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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-19-10
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160

ELLEN M. CLARK
1942 NE 2nd Street
Deerfield Beach, Florida 33441
(954) 461-7161

August 16, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

***RE: SUN RAY MAR TOWNHOMES HOMEOWNERS
ASSOCIATION, INC.***

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Sun Ra Mar Townhomes Homeowners Association, Inc. with Acceptance of Registered Agent for filing with the Secretary of State. Also enclosed is our check in the amount of \$78.75 for the filing fee and certified copy. Please return the certified original copy to me in the envelope provided.

If you have any questions, please call. Thank you.

Very truly yours,


Ellen M. Clark

/emc
Enclosures

ARTICLES OF INCORPORATION
FOR
SUN RAY MAR TOWNHOMES
HOMEOWNERS ASSOCIATION, INC.

FILED
2010 AUG 18 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Article of Incorporation for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

1. **NAME:** The name of the corporation is SUN RAY MAR TOWNHOMES HOMEOWNERS ASSOCIATION, INC and is hereafter referred to as "the Association".

2. **PRINCIPAL OFFICE AND MAILING ADDRESS:** The principal office address and mailing address of the Association is 1942 NE 2nd Street, Deerfield Beach, Florida 33441.

3. **DURATION:** The Association shall have perpetual existence, provided, however, that in the event the Association is dissolved, any property consisting of a surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then any such surface water management system shall be dedicated to a similar not-for-profit corporation.

4. **PURPOSES AND POWERS OF THE ASSOCIATION:** The specific primary purposes for which the Association is formed are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions and Easements for SUN RAY MAR TOWNHOMES (the "Declaration"). All terms used herein and in the Bylaws shall have the meanings, if any, assigned to them in the Declaration.

In furtherance of such purposes, the Association by and through its Board of Directors shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions and Easements for SUN RAY MAR TOWNHOMES (the "Declaration") as may be amended from time to time, as recorded or to be recorded in the Public Records of Broward County, Florida; said Declaration is incorporate herein as if set forth at length, and any initial capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Declaration;
- (b) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed on the property of the Association;
- (c) Acquire, own, hold, improve, build on, operate, maintain, convey , sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association:
- (d) Borrow money and, subject to the consent of sixty-seven (67%) percent of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, grant, release, convey, alienate or transfer all or any part of the common properties to any public agency, authority, utility, private party or entity;
- (f) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to contract for the management and maintenance of the Common Properties 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 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 the execution of contracts on behalf of the Association;

- (g) Collect on behalf of the Association all costs or charges which may be due to the Association in addition to the Assessments or Common Expenses for the use of any Common Properties which may be granted therein;
- (h) Sue and be sued; and
- (i) Have and exercise any and all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have to exercise.

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

5. **MEMBERS:** Every person or entity who is a record Owner of a fee or undivided fee interest in any Townhome Lot (as defined in the Declaration) which is subject by covenants of record to assessment by the Association and the Declarant shall be a member of the Association (hereinafter referred to as a "Member(s)"). Notwithstanding the foregoing, any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member. Membership in the Association shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association.

6. **VOTING RIGHTS:** Voting shall be in accordance with Article 4 of the Declaration.

7. **DIRECTORS:** 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 of Sun Ray Mar Townhomes Homeowners Association, Inc. (the "Bylaws"), but which, prior to the Declarant's turnover of control of the Association to the Owners other than Declarant, shall consist of not less than three (3) Directors. Directors of the Association shall be elected at the annual meeting of the Members in the manner set forth in the Bylaws.

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 of Directors, its agents, contractors or employees, subject only to approval of Townhome Lot Owners when such approval is specifically required and except as provided in the Declaration.

The names and addresses of the persons who are to serve as the initial Directors are:

Name:	Address:
Ellen M. Clark	1942 NE 2 nd Street Deerfield Beach, FL 33441
Matthew K. Warren	529 E. Jefferson Avenue Kirkwood, MO 63122
Ermess Goliani	17 Angelica Court Princeton, NJ 08540

8. **REGISTERED AGENT:** The name and address of the registered agent of the Association is Ellen M. Clark, 1942 NE 2nd Street, Deerfield Beach, Florida 33441

9. **AMENDMENTS:** Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of sixty-seven (67%) percent of the Members of the Association, provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (b) that these Articles shall not be amended in any manner without the prior written consent of the Declarant to such amendment for so long as the Declarant is the Owner of any Unit located within the Property, and (c) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration. Notwithstanding anything herein to the contrary, the Declarant shall be permitted to unilaterally amend these Articles and the

Bylaws of the Association so long as the Declarant is entitled to appoint a majority of the directors of the Association.

10. **INDEMNIFICATION:** Every director an every officer of the Association and each member of any Committee and Tribunal as provided in the Bylaws, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director or officer of the Association, whether or not a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provide for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled under statute or common law.

11. **BYLAWS:** The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

12. **INCORPORATOR:** The name and address of the incorporator is:

Name

Ellen M. Clark

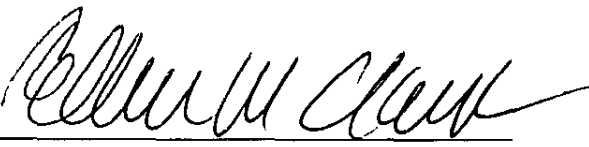
Address

1942 NE 2nd Street
Deerfield Beach, FL 33441

13. **OFFICERS:** The names of the officers who shall serve until their successors are designated by the Board of Directors in the manner set forth in the Bylaws are as follows:

President/Treasurer:	Ellen M. Clark
Vice President:	Matthew K. Warren
Secretary:	Francesca J. Casano


IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 16th day of August, 2010.

By: 
Ellen M. Clark, President

ACCEPTANCE OF REGISTERED AGENT

I, ELLEN M. CLARK, being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and I hereby restate my acceptance of the obligation of the position of Registered Agent under Section 617.0501, Florida Statutes.

EXECUTED this 16th day of August, 2010.

By: 
Ellen M. Clark