

AVIS & AVIS, P.A.
ATTORNEYS AT LAW

NORTH PALM BEACH, FLORIDA 33409

MEMPHIS, TENN.
1000 MARKET STREET
MEMPHIS, TENN. 38102

MEMPHIS, TENN.
1000 MARKET STREET
MEMPHIS, TENN. 38102

MEMPHIS, TENN.
1000 MARKET STREET
MEMPHIS, TENN. 38102

MEMPHIS, TENN.
1000 MARKET STREET
MEMPHIS, TENN. 38102

PLEASE REFER TO

Palm Beach

NP60000271

Division of State
Post Office Box 600
Tallahassee, Florida 32314

Re: HARBOUR POINT TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	\$78.75

Please file the original Articles of Incorporation; date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,
Avis & Avis, P.A.

Warren E. Avis, Jr.

Enclosures

RECEIVED
FEB 11 1981
CLERK OF COURT
Palm Beach

KJA

FILED
95 MAY -8 PM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**HARBOUR POINT TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)**

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME OF ASSOCIATION**

The name of the corporation is Harbour Point Townhomes Homeowners Association, Inc., hereinafter the "ASSOCIATION".

**ARTICLE II
ADDRESS**

The street address of the registered office of the ASSOCIATION is Avis & Avis, P.A., Crystal Tree Centre, Suite 36, 1201 U.S. Highway One, North Palm Beach, Florida 33408, and the name of the Registered Agent is Warren E. Avis, Jr. The address of the ASSOCIATION and the mailing address of the principal office of the ASSOCIATION is:

315 Barton Avenue
Palm Beach, Florida 33480

**ARTICLE III
PURPOSE AND POWERS 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 is to provide for maintenance, preservation, operation and architectural control of the Townhomes and Common Area within that certain real property referred to as Harbour Point Townhomes, and more particularly described in Exhibit "A", which is attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the above described property and for this purpose to:

(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 of Covenants and Restrictions for Harbour Point Townhomes, (hereinafter referred to as the "DECLARATION"), to be recorded in the public records of Palm Beach County, Florida, 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; 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, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

(d) Borrow money, and with the assent of a majority of the members of the ASSOCIATION who are entitled to vote at a duly called meeting 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;

(e) 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; provided, however no such dedication or transfer shall be effective unless a vote of two-thirds of each class of members, agreeing to such dedication, sale or transfer has been obtained at a duly called meeting of the ASSOCIATION;

(f) Operate, maintain and preserve the Common Area as defined in the DECLARATION;

(g) Grant to others non-exclusive easements of ingress and egress over that part of the Common Area designated for road purposes;

(h) Have and 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.

(i) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area.

ARTICLE IV **MEMBERSHIP**

This Corporation shall issue no shares of stock of any kind or nature. Every person or entity, including the Declarant as defined in the DECLARATION, who is a record owner of a fee or undivided fee interest in any Townhome which is subject by covenants of record to assessment by the ASSOCIATION, including contract sellers, shall be a member of the ASSOCIATION. The foregoing is not intended to include persons or entities who hold an interest merely as security

for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Townhome which is subject to assessment by the ASSOCIATION.

Membership shall be subject to that certain DECLARATION of Covenants and Restrictions for the Property to be recorded in the Public Records of Palm Beach County, Florida, and shall be restricted to the categories provided for herein and no other members shall be admitted. Each Owner of a Townhome or parcel within the Property shall become a member of the ASSOCIATION upon title to the Townhome or parcel being conveyed by deed to such Owner and upon the recording of said deed among the Public Records of Palm Beach County, Florida. Transfer of membership shall be established by the recording among the Public Records of Palm Beach County, Florida, of a warranty deed or other instrument establishing a record title to a Townhome or parcel located within the Property, the owner or owners designated by such instrument thereby becoming a member or members of the ASSOCIATION; the membership of the prior owner or owners shall thereupon be terminated. The interest of any member in any part of the funds or assets of the ASSOCIATION cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said part of the Property owned by such member. The directors of the ASSOCIATION may, after affording the member an opportunity to be heard, suspend any person from voting and use of facilities of the ASSOCIATION during any period of time when there exists a violation by such member of any provisions of the DECLARATION (including, but not limited to, the failure to make any payment of assessments, or otherwise, to the ASSOCIATION when due and payable).

ARTICLE V VOTING RIGHTS

The ASSOCIATION shall have two classes of voting membership:

Class A: Class A members shall be all Owners, and shall be entitled to one (1) vote for each Townhome owned. When more than one person holds an interest in any Townhome, all such persons shall be members. The vote for such Townhome shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Townhome.

Class B: The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Townhome owned. The Class B membership shall cease and be converted to Class A membership with respect to any unsold Townhomes, on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Three years from the date of incorporation of the Association; or

(c) Such earlier date as Declarant may determine.

Should the Declarant, or its successors or assigns, reacquire fee simple title to a portion of the Property, it shall be entitled to exercise voting rights with respect to reacquired Property in the same manner and according to the voting class which Declarant, its successors or assigns, is then a member of.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this ASSOCIATION shall be managed by a Board of Directors consisting of not less than three (3) persons who need not be members of the ASSOCIATION. The first Board shall consist of three (3) members. Thereafter, the number of Directors may be increased to a maximum of seven (7) by a majority vote of the Board of Directors.

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:

Johannes E.J. Rummeny
315 Barton Avenue
Palm Beach, Florida 33480

Patricia Rummeny
315 Barton Avenue
Palm Beach, Florida 33480

Stephan Yeckes
772 U.S. Highway One
North Palm Beach, Florida 33408

The first election of Directors shall not be held until after the Declarant has closed the sales of all Townhomes within the Property, or on an earlier date as the Declarant may determine. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The method of election of Directors shall be provided in the By-Laws of this ASSOCIATION.

ARTICLE VII
DISSOLUTION

In the event of the dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
DURATION

The Corporation shall exist perpetually.

ARTICLE IX
AMENDMENTS

Amendments of these Articles shall require the assent of a majority of the entire membership.

ARTICLE X
INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

Johannes E.J. Rummeny
315 Barton Avenue
Palm Beach, Florida 33480

ARTICLE XI
OFFICERS AND TERMS

The affairs of the ASSOCIATION shall be managed by the following officers: President, one or more Vice-Presidents, Secretary, Treasurer, and any assistants to such officers that the Board of Directors may deem appropriate from time to time.

Officers shall be elected for one-year terms at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof or by unanimous written consent in the absence of a meeting.

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

President/Treasurer:

Johannes E.J. Rummeny
315 Barton Avenue
Palm Beach, Florida 33480

Vice President/Secretary:

Patricia Rummeny
315 Barton Avenue
Palm Beach, Florida 33480

ARTICLE XII
BY-LAWS

The By-laws of the ASSOCIATION may be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws and the DECLARATION.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The ASSOCIATION shall indemnify any Director, officer, or employee of the ASSOCIATION who is made a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or officer of the ASSOCIATION or is or was serving at the request of the ASSOCIATION as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

(a) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the ASSOCIATION) if he acted in good faith, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and,

(b) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the ASSOCIATION, if he acted in good faith.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the

person did not act in good faith and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification under this ARTICLE XIII (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this ARTICLE XIII. Such determination shall be made (1) 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, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of members of the ASSOCIATION representing a majority of the total votes of the Membership.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the ASSOCIATION from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the ASSOCIATION of an undertaking by or on behalf of the Directors or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the ASSOCIATION.

The indemnification provided by this resolution shall not be deemed exclusive of any rights to which the ASSOCIATION's Directors, officers, employees or agents may be entitled under the ASSOCIATION's By-laws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this ARTICLE XIII shall not include indemnification for any action of a Director, officer or employee of the ASSOCIATION for which indemnification is deemed to be against public policy. In the event that indemnification provided under

this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The ASSOCIATION shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, officer or employee of the ASSOCIATION in any of his capacities as described in this Article, whether or not the ASSOCIATION would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the ASSOCIATION for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The ASSOCIATION shall be obligated to indemnify such person (if entitled to indemnification by the ASSOCIATION) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such ASSOCIATION, the ASSOCIATION shall have no obligation to reimburse the insurance company.

ARTICLE XIV ASSESSMENTS

The Board of Directors shall have the power of levy and assessment upon the fee simple interests in Townhomes which are included within the Property. All unpaid assessments thus levied by the Board of Directors shall be and remain a lien upon and against said Townhomes, until paid, provided such liens shall not be effective against any person, firm or corporation contracting, purchasing, extending credit or upon or otherwise dealing with the Townhome or parcel, unless and until notice of such lien is recorded by the ASSOCIATION among the Public Records of Palm Beach County, Florida. The cost of recording and of enforcement, including reasonable attorneys' fees, shall be added to the lien. In addition, said lien shall at all times be subordinated to a mortgage to an institutional lender (bank, insurance company, union pension fund, agency of the United States, real estate investment trust or savings and loan association) doing business in the State of Florida.

The ASSOCIATION shall have no interest in any funds received by or through assessments except to the extent necessary to carry out the powers vested in it as agent for said members by these Articles and by the Declaration.

ARTICLE XV TRANSACTIONS IN WHICH DIRECTORS OR 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 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 meeting on the board or committee thereof which authorized the contract or transaction or solely because said officer's or director's vote is 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.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Florida, I, the Undersigned, constituting the incorporator of this ASSOCIATION has executed these Articles of Incorporation this 3 day of MAY, 1995.

"Incorporator"

Johannes E.J. Rummeny

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3 day of MAY, 1995, by Johannes E.J. Rummeny, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC

Warren E. Avis, Jr.
(Print Name)

My Commission Expires: _____



OFFICIAL NOTARY SEAL
WARREN E. AVIS JR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC413569
MY COMMISSION EXP. NOV. 17, 1998

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapters 48 and 607, Florida Statutes, the following is submitted:

That Harbour Point Townhomes Homeowners Association, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, with its principal office in the Town of Palm Beach, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation has named:

Warren E. Avis, Jr., Esquire
Avis & Avis, P.A.
Crystal Tree Centre, Suite 36
1201 U.S. Highway One
North Palm Beach, Florida 33408

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



Warren E. Avis, Jr.
Registered Agent

C:\RRGHTS\HQA\ARTICLES.INC

FILED
95 MAY -8 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

LEGAL DESCRIPTION

DESCRIPTION:

BEING A PORTION OF TRACT 3 AND TRACT 4 OF HARBOUR POINT MARINA, PLAT BOOK 73, PAGES 99 AND 100, PALM BEACH COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE SOUTHEAST CORNER OF TRACT 4, ACCORDING TO SAID PLAT OF HARBOUR POINT MARINA, AS RECORDED IN PLAT BOOK 73, PAGES 99 AND 100, PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA; THENCE NORTH $88^{\circ}06'39''$ WEST, A DISTANCE OF 137.35 FEET; THENCE NORTH $01^{\circ}55'44''$ EAST, A DISTANCE OF 116.50 FEET TO A POINT ON A CURVE, CONCAVE TO THE SOUTHWEST, HAVING A RADIUS OF 5.00 FEET AND A CENTRAL ANGLE OF $73^{\circ}25'43''$; THENCE NORTHWESTERLY ALONG SAID CURVE, AN ARC DISTANCE OF 6.41 FEET; THENCE NORTH $71^{\circ}29'59''$ WEST, A DISTANCE OF 51.57 FEET TO THE EAST LINE OF SAID TRACT 3; THENCE NORTH $01^{\circ}55'44''$ EAST ALONG SAID TRACT 3 AND ITS NORTHERLY EXTENSION, A DISTANCE OF 138.53 FEET; THENCE SOUTH $87^{\circ}59'39''$ EAST, A DISTANCE OF 172.38 FEET; THENCE SOUTH $02^{\circ}00'21''$ WEST, A DISTANCE OF 18.36 FEET; THENCE SOUTH $46^{\circ}52'20''$ EAST A DISTANCE OF 24.13 FEET; THENCE SOUTH $89^{\circ}47'28''$ EAST, A DISTANCE OF 17.66 FEET; THENCE SOUTH $00^{\circ}12'32''$ WEST, A DISTANCE OF 214.80 FEET; THENCE SOUTH $89^{\circ}47'28''$ WEST, A DISTANCE OF 25.00 FEET; THENCE SOUTH $00^{\circ}12'32''$ WEST ALONG THE EAST LINE OF SAID TRACT 4, A DISTANCE OF 25.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 1.1334 ACRES MORE OR LESS.