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October 11, 2013

VIA FEDERAL EXPRESS

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

RE: FILING – ST GEORGE Homeowners Association, Inc., ARTICLES OF INCORPORATION

Dear Sir or Madam:

Please find enclosed the following documents for filing in connection with the above-referenced matter.

1. CHECK 48298 – in the amount of 87.50 filing fee
2. Articles of Incorporation – not for profit for filing

Please take the necessary steps to have the documents filed and return the certified documents to me as soon as possible.

Thank you for your attention and cooperation.

Sincerely yours,

Jonna J. Archer, CP

Enclosures

ARTICLES OF INCORPORATION
FOR
ST. GEORGE HOMEOWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

ARTICLE I
NAME

The name of this not-for-profit corporation shall be ST. GEORGE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit (the "Association"). The principal office and mailing address of the Association shall be 4400 N. Federal Highway, Suite #30, Boca Raton, FL 33431, or at such other place as may be designated from time to time by the Board of Directors.

ARTICLE II
PURPOSE

The general nature, objective and purpose of the Association is to serve and promote the collective interests of the owners of Units at the townhouse development in Delray Beach, Palm Beach County, Florida, known as St. George ("Property"), as those interests relate to the Property which is subject to a Declaration of Covenants, Restrictions and Easements to be recorded in the Public Records of Palm Beach County, Florida and amended from time to time (the "Declaration") (Capitalized terms used in these Articles of Incorporation and not otherwise defined herein shall have the meanings given them in the Declaration). Specific purposes of the Association include, but are not limited to, operation and maintenance of the Common Areas, if any, and the enforcement of terms and restrictions as set forth in the Declaration.

ARTICLE III
GENERAL POWERS

The Association shall have all of the powers provided for in Chapter 617 and Chapter 720 of the Florida Statutes, as amended from time to time, together with all other powers

conferred by the Declaration, these Articles and/or the Bylaws, including but not limited the power to assess Members for the costs of performing Association duties and otherwise fulfilling its purposes, to maintain, repair, replace, operate and manage Common Areas and such surface water management system as the appropriate local governmental agencies may authorize and require, to promulgate rules and regulations to effectuate the Association's purposes and to do any and all acts necessary or expedient for carrying out any and all of the activities, objects and purposes consistent with the provisions set forth in these Articles, the Declaration or the Bylaws and not prohibited by the laws of the State of Florida.

ARTICLE IV
MEMBERS

1. A person or entity shall become a Member of the Association upon becoming the Owner of any Unit within the Property. Membership shall continue until such time as the Member transfers or conveys the interest of record or the interest is transferred and conveyed by operation of law. If title to a Unit is held by more than one person, each person shall be a Member of the Association, but no Unit shall be entitled to more than one (1) vote. Membership shall be appurtenant to and may not be separated from ownership of a Unit. The Declarant, by subjecting additional real property to the Declaration, may create additional memberships in the Association and may designate the ownership basis for such additional membership.

2. There shall be two classes of Members. Class A Members shall be all Owners other than the Class B Member. The Class B Member shall be the Declarant. Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE V
VOTING INTERESTS AND ASSESSMENTS

1. Voting rights of each class of membership shall be as provided in the Declaration or

Bylaws of the Association.

2. The Declarant shall have the right (but not the obligation) to appoint a majority of the Board of Directors until the Turnover date, as described in the Declaration and Bylaws.

3. The Association will obtain funds with which to operate, by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

ARTICLE VI
BOARD OF DIRECTORS

1. The affairs of the Association shall initially be managed by a Board of Directors consisting of three (3) Directors. From and after Turnover date, the Board of Directors shall consist of not less than three (3) Members, as established by a duly adopted resolution of the Board of Directors. Election and removal of Directors shall be as provided in the Bylaws.

2. The names of the members of the first Board of Directors who shall hold office until the Turnover date as provided in the Bylaws, or until their successors are elected or appointed or have qualified, shall be as determined by Declarant.

ARTICLE VII
OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws.

ARTICLE VIII
CORPORATE EXISTENCE

The Association shall have perpetual existence; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an

appropriate agency of local government and if not accepted thereby, then it must be conveyed to a similar non-profit corporation.

ARTICLE IX
INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

1. The Association hereby indemnifies each and every Director, officer or Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer or committee member, or in his capacity as Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, officer or committee member did not act in good faith and in the reasonable belief that such action was unlawful; and

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member for the Association, or by

reason of his being or having been a Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in revelation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director, officer or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE X
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation.

ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION

Except as otherwise required by applicable law, these Articles of Incorporation may be altered, amended or repealed as follows:

(i) Prior to the fist conveyance of a Lot or Unit by Declarant, only by an instrument in writing signed by Declarant;

(ii) After the first conveyance of a Lot or Unit as described above, and prior to the Turnover date, only by a majority vote of the Board of Directors, without the prior consent of the Members, at a duly call meeting of the Board of Directors; and

(iii) After the Turnover date, only by the affirmative vote of a majority of the Members present, in person and by proxy, at a duly called meeting of the membership.

Notwithstanding anything contained herein to the contrary, until such time as Declarant no longer owns any Lot or Unit, no amendment affecting Declarant shall be effective without the prior written consent of Declarant.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

ALEJANDRO GOMEZ
4400 N. Federal Highway, Suite #30
Boca Raton, FL 33431

ARTICLE XIII
REGISTERED AGENT

The registered office of the Association shall be:

4400 N. Federal Highway, Suite #30
Boca Raton, FL 33431

The registered agent at said address shall be: ALEJANDRO GOMEZ.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this _____ day of October, 2013.

Alejandro Gomez
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED OFFICE / REGISTERED AGENT

Having been designated to accept service of process for the above-stated Corporation at the place set forth hereinabove, ALEJANDRO GOMEZ, hereby accepts such appointment and agrees to act in such capacity and to comply with all provisions of Section 617.0503 of the Florida Statutes. The undersigned is familiar with, and accepts the obligations of that position.

BY: _____
Alejandro Gomez
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY, that on this 10th day of October, 2013, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared ALEJANDRO GOMEZ, who is ~~personally known to me~~ DRIVERS LICENSE and who did take an oath.

(SEAL)

_____
Notary Public, State of Florida

My Commission expires:

G. GAIL CLARK
MY COMMISSION # EE 217414
EXPIRES: September 10, 2016
Bonded Thru Notary Public Underwriters

T:\CLIENTS\KH Sandcastles (Creation St George HOA Docs) 13080-02\Articles of Incorporation for St George 10-7-13 doc

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