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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Australlan Belvedere Owners Association, Inc.**

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H17000082075 3

**ARTICLES OF INCORPORATION****AUSTRALIAN BELVEDERE OWNERS ASSOCIATION, INC.  
(A Corporation, Not-for-Profit)**

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create a corporation for the purpose and with the powers herein mentioned.

**ARTICLE I****NAME AND ADDRESS**

The name of the corporation, herein called the "Association," is AUSTRALIAN BELVEDERE OWNERS ASSOCIATION, INC., and its address is 3708 West Swann Avenue, Suite 200, Tampa, FL 33609.

**ARTICLE II****DEFINITIONS**

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Declaration of Covenants, Conditions and Restrictions and Reciprocal Easement Agreement dated March 24, 2017, executed by BW AUSTRALIAN BELVEDERE LLC, a Florida limited liability company, and other property owners named therein, if any (the "Declaration"), as it may be amended from time to time.

**ARTICLE III****PURPOSE AND POWERS**

3.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate the Australian Belvedere development, located in Palm Beach County, Florida.

3.2 Declaration Controls. These Articles are subject and subordinate to the Declaration. In the event any provision hereof conflicts with the provisions of the Declaration, the Declaration shall control.

3.3 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation, not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration, or the By-Laws of this Association, or any other restrictions of Australian Belvedere Owners Association, and it shall have all the powers and duties reasonably necessary to operate the

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H17000082075 3

H17000082075 3

Association pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- A. To own and convey property;
- B. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;
- C. To own, lease, maintain, repair, replace, add to or operate the Association Maintained Areas;
- D. To purchase insurance upon the Association Maintained Areas for the protection of the Association and its members;
- E. To reconstruct improvements after casualty and to make further capital improvements or additions to the Association Maintained Areas;
- F. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and Association Maintained Areas and the operation of the Association;
- G. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;
- H. To contract for the operation and maintenance of the Association Maintained Areas and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;
- J. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association;
- K. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws;
- L. To maintain the Association Maintained Areas. Moreover, the Association shall operate, maintain, and manage the Association Maintained Ponds in a manner consistent with South Florida Water Management District permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement

H17000082075 3

H17000082075 3

provisions) which relate to the Water Detention and Drainage Facilities. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Association Maintained Ponds in accordance with the Declaration;

M. To require all Owners (as defined in the Declaration) to be Members of the Association;

N. To take any other action necessary for the purposes for which the Association is organized; and

O. To exercise any and all rights set forth in the Florida Statutes.

#### ARTICLE IV

##### MEMBERSHIP

4.1 Qualification. The Members of the Association shall consist of all Owners as defined in the Declaration, and as further provided in the By-Laws.

4.2 Change of Memberships. Change of membership shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument transferring title to the Parcel, and by the delivery to the Association of a copy of such instrument.

4.3 Assignment of Membership Rights. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his fee simple interest in a Parcel.

4.4 Voting. The Members of the Association shall be entitled to one (1) vote for each Parcel owned by them. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

#### ARTICLE V

##### TERM

5.1 Term. The term of the Association shall be perpetual.

5.2 Dissolution. In the event of dissolution, the control or right of access to any portion of the Properties containing the Association Maintained Ponds shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Association Maintained Ponds are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

#### ARTICLE VI

##### BY-LAWS

H17000082075 3

H17000082075 3

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

## ARTICLE VII

### AMENDMENTS

7.1 Procedure. Amendments to these Articles shall be proposed and adopted in the following manner:

A. Until Turnover of Control (as defined in the Declaration), BW AUSTRALIAN BELVEDERE LLC, a Florida limited liability company (the "Developer"), shall have the unilateral right to amend these Articles; provided that such amendment is consistent with the provisions of the Declaration.

B. After election of a majority of the Board other than by the Developer, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by the Members representing at least fifty percent (50%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the Members no later than the next annual meeting for which proper notice can be given.

C. After election of a majority of the Board by Members other than by the Developer, these Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the Members present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the total voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

D. Any proposed amendment to these Articles, which would affect the Water Detention and Drainage Facilities (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

E. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Palm Beach County, Florida.

## ARTICLE VIII

### DIRECTORS AND OFFICERS

8.1 Appointment by Developer. All Directors shall be appointed by the Developer until Turnover of Control.

8.2 Initial Board. The names and addresses of the initial Board of Directors are:

HENRY G. HILSMAN

3708 West Swann Avenue  
Tampa, FL 33609

H17000082075 3

H17000082075 3

T. AUSTIN SIMMONS

3708 West Swann Avenue  
Tampa, FL 33609

BRADFORD G. DOUGLAS

3708 West Swann Avenue  
Tampa, FL 33609

8.3 Election by Owners. Upon and after Turnover of Control, subject to Article XI, all Directors shall be elected by the Owners in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

8.4 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

8.5 Election of Officers. The business of the Association shall be conducted by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the initial organizational meeting and then the annual meeting of the Members of the Association thereafter and shall serve at the pleasure of the Board.

## ARTICLE IX

### INDEMNIFICATION

9.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he or she may be a party because of his or her being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or Officer derived an improper personal benefit

9.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the

H17000082075 3

H17000082075 3

Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may otherwise be entitled at law and law in equity.

#### ARTICLE X

##### PRINCIPAL OFFICE

The principal office of the Association shall be located at 3708 West Swann Avenue, Suite 200, Tampa FL 33609. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

#### ARTICLE XI

##### TURNOVER

Turnover of Control of the Association ("Turnover of Control") shall be as defined in the Declaration.

#### ARTICLE XII

##### INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows;

TIMOTHY A. SIMMONS

3708 West Swann Avenue, Suite  
200, Tampa FL 33609

#### ARTICLE XIII

##### REGISTERED AGENT

The initial registered agent of the Association is TIMOTHY A. SIMMONS at 3708 West Swann Avenue, Suite 200, Tampa FL 33609. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

H17000082075 3

H17000082075 3

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 24<sup>th</sup>  
day of March, 2017.

INCORPORATOR:


  
Name: Timothy A. Simmons

STATE OF FLORIDA

COUNTY OF Hillsborough

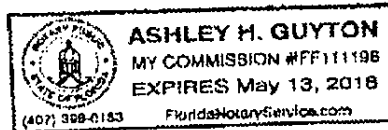
The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 2017, by  
Timothy A. Simmons who is personally known to me or produced \_\_\_\_\_ as identification.

Notary (Seal)

  
Notary Public

(Seal) Printed Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_





H17000082075 3

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: \_\_\_\_\_  
Name: Timothy A. Simmons  
Date: March 24, 2017

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