented by the Director being considered for removal shall effectuate the removal of that Director, so long as a quorum of that class is present by person or by proxy at that special meeting.

(b) Election of Interim Replacement Director. At the same Special Meeting of a class of Members at which a Director representing that class has been removed in the manner provided under this Section, immediately following any such removal a new interim Director shall be elected by the class of members which had been represented by the removed Director to serve the remainder of the removed Director's term, in the same manner as Directors (other than the Initial Board of Directors) are elected pursuant to Section 3.5 and Article IV of these Articles.

ARTICLE IV
DIRECTORS

4.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of eight (8) Directors (the "Board of Directors"), four (4) of which shall be elected by the Restricted Property Members and four (4) by the Residential Members. Only the Restricted Property Members shall vote for the four Directors representing the Restrictive Property Members, and only the Residential Members shall vote for the four Directors representing the Residential Members. All Directors representing the Restricted Property Members shall be employees or officers of a Restricted Property Member. All Directors representing the Residential Members shall be officers of a Residential Member organization. Action by the Board of Directors requires an affirmative vote of the majority present at a meeting at which a quorum is present, but in no event less than four (4) votes.

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4.2. Notice. Fifteen (15) days notice shall be given to members of the Board of Directors for the annual and regular meetings of the Board. Written notice of each special meeting of the Board of Directors, stating the time and place thereof, shall be given to Directors not less than seventy-two (72) hours in advance of the meeting. The Board of Directors may from time to time provide for the giving of notice by electronic transmission in a manner authorized by law for meetings of the Board of Directors and its committees. Special meetings of the Directors may also be held at any place and time, without notice, by unanimous waiver of notice by all the Directors.

4.3. Quorum. A quorum of the Board of Directors shall consist of four (4) members of the Board of Directors. Directors shall have the right to participate in a regular or special meeting by, or to conduct the meeting through the use of, a means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to present in person at the meeting.

4.4. Duties and Powers. All of the duties and powers of the Association existing under these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

4.5. Enforcement Actions. The Board of Directors shall have the power to enforce the Specified Restrictions against the Restricted Properties as provided in the Declaration and Assignment. In the event the Association asserts that an owner of a Restricted Property has violated one or more of the Specified Restrictions ("Violation"), the Association, in addition to complying with any applicable requirements of the Declaration and prior to any other enforcement action regarding such Violation, shall provide to such owner: (a) written notice of the alleged Violation, (b) a reasonable opportunity to meet with the Association to resolve the alleged Violation, and (c) a reasonable opportunity to cure the Violation. No further enforcement action shall be taken by the Association until after such notice and reasonable opportunity to meet have occurred and such curative period has expired. If, following completion of the actions described in (a), (b) and (c) of this paragraph, the Association contends that the Violation remains uncured, further enforcement action shall be taken by the Association upon a majority vote of the members of the Board of Directors of the Association present at a meeting at which a quorum is present; provided that, if only that number of Directors needed to create a quorum is present, the vote for any enforcement action shall be unanimous.

4.6. Initial Directors. The initial members of the Board of Directors shall be elected and qualified at the first meeting of Members.

4.7. Election. Except as otherwise provided herein, and except for the initial members of the Board of Directors, each Director of the Association representing a class of Members shall be elected by the class of Members that Director represents at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws.

4.8. Term; Removal. Directors elected by the Members shall hold office until the next succeeding annual meeting of Members, and thereafter until their successors are elected and

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qualified. Directors may resign or be removed as provided in these Articles, and vacancies on the Board of Directors shall be filled in the manner provided in these Articles and by the Bylaws.

4.9 Vacancy. If a Director elected by a class of members shall, for any reason, cease to be a Director, only the Members within that class (i.e., either Restricted Property Members or Residential Members, as the case may be) shall vote to elect a successor to fill the vacancy for the balance of the term.

ARTICLE V OFFICERS

5.1 Officers Provided For. The Association shall have a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time elect. One person may serve in multiple officer positions.

5.2 Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office, unless removed in accordance with Article 3.6. The officers shall be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

5.3 Initial Officers. The initial officers of the Association shall be elected by majority vote of the Directors at the first meeting of Directors to serve until the next annual meeting of the Directors or until their earlier resignation, removal or death.

ARTICLE VI INDEMNIFICATION

To the extent that any person has been successful on the merits or otherwise in defense of any proceeding to which he or she has been made a party by reason of the fact that he or she is or was a director, officer, employee, or agent of the Association, or in defense of any claim, issue, or matter therein, he or she shall be indemnified by the Association against expenses actually and reasonably incurred by him or her in connection with any such successful defense. Otherwise, the Association shall not indemnify any person unless required to do so by applicable law.

ARTICLE VII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, consistent with these Articles and the Assignment, in the manner provided in the Bylaws.

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ARTICLE VIII
AMENDMENTS

8.1 **Notice.** Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption. Amendments shall require an affirmative vote of a majority of the voting interests of each class of the Members, all in the manner provided in, and in accordance with the notice provisions of, Section 617.1002 of the Act.

8.2 **No Conflict.** No amendment to these Articles of Incorporation shall be made that is in conflict with the Act or with the Assignment.**Corrections.** Notwithstanding any provision of this Article VIII to the contrary, the incorporator shall have the right to correct these Articles of Incorporation within ten (10) business days after filing to the full extent provided by Section 617.0124 of the Act.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Sebesta	6545 Greenbrier Drive Seminole, FL 33777

ARTICLE X
INITIAL REGISTERED OFFICE:
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 515 E. Park Avenue Tallahassee, Florida 32301, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be CorpDirect Agents, Inc.

ARTICLE XI
EFFECTIVE DATE

Pursuant to either Section 617.0123(2) or Section 617.0203(1) of the Act, the effective date of these Articles of Incorporation shall be December 20, 2006.


To: Fl dept of state
Subject: 0176.61771

From: Tracy Spear

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20th IN WITNESS WHEREOF, the Incorporator has affixed his signature below as of this
day of December, 2006.



Robert A. Sebesta, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Broward, State of Florida, the Association named in the said articles has named CorpDirect Agents, Inc., located at 515 E. Park Avenue Tallahassee, Florida 32301, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, the undersigned is familiar with the obligations of that position, and hereby accepts the same and agrees to act in that capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

CorpDirect Agents, Inc.

BY: David N Harris Asst. Sec.
authorized agent

DATED this 21st day of December, 2006.

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Exhibit "A"

Specified Restrictions

a. Weeds and Underbrush - No weeds, underbrush, or other unsightly growths shall be permitted to grow or remain upon any land in Turtle Run and no refuse pile or unsightly objects shall be allowed to be placed or suffered to remain anywhere thereon. In the event an Owner shall fail or refuse to keep his Plat or Unit free of weeds, underbrush, sight obstructions, refuse piles or other unsightly growths or objects, then the Declarant may enter upon said property and remove the same at the expense of the Owner, and such entry shall not be deemed a trespass, except, however that the Owner shall be given five (5) days prior written notice of such action.

b. Clothes Drying Area - No portion of any of the land in Turtle Run shall be used as a drying or hanging area for laundry of any kind unless the area is fully screened by fencing or landscaping from view from adjacent property or streets.

c. Maintenance of Parking Areas - All setback areas, yards, walkways, driveways and parking areas and drainage swales shall be maintained and kept in a neat and clean condition, free of refuse and debris.

d. Maintenance of Units and Plots - (i) Exteriors of Units and Buildings. Each Owner shall maintain or cause to be maintained all structures (including all Units) located on his Plat in a neat, orderly and attractive manner, consistent with the general appearance of Turtle Run and, as to the Units, the portion thereof in which the Units is located taking into account, however, normal weathering and fading or exterior finishes, but not to the point of unsightliness, in the judgment of the Declarant. (ii) Plots. Each Owner shall maintain the trees, shrubbery, grass and other landscaping, and all parking, pedestrian, recreational and other open areas, on his Plot in a neat, orderly and attractive manner, consistent with the general appearance of the developed portions of Turtle Run and, as to Units, the portion thereof in which the Unit is located. The minimum (though not sole) standard for the foregoing shall be the general appearance of Turtle Run (and the applicable portion thereof as aforesaid) as initially landscaped (as such standard is subject to being automatically raised by virtue of the natural and orderly growth and maturation of applicable landscaping, as properly trimmed and maintained.)

e. Air Conditioners (limited to the following language) - All air conditioning units shall be shielded and hidden so that they shall not be readily visible from any adjacent streets or properties. No air conditioning units may be mounted through windows or walls.

To: Fl dept of state
Subject: 0176.61771

From: Tracy Spear

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Exhibit "B"

Restricted Properties

For the purpose of these Articles of Incorporation, "Restricted Properties" shall be defined to include: all property which is: (i) subject to the Declaration; and (ii) which is developed with a commercial use, is vacant and zoned for a commercial use, or is a multi-family residential development (which shall not include a townhouse development) that is not subject to a declaration of condominium. At the time of execution of these Articles of Incorporation, "Restricted Properties" includes the following tracts and parcels: Parcels R, K, H-1, H-2, C-1, C-3 and C-4, and Parcels B-1, B-2, M-1, M-2, Q-1, Q-2 and Q-3. Further, property owned by any governmental entity or used for any governmental purpose shall not be subject to any action seeking to enforce the Specified Restrictions.

To: Fl dept of state
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Exhibit "C"

Form of Agreement to Become Member

Pursuant to Section 3.2 of the Articles of Incorporation of **TURTLE RUN COMMUNITY IMPROVEMENT ASSOCIATION, INC.** (the "Association"), the undersigned hereby agrees to be a Member of the Association and to assume all of the obligations that are conferred and imposed upon such Members, including without limitation the obligation to pay assessments, in accordance with the terms of those Articles of Incorporation.

Dated: _____

Signature

Print Name

Capacity of Signatory (if Member is not an individual)