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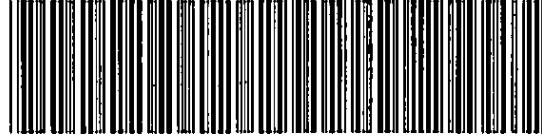
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2019 SEP 18 PM 4:07
CLERK OF COURT
ALABAMA

COVER LETTER

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

SUBJECT: ADDILYN HOMEOWNERS ASSOCIATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MITCHELL T. MCRAE, ESQ.

Name (Printed or typed)

6300 WEST ATLANTIC AVE., SUITE 412

Address

DELRAY BEACH, FL 33484

City, State & Zip

561-638-6600 (EXT. 1)

Daytime Telephone number

mmcrae@mcraselawfirm.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

FILED

ARTICLES OF INCORPORATION OF
ADDILYN HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

2019 SEP 18 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I
NAME

The name of the corporation is ADDILYN HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
INITIAL ADDRESS

The initial address of the Principal Office is 5300 W. Atlantic Avenue, Suite 412, Delray Beach, FL 33484. The Registered Office of the Association is 5300 W. Atlantic Avenue, Suite 412, Delray Beach, FL 33484, and the name of the Registered Agent is Mitchell T. McRae, Esq.

ARTICLE III
DEFINITIONS

All definitions in the Declaration of Covenants, Conditions and Restrictions for ADDILYN ("Declaration"), to be recorded in the Public Records of Broward County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to carry out its obligations and duties pursuant to the terms of the Declaration, including but not limited to providing for the operation, maintenance and architectural control of the Lots and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described on EXHIBIT "A" attached to the Declaration and to promote the health, safety and welfare of the members of the Association.

ARTICLE V
POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of the Association and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or Bylaws of the Association; to 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 against the property of the Association:

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association, and as to real property, only with the assent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(d) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(e) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of Members entitled to vote two-thirds (2/3rds) of the votes of the Association, except as otherwise provided in ARTICLE II of the Declaration; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(f) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer (except for utility easements for operation of the Properties) shall be effective without obtaining consent of Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Lot; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(g) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized:

(h) To sue and be sued, and have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise, including as set forth in Chapters 617 and 720, Florida Statutes:

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system;

(j) To operate, maintain and manage, and the duty to operate, maintain and manage, the SWM System (as defined in the Declaration) in a manner consistent with the requirements of the South Florida Water Management District ("SFWMD") Permit and the Central Broward Water Control District ("CBWCD") Permit (as each is defined in the Declaration) and applicable SFWMD and CBWCD rules.

and shall assist in the enforcement of the restrictions and covenants contained therein and shall be responsible for assessing and collecting fees for the operation, maintenance, and if necessary, replacement of the SWM System, and shall levy and collect adequate assessments for such purposes.

ARTICLE VI **MEMBERSHIP AND QUORUM**

(a) Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

(b) The presence at any meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the Association shall constitute a quorum for any action.

ARTICLE VII **VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners (with the exception of the Declarant during such time Declarant is the Class B member, but thereafter, Declarant shall also be a Class A member if Declarant is an Owner), and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to one hundred (100) votes. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) Three months after ninety percent (90%) of all Lots in ADDILYN have been conveyed to Members; or

(b) Such earlier date as Declarant may determine. This event shall in no way affect ownership of the Lots.

ARTICLE VIII **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons who need not be members of the Association. The first Board shall consist of three (3) members. The number of Directors may be increased up to the maximum of seven (7) upon the first election of Directors, as provided in the Bylaws.

Directors of the Association shall be elected at the annual meeting in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve pursuant to the Bylaws and any vacancies in their number occurring shall be filled as the Bylaws provide.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Zave Aberman
Jessica Aberman
Eric Aberman

All located at: 5300 W. Atlantic Avenue, Suite 412, Delray Beach, FL 33484

Upon the resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Association who was elected by the First Board, the Association shall remise, release, acquit, and forever discharge such Director or officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversy, agreements, promises, variances, trespasses, damages (except to the extent any such damages are covered by insurance), judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Members had, now have, or will have; or which any personal representative, successor, heir or assign of the Association or Members hereafter may have against such Director or officer by reason of his having been a Director or officer of the Association.

ARTICLE IX **DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of Florida. The Association shall exist in perpetuity.

ARTICLE X **AMENDMENTS**

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

(a) Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by Members entitled to vote at least twenty-five (25%) percent of the voting interests of the Association, and delivered to the Secretary.

(b) Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid at least (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.

(c) Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Members entitled to vote at least two thirds (2/3rds) of the voting interests of the Association.

(d) By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

(e) Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendments so adopted.
- (iii) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees with the office of the Secretary of State, State of Florida, for approval and will be effective upon such filing.

Notwithstanding the foregoing provisions of this Article X so long as the Declarant holds Lots for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant if in the sole opinion of Declarant, which shall be binding, such amendment affects the rights of Declarant or affects the Declarant's ability to sell or lease Lot in the Project.

ARTICLE XI **SUBSCRIBER**

The name and address of the Subscriber of these Articles of Incorporation are as follows:

Name

Address

ZAVECO DEVELOPMENT, LLP, a Florida limited liability partnership	5300 W. Atlantic Avenue, Suite 412 Delray Beach, FL 33484
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ARTICLE XII **OFFICERS**

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Zave Aberman
Vice President/Secretary:	Jessica Aberman
Treasurer:	Eric Aberman
All located at:	5300 W. Atlantic Avenue, Suite 412 Delray Beach, FL 33484

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ARTICLE XIII
AMENDMENT TO BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded as therein set forth.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association including reasonable counsel fees and professional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director shall be finally adjudged in such actions, suit or proceeding to be liable or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

ARTICLE XV
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

ARTICLE XVI
DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes. Any Member may petition the local Circuit Court for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of said Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

In the event of termination, dissolution or final liquidation of the Association, the portions of the Common Area containing the surface water and stormwater management system and water management portions of the Common Area, together with the right to enforce any rights contained in or reserved under any Drainage Easement, or Drainage, Flowage and Storage Easement (as defined in the Declaration) located on any other areas or Lots deemed the responsibility of the Association to enforce under the Declaration, shall be conveyed to an appropriate agency of local government; or if local government declines to accept the conveyance, the surface water management system and water management portion of the Common Area, together with the right to enforce any rights contained in or reserved under any Drainage Easement, or Drainage, Flowage and Storage Easement located on any other areas or Lots deemed the responsibility

of the Association to enforce under the Declaration, are to be transferred to and accepted by a similar non-profit corporation or entity which complies with Rule 62-330.310, Florida Administrative Code, and be approved by the SFWMD and CBWCD (as each is defined in the Declaration) prior to such termination, dissolution or liquidation.

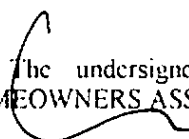
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 17 day of September 2019

ZAVECO DEVELOPMENT, LLP, a
Florida limited liability partnership

By: 

Name: Zave Aberman

Title: Authorized Representative of a General Partner

 The undersigned hereby accepts the designation of **Registered Agent** of ADDYLIN HOMEOWNERS ASSOCIATION, INC., as set forth in Article II of these Articles.

Print Name: Mitchell T. McRae, Esq.

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SECRETARY OF
FALLAHASSEE, FLORIDA