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January 25, 1996

Via Overnight Mail

Department of State
Division of Corporations
Domestic Charter Section
409 E. Gaines Street
Tallahassee, Florida 32301

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Re: Gloucester Town Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please find an original, a duplicate original and one copy of the Articles of Incorporation for Gloucester Town Homeowner's Association, Inc., a corporation not for profit.

Also enclosed is our client's check made payable to Florida Department of State in the amount of \$122.50 covering the filing fee, the certified copy fee, and the registered agent designation.

Please file the original and return the copies to our office at the above-referenced address.

Thank you for your anticipated cooperation in this matter. If you have any questions or require any additional information, please do not hesitate to contact our office.

Sincerely yours,

ISLAND DEVELOPMENT GROUP, LTD.

Anthony A. Yezbick
Jon H. Berkey, P.C.

AAY/sam
cc: Thomas Thurlow, Esq.
(w/enclosures)

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ARTICLES OF INCORPORATION
FOR
GLOUCESTER TOWN HOME OWNERS ASSOCIATION, INC.
(a corporation not for profit)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - Definitions

The following words and phrases when used in these articles (unless the context should prohibit) shall have the following meanings:

- 1.1 "Declaration" means that certain declaration of protective covenants, conditions, and restrictions for Gloucester Town, recorded or to be recorded in the public records of St. Lucie County, Florida, ("county") as the same may be amended from time to time.
- 1.2 "Articles" mean this document.
- 1.3 "By-Laws" mean the By-Laws of the corporation (as hereinafter defined).
- 1.4 "Gloucester Town" means the residential community known as "Gloucester Town" planned for development upon land in St. Lucie County, Florida, according to the Plat(s) thereof to be recorded in the public records of St. Lucie County, Florida.
- 1.5 "Lot Owner" means the owner(s) of the fee simple title to all or any part of those tracts of land shown on the plat

of Gloucester Town, St. Lucie County, Florida, to be recorded in the public records of St. Lucie County, Florida.

1.6 "Member" means and refers to those persons who are lot owners and thereby automatically members in the corporation.

1.7 "Developer" means Island Development Group, Ltd., a Michigan corporation, authorized to do business in Florida, its successor and assigns.

1.8 "Corporation" means Gloucester Town, Home Owners Association Inc., a Florida corporation not for profit.

1.9 "Board of Governors" shall take the place of and be equivalent to the Board of Directors of a corporation and shall have all of the rights, duties, powers and obligations of a Board of Directors conferred by law.

1.10 "Board" means Board of Governors of the corporation.

1.11 "Governor" means a member of the Board of Governors.

1.12 "Corporation Expenses" mean the expenses for which members are liable to the corporation as described in the Declaration and includes, but is not limited to the costs and expenses incurred by the corporation in administering, operating, reconstructing, maintaining, repairing, and replacing the corporation property.

ARTICLE II - Name and Principal Office

The name of the corporation shall be Gloucester Town Home Owners' Association, Inc., and the principal place of business of the corporation will be c/o Thomas H. Thurlow, Jr., 17 Martin L.

King, Jr. Blvd., Stuart, Florida 34995-0106. The mailing address of the corporation will be c/o Thomas H. Thurlow, Jr., P.O. Box 106, Stuart, Florida 34995-0106.

ARTICLE III - Purposes

The purpose for which the corporation is organized is to operate, maintain, and repair the corporation property and carry out the covenants and enforce the provisions of the Declaration and any amendments thereto.

ARTICLE IV - Powers

The powers of the corporation shall include and be governed by the following provisions:

4.1 The corporation shall have all of the common law and statutory powers of a corporation not for profit.

4.2 The corporation shall have all of the powers reasonably necessary to implement its purposes, including but not limited to the following:

a. To do all of the acts required to be performed by it under the Declaration and any amendments thereto;

b. To make, establish and enforce rules and regulations governing the use, operation, maintenance and repair of the corporation property;

c. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the corporation, including the cost of

collection; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder; and

d. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration and the provisions of any amendments or supplements thereto;

ARTICLE V - Members

5.1 Each lot owner shall be a member of the corporation.

5.2 Each lot owner shall be entitled to one (1) vote for each lot owned. There shall be only one (1) vote per lot. The vote of such lot owner shall elect the Board of Governors of the corporation in accordance with the By-Laws. Notwithstanding anything herein contained, the election of the first Board of Governors shall not take place until the "turnover date" which date shall be thirty (30) days after the developer has conveyed ninety (90%) percent of the total lots which are to be conveyed for residential purposes within Gloucester Town, or at any time upon a voluntary election of developer. Until such turnover date the Board of Governors of the corporation shall be named by the developer and shall serve until the turnover date unless otherwise directed by the Board, and in the event of vacancies, the remaining Governor(s) shall fill any such vacancies; and if there be no Governors remaining, the vacancy shall be filled by the developer.

5.3 Each and every such lot owner shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles, By-Laws and the Declaration.

ARTICLE VI - Term

The term for which the corporation is to exist shall be perpetual.

ARTICLE VII - Subscriber

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Island Development Group, Limited
1750 S. Telegraph Road
Suite 107
Bloomfield Hills, Michigan 48302

ARTICLE VIII - Officers

The affairs of the corporation shall be managed by the President of the corporation, assisted by a Vice-President, Secretary and Treasurer, subject to the directions of the Board of Governors.

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

The President shall be elected from the members of the Board of Governors, but no other officer need be a Governor. The same person may hold two (2) offices, the duties of which are not incompatible, provided, however, the office of President and Vice-President shall not be held by the same person, nor shall the office of President, Secretary, or Assistant Secretary be held by the same person.

ARTICLE IX - First Officers

The names of the officers who are to serve until the first election of officers by the Board of Governors are as follows:

Jon H. Berkoy, President
Jon H. Berkoy, Treasurer
Anthony A. Yezbick, Secretary

ARTICLE X - Board of Governors

10.1 The number of members of the first Board of Governors ("First Board") shall be five (5).

10.2 The names and street addresses of the person that are to serve as the first Board of Governors are as follows:

Jon H. Berkey, 1750 S. Telegraph Road, Ste. 107,
Bloomfield Hills, Michigan 48302.

Joseph S. Bassett, M.D., 1750 S. Telegraph Road, Ste.
107, Bloomfield Hills, Michigan 48302.

A. Joseph Hoski, M.D., 1750 S. Telegraph Road, Ste. 107,
Bloomfield Hills, Michigan 48302.

Dominic R. Thomas, PhD., 1750 S. Telegraph Road, Ste.
107, Bloomfield Hills, Michigan 48302.

Stanley Jones, 4242 1750 S. Telegraph Road, Ste. 107,
Bloomfield Hills, Michigan 48302.

10.3 The first Board of Governors of the corporation shall serve until the turnover date. Thereupon, and annually on such day in November as the Board shall determine the association members shall elect Board Members in accordance with the By-Laws of the corporation.

10.4 The Developer shall have the right to appoint, dismiss, designate and elect all of the members of the first Board, or any successor appointees. The developer shall relinquish its right to appoint Governors and cause the first Board to resign on the turnover date.

ARTICLE XI - Indemnification

Every Governor and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having previously been a governor or officer of the corporation, or any settlement thereof, whether or not he/she is a governor or officer at the time such expenses are incurred, except such cases wherein the governor or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his/her duties; provided in the event of a settlement, the indemnification herein shall apply only when the governors approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such governor or officer may be entitled by common law or statutory law.

ARTICLE XII - By-Laws

By-Laws of the corporation shall be adopted by the Board of Governors, and may be altered, amended or rescinded in the manner provided for in the By-Laws.

ARTICLE XIII - Amendments

13.1 These articles may be amended by any of the following methods:

a) Written notice setting forth a proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and in the manner provided by the By-Laws for the giving of notice of meetings of members.

b) At such meeting a vote of the members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the majority of the votes of all members. Any number of amendments may be submitted to the members and voted upon by them at one meeting; or

c) At such meeting a vote of the members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the majority of the votes of all members. Any number of amendments may be submitted to the members and voted upon by them at one meeting; or

d) The members may amend these articles at a meeting for which the notice of the meeting and the proposed amendment has been given without action by the Board; or

e) An amendment may be adopted by a written statement signed by all Governors and all members setting forth their

intention that an amendment to the articles be adopted.

13.2 A copy of each amendment shall be certified by the Secretary of State of the State of Florida and recorded in the public record of St. Lucia County, Florida and no amendment to those articles shall be effected until it has been so recorded.

13.3 Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these articles which shall abridge, amend, or alter the rights of the developer, including the right to designate and select the Governors as provided in Article X hereof, without the prior written consent therefore by Developer.

ARTICLE 14 - Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 17 Martin L. King, Jr. Blvd., Stuart, Florida 34995-0106 and the initial registered agent of the corporation at that address shall be Thomas H. Thurlow, Jr.. (See Acceptance of Registered Agent attached hereto and incorporated herein by reference).

IT WITNESS WHEREOF the subscriber has hereunto affixed his signature this 15th day of December, 1995.

ISLAND DEVELOPMENT GROUP, LIMITED

By: 

Jon H. Berkey, President,
General Counsel

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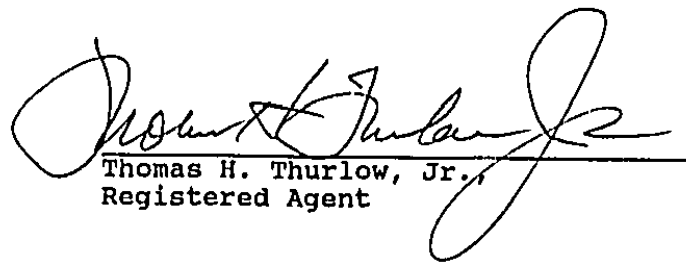
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GLOUCESTER TOWN HOMEOWNERS' ASSOCIATION, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process of GLOUCESTER TOWN HOMEOWNERS' ASSOCIATION, INC. at the place designated in its Articles of Incorporation, I 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.

Dated this 15th day of December, 1995.


Thomas H. Thurlow, Jr.,
Registered Agent