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Preston O Cockey Jr., P. 8132755016

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Gardens Pointe Owners Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GARDENS POINTE OWNERS ASSOCIATION, INC**

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is GARDENS POINTE OWNERS ASSOCIATION, INC. (the "Association").

**ARTICLE II  
PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain profit, direct or indirect to its Members, and its primary purposes are:

A. To administer and enforce, within Gardens Pointe, a commercial development located in the City of Palm Beach Gardens, Florida (the "Property"), the Declaration of Covenants, Conditions, Easements and Restrictions for Gardens Pointe, which has been or will be recorded in the Public Records of Palm Beach County, Florida (the "Declaration"); and

B. To operate, maintain, preserve or replace the Common Maintenance Areas (as defined in the Declaration) located on the Property and any property owned by the Association; and

C. To own such property as may be conveyed to the Association; and

D. To establish, levy, collect, and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration, these Articles, or the Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and

E. To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and

F. To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and

G. To otherwise exercise the powers granted to the Association under the Declaration and conferred by law including Chapter 617, Florida Statutes, or which may be necessary or incidental to any of the above powers.

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### **ARTICLE III DURATION**

The term for which the Association is to exist is perpetual unless the Association is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the Association shall comply with the Declaration.

### **ARTICLE IV MEMBERS**

The Members of the Association shall be all owners of Tracts within Gardens Pointe (as defined in the Declaration).

### **ARTICLE V INCORPORATOR**

The name and address of the incorporator of these Articles is:

Robert Vail	c/o Kolter Communities
	1601 Forum Place, Suite 805
	West Palm Beach, FL 33401

The address of the initial principal office of the corporation is: 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401.

### **ARTICLE VI BOARD OF DIRECTORS**

The corporation shall be governed by a Board of Directors (the "Board") consisting initially of three (3) persons. Directors shall be selected and removed as provided in the Bylaws of the Association (the "Bylaws"). A vacancy on the Board shall be filled by the majority vote of the remaining Directors.

### **ARTICLE VII OFFICERS**

The affairs of the Association are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws may provide for from time to time. Officers shall be elected annually by the Board at the first meeting of the Board following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board. A person may hold more than one office simultaneously.

### **ARTICLE VIII MEMBERSHIP**

Each Owner of a Tract shall be a member of the Association and shall be entitled to

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certain voting rights and numbers of votes, all as more fully set forth in the Declaration. When more than one (1) person holds an ownership interest in a Tract, a vote for such Tract shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting, as provided in the Declaration.

#### **ARTICLE IX STOCK; DISTRIBUTIONS; COMPENSATION**

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of the income of the Association, if any, to its Members, Directors or officers. However, the Association shall not be prohibited from reasonably compensating its Members, or Directors or officers for services rendered, nor shall the Association be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

#### **ARTICLE X ADDITIONAL POWERS**

The Association shall have all the powers set forth and described in Chapter 617, Florida Statutes (as presently existing or as may be amended from time to time), these Articles of Incorporation, the Bylaws, and the Declaration. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of the Declaration, these Articles, or the Bylaws.

#### **ARTICLE XI INDEMNIFICATION**

The Association shall indemnify all persons who may serve or who have served at any time as Directors or officers and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party of which may be asserted against any of them, by reason of having been a Director or officer of the Association, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or officer may otherwise be entitled.

#### **ARTICLE XII TRANSACTIONS WITH INTERESTED PARTIES**

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of the Association is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with like force and effect, as if

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be or she were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

#### **ARTICLE XIII AMENDMENT**

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a vote of not less than two-thirds (2/3's) of the voting interests of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a majority of the Board at any duly convened meetings of the Board and accepted by sixty-five percent (65%) of the voting interests of the Members present at any duly convened membership meeting. Any Member of the Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Further, no amendment shall be made that is in conflict with the Declaration.

#### **ARTICLE XIV BYLAWS**

The first Bylaws of the Association shall be adopted by the initial Board and may be amended as provided in the Bylaws and the Declaration.

  
\_\_\_\_\_  
Robert Vail, Incorporator

Date: November 12, 2007.

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**DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

The initial registered agent of the Association shall be Robert Vail. The initial registered office of this corporation shall be 1601 Forum Place Suite 805,  
West Palm Beach FL 33401.

**ACCEPTANCE**

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 48.091, Florida Statutes.

  
\_\_\_\_\_  
Robert Vail, Registered Agent

Date: 11/12/07, 2007.

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