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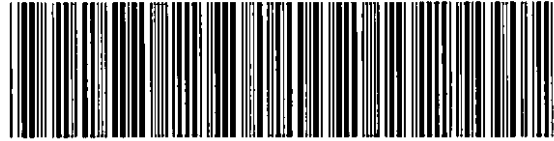
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ESTATES AT OCEAN DELRAY

HOMEOWNER ASSOCIATION INC

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

Signature _____

Requested by: Seth

08/03/21

Name _____

Date _____

Time _____

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ARTICLES OF INCORPORATION
FOR
ESTATES AT OCEAN DELRAY HOMEOWNERS ASSOCIATION, INC.

I. NAME

The name of the non-stock corporation shall be ESTATES AT OCEAN DELRAY HOMEOWNERS ASSOCIATION, INC., a corporation not for profit (the "Association"). The Association's principal office and mailing address shall be c/o JD REALTY HOLDINGS, LLC, 70 Hudson Street, Suite 5A, Hoboken, NJ 07030 (the "Developer"), or at such other place as may be designated from time to time by the Board of Directors.

II. PURPOSES

The general nature, object and purpose of the Association is to serve and promote the collective interests of the owners of property within the community to be known as "ESTATES AT OCEAN DELRAY" located in Palm Beach County, Florida (the "Property") as those interests relate to the Property subject to the Declaration of Covenants and Restrictions therefor, as may 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, operate, administer, manage, and maintain the Association, and to enforce the terms, covenants, obligations, and restrictions as set forth in the Declaration.

III. GENERAL POWERS

The Association shall have all of the powers provided for in Chapter 617, Florida Statutes, as amended from time to time, together with all other powers conferred by the Declaration, these Articles and/or the By-Laws, including but not limited to the power to assess Members for the costs of performing Association duties as set forth in these Articles of Incorporation, the Bylaws, and the Declaration, and otherwise fulfilling its purposes, to maintain, repair, replace, operate and manage any Limited Common Area and Common Area and such surface water management system as the appropriate local governmental agencies may authorize and require, to maintain the necessary insurance pursuant to the Beach Access Easement, 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 By-Laws and not prohibited by the laws of the State of Florida.

IV. MEMBERS

A. A person or entity shall become a Member of the Association upon becoming the Owner of any Lot 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 Lot is held by more than one person, each person shall be a Member of the Association, but no Lot shall be entitled to more than one (1) vote. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot. The Declarant or the Developer, by subjecting

additional real property to the Declaration, may create additional membership in the Association and may designate the ownership basis for such additional membership.

B. 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 and/or the Developer.

V. VOTING INTERESTS AND ASSESSMENTS

A. Voting rights of each class of membership shall be as provided in the By-Laws of the Association.

B. The Developer shall have the right (but not the obligation) to appoint a majority of the Board of Directors until the Turnover, as described in the Declaration and By-Laws.

C. 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 By-Laws of the Association relating thereto.

VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. As long as the Developer has the right to appoint a majority of the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. Election and removal of Directors shall be as provided in the By-Laws.

B. The names of the initial members of the first Board of Directors who shall hold office until Turnover as provided in the By-Laws, or until their successors are elected or appointed or have qualified, are as follows:

Rey Grabato
John M. Farina
Glenn La Matina

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 By-Laws. The names of the officers who are to manage the affairs of the Association until their successors are duly elected and qualified are:

<u>President</u>	Rey Grabato 1 Harmon Plaza, 9th Floor Secaucus, NJ 07094
<u>Vice President</u>	John Farina 1 Harmon Plaza, 9th Floor Secaucus, NJ 07094

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COMMUNITY DEVELOPMENT
HILL

Secretary/Treasurer Glenn La Matina
1 Harmon Plaza, 9th Floor
Secaucus, NJ 07094

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE VIII **BY-LAWS**

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 by the By-Laws.

ARTICLE IX **AMENDMENTS**

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed either by the Board or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting, except as elsewhere provided:

(a) Such approvals must be by not less than sixty (60%) percent of the Members voting in person or by proxy, together with the approval or ratification of a majority of Board; and

(b) No amendment shall make any changes in the qualifications for membership or the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the lots. No amendment shall be made that is in conflict with the Declaration. Further, provided, that no amendment shall be made without the written consent of Developer during the time that Developer is a Class B member. Further provided that no change shall be made which prejudices an Institutional Lender holding a first mortgage without the consent of all such prejudiced Institutional Lenders.

3. So long as Developer owns any Lots within the Property no amendment shall be adopted without Developer's written consent.

4. Prior to Turnover Date, these Articles may be amended solely by a majority vote of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

XI. INCORPORATOR

The name and address of the incorporator are as follows:

Thomas F. Carney, Jr.
Carney Stanton P.L.
135 S.E. 5th Avenue,
Suite 202
Delray Beach, Florida 33483

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FEDERAL RESERVE BANK
ATLANTA, GA

XII. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

The Association hereby indemnifies any 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 in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful; and 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 relation to matters as to which such person has been adjudged to have been guilty of negligence or 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.

B. 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.

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

XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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 Directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. 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.

XIV. DISSOLUTION OR MERGER OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Developer shall be returned to the Developer unless it refuses to accept the conveyance in whole or in part.
2. Common property designated as streets, if any, shall be dedicated to the appropriate local government agency.
3. Any surface water management systems owned by the Association at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not for profit corporation

to provide for the continued operation and maintenance of the surface water management system.

4. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by not less than all of the Board of Directors, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617, Florida Statutes (2021) or statute of similar import, and approved by all of the voting rights of each and every class of membership as voted by the Members.

C. The Association may be merged into another not for profit corporation upon a resolution to that effect being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of each and every class of membership, as voted by the Members; provided, however, that no merger shall be effective without the consent of the Declarant or the Developer as long as they have the right to appoint any Director to the Board of Directors of the Association, which consent may be withheld for any reason whatsoever.

XV. REGISTERED AGENT

The initial registered agent for the Association and his office shall be:

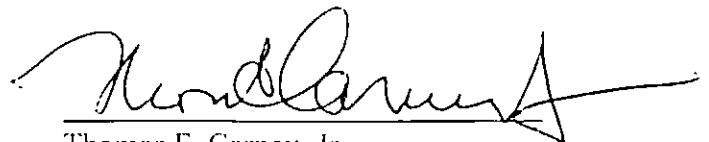
Thomas F. Carney, Jr.
Carney Stanton P.L.
135 S.E. 5th Avenue,
Suite 202
Delray Beach, Florida 33483

[SIGNATURE AND NOTARY PAGE TO FOLLOW]

SIGNATURE PAGE:

ESTATES AT OCEAN DELRAY HOMEOWNERS ASSOCIATION, INC.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 5th day of August, 2021.



Thomas F. Carney, Jr.
Incorporator

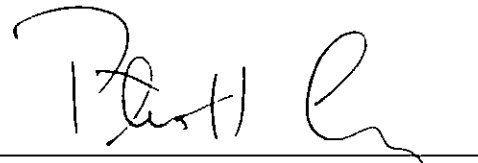
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of Estates At Ocean Delray Homeowners Association, Inc. was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5 day of August, 2021 by Thomas F. Carney, Jr., who ☒ is personally known to me or ☐ has produced a driver's license as identification



PETER H. CARNEY
Commission # GG 203618
Expires May 14, 2022
bonded thru Budget Notary Services

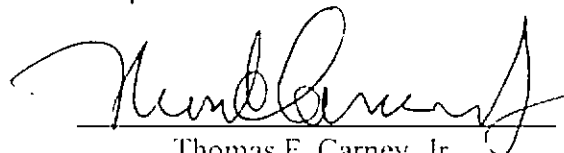


Notary Public, State of Florida

[SEAL]

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, Thomas F. Carney, Jr., Esq. hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503, Florida Statutes. The undersigned is familiar with, and accepts the obligations of that position.



Thomas F. Carney, Jr.