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April 3, 1995

DEPT OF STATE
FOR DEPOSIT ONLY
E001--01073--004
04/06/95

Florida Department of State
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, Florida 32314

RE: New filing - Articles of Incorporation of CEDAR
RIDGE ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

Dear Division of Corporations:

I'm pleased to supply you with the attached new filing of the
referenced Articles of Incorporation. Included with these
Articles is my client's personal check in the amount of \$122.50.
We understand that this fee covers (1) the filing fee for the
Articles, (2) the designation of the corporation's registered
agent and (3) a certified copy of the Articles.

I further understand that your offices will be supplying me
with the requested documents within the next 7-10 days. I thank
you in advance for your cooperation in this matter.

Sincerely,



Dennis P. Koehler, Esquire

DPK/nz
encls.

pc w/encls: Mr. Joseph F. Basile, Jr., President
CEDAR RIDGE ESTATES PROPERTY OWNERS'
ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CEDAR RIDGE ESTATES
PROPERTY OWNERS' ASSOCIATION, INC.

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The undersigned subscribers, desiring to form a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

1. Name. The name of the corporation shall be Cedar Ridge Estates Property Owners' Association, Inc. (hereinafter referred to as the "Association" or "CREPOA").

2. Definitions. Each term herein which is defined in the Declaration of Covenants and Restrictions for Cedar Ridge Estates (the "Declaration") recorded or to be recorded among the Public Records of Palm Beach County, Florida (the "Public Records") shall have the same meaning or definition when used in these Articles as the meaning or definition ascribed thereto in the Declaration.

3. Purposes and Powers. The objects and purposes of the Association are to have all of the powers and duties reasonably necessary to operate and maintain the Association, including but not limited to the following:

3.1. To operate without profit for the sole and exclusive benefit of its members.

3.2. To own, maintain and administer the Common Areas and other facilities of the certain residential community known as Cedar Ridge Estates located within the City of Boynton Beach, Florida, pursuant to and in accordance with the Declaration.

3.3 To promulgate, administer and enforce the covenants and restrictions created by the Declaration.

3.4. To establish, assess, levy, collect, disburse and enforce the assessments and charges, both general and special, provided for in the Declaration.

3.5. To create and establish reasonable reserves for all valid purposes; to pay all expenses incident to the conduct of the business of Association.

3.6. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association.

3.7. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.

3.8. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.

3.10. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.

3.11. To promote the recreation, health, safety and welfare of the residents of said community.

3.12. To cooperate and join with the other separate developments constituting the Cedar Ridge PUD in improving, maintaining and preserving a common plan for the control and drainage of stormwater within the PUD.

3.13. To perform and exercise all of the rights and duties of the Association under the Declaration.

3.14. The Association shall have the following additional powers:

3.14.1. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require approval of the Board of Directors or members; and

3.14.2. To have all of the common law and statutory powers of a Florida corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.

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

4. Members.

4.1. Membership. Members shall include every person or entity who is a record owner of a fee or undivided fee interest in any platted lot or unit in the Cedar Ridge Estates subdivision which is subject by covenants of record to assessment by the Association, provided that such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

4.2. Types of Voting Rights. The Association shall have two classes of voting membership:

4.2.1. Class A: Class A members shall be all those owners as defined in Section 4.1 with the exception of the Developer. Class A Members shall be entitled to one (1) vote for each Unit in which they hold the interests required for membership by Section 4.1. When more than one person holds such interest or interests in any Unit, all such persons shall be members, but the vote for such Unit shall be exercised only by that one member as shall be designated in a written instrument ("Voting Designation") executed by or on behalf of any record owner of such interests, filed with the Secretary of the Association. In no event shall more than one (1) vote be cast with respect to any single Unit. Any such Voting Designation may be executed by any one record owner of such interest in such Unit without regard to whether the person

executing such Voting Designation is or is not the voting member designated therein. In the event of the filing of conflicting Voting Designations with respect to any one Unit, neither Voting Designation shall be effective. Under such circumstances, the filing with the Secretary of the Association of a Voting Designation, duly executed by or on behalf of all of the record owners of the entire fee interested in such Unit, designating one of them as the person entitled to cast the vote for such Unit, shall be a necessary condition precedent to the right to cast such vote.

4.2.2. Class B: The only Class B member shall be the Developer. The Class B member shall be entitled to one vote for each unit in which it holds the interest required for membership under Section 4.1; provided, however, that notwithstanding any provision contained herein to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until 120 days after the earlier of either (a) the sale and conveyance by the developer of 29 of the 34 total units within Cedar Ridge Estates or (b) the giving of written notice by the Developer to the Association that the Developer waives and relinquishes its right to elect the entire Board of Directors of the Association.

4.3. Suspension of Voting Rights. The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Unit(s) shall remain unpaid for more than 30 days after the date for the payment thereof. The provisions of the paragraph shall not be applied against the Developer.

4.4. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of members and may make provision for regular and special meetings for the members in addition to the annual meetings. A quorum for the transaction of business at any meeting of the members shall exist if eighteen (18) of the total number of thirty four (34) members in good standing shall be present or represented by proxy at the meeting, except at an annual meeting, at which a quorum shall be the number of voting members in attendance at the meeting.

5. Corporate Existence. The corporation shall have perpetual existence.

6. Management by Directors. The property, business, and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not be less than three (3) nor more than seven (7) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of the directors, including annual meetings.

6.1. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until

the first annual meeting of the members and until qualified successors are duly elected and have taken office, shall be as follows:

Joseph F. Basilo, Jr. 1222 Sandpiper Lane
Lantana, Florida 33462

Daniel Sanders 1343 Thornbank Lane
West Palm Beach, Florida 33411

Lisa A. Basilo 1222 Sandpiper Lane
Lantana, Florida 33462

6.2. Election of Members of the Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association, except that such requirement shall not apply to the first Board of Directors nor to the directors appointed or designated by the Developer.

6.3. Duration of Office. Persons elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of the members, and thereafter until qualified successors are duly elected and have taken office.

6.4. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term. The Developer shall have the unqualified right to designate a successor to fill a vacancy created if a director designated or appointed by the Developer shall resign or for any other reason cease to be a director.

7. Officers.

7.1. Officers. The Association shall have a president, a vice president, a secretary, and a treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

7.2. Election and Appointment of Officers. The Officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for the filling of vacancies, and for the duties of the officers. The president and all other officers

may or may not be directors of the Association. If the office of president shall become vacant for any reason, or if the president shall be unable or unavailable to act, the vice president shall automatically succeed to the office or perform his/her duties and exercise his/her powers. If any office other than that of the president shall become vacant for any reason, the Board of directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of president and vice president shall not be held by the same person, nor shall the offices of president and secretary be held by the same person.

7.3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first election of officers by the Board of Directors and until qualified successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Joseph F. Basile, Jr.	1222 Sandpiper Lane Lantana, Florida 33462
V. President	Daniel Sanders	1343 Thornbank Lane West Palm Beach, FL 33411
Secretary/ Treasurer	Lisa A. Basile	1222 Sandpiper Lane Lantana, Florida 33462

8. By-Laws. The Board of Directors shall adopt and, from time to time, amend and supplement By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, or repealed by the membership in the manner set forth in the By-Laws.

9. Amendments. Amendments to these Articles shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of a majority of the members of the Association present and voting; provided, (a) that 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 Developer to such amendment for so long as the Developer is the owner of any unit; and (c) that these Articles shall not be amended in any manner which conflicts with the terms, covenants, and provisions contained in the Declaration. A copy of each amendment to these Articles shall be filed with the Florida Secretary of State.

10. Indemnification of Officers and Directors. Every director and every officer of the Association shall be indemnified by the Association against any and all expenses and liabilities, including reasonable attorneys' fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may

become a party or may become involved by reason of being or having been a director or officer at the times during which the acts or omissions occurred for which 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/her duties; provided, that in the event of a settlement, the indemnification provided herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing rights 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. Transactions in which Directors and Officers are interested. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his vote is 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. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee authorizing the contract or transaction.

12. Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are:

Joseph F. Basile, Jr.

1222 Sandpiper Lane
Lantana, Florida 33462


Daniel Sanders


1343 Thornbank Lane
West Palm Beach, FL 33411

13. Dissolution or Liquidation. In the event of a permanent dissolution or final liquidation of the Association, the Unit Owners shall immediately thereupon hold title to the Common Areas, as defined in the Declaration, as Tenants in Common and shall collectively provide for the continued maintenance and upkeep thereof in accordance with the covenants and restrictions contained in the Declaration.

14. Initial Registered Office, Agent and Address. The principal office of the Association shall be located at 1222 Sandpiper Lane, Lantana, Florida 33462 or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at the above described location and the initial registered agent therein is Joseph F. Basile, Jr.

IN WITNESS WHEREOF, the said subscribers have herunto set their hands this 3rd day of April, 1995.



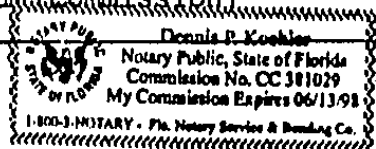
 Joseph F. Basile, Jr.


 Daniel Sanders

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this the 3 of April, 1995, by Joseph F. Basile, Jr. and Daniel Sanders as subscribers, and they are personally known to me, OR they have produced _____ as identification and _____ did ~~x~~ did not take an oath.


Notary Signature: Dennis P. Koehler
 Notary Name: DENNIS P. KOEHLER
 Notary Public Serial (Commission) _____
 (if any)



ACCEPTANCE

I, JOSEPH F. BASILE, JR., hereby accept the designation as Registered Agent for service of process upon CEDAR RIDGE ESTATES PROPERTY OWNERS' ASSOCIATION, INC., within the State of Florida in accordance with the applicable Florida Statutes.

Dated this 3rd day of April, 1995.



 JOSEPH F. BASILE, JR.
 Registered Agent

Prepared By and Return To:
 DENNIS P. KOEHLER, ESQ.
 DENNIS P. KOEHLER, P.A.
 1280 N. Congress Avenue, Suite 213
 West Palm Beach, Florida 33409
 Telephone (407) 684-2844
 Facsimile (407) 684-9370

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