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THE LAW FIRM OF

GILLHOPIK & ALLISON, P.A.

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BOCA RATON, FLORIDA 33432

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ALSO ADMITTED IN  
\* ARIZONA, CALIFORNIA

May 10, 1996

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
Regency at Floral Lakes Homeowners' Association #1, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida not-for-profit corporation, Certificate Designating Place of Business or Domicile for the Service of Process may be Served, and our firm's check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
<b>TOTAL:</b>	<b>\$122.50</b>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,

Todd C. Drosky

TCD:/kjh  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

REGENCY AT FLORAL LAKES HOMEOWNERS' ASSOCIATION #1, INC.  
(a Florida corporation not for profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be REGENCY AT FLORAL LAKES HOMEOWNERS' ASSOCIATION #1, INC. (hereinafter referred to as the "ASSOCIATION"). The initial principal office address of the Association shall be 2826 University Drive, Coral Springs, Florida 33065.

ARTICLE II  
PURPOSES

The general nature, objectives and purposes of the ASSOCIATION are:

A. To provide for the maintenance of that certain property described as follows:

See Exhibit "A" attached hereto,

TOGETHER WITH such additional contiguous or reasonably adjacent land as may hereinafter be added to the ASSOCIATION'S purview by the SUBDIVIDER (as hereinafter defined) by an amendment to those Articles of Incorporation or by such other appropriate instrument recorded in the Public Records of Palm Beach County, Florida. In the event that additional land shall be made subject to the DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR REGENCY AT FLORAL LAKES (hereinafter referred to as the "COVENANTS"), all references in these Articles of Incorporation to REGENCY AT FLORAL LAKES shall be deemed to include such additional land.

B. To provide, purchase, construct, improve, maintain, repair, replace and operate private roads, walkways, street lights, landscape areas, walls, fencing and entrance signage on, upon, over and under those portions of REGENCY AT FLORAL LAKES designated for such use or in separate instruments executed by SUBDIVIDER and recorded in the Public Records of Palm Beach County, Florida.

C. To operate, without profit, for the sole and exclusive benefit of its MEMBERS (as hereinafter defined).

D. To enter into easement agreements or other user or possessory agreements whereby the ASSOCIATION may obtain the use or possession of real property not owned by it and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

E. To perform all duties and exercise all powers conferred upon the ASSOCIATION by the COVENANTS, as amended.

ARTICLE III  
GENERAL POWERS

The general powers that the ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

- B. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the ASSOCIATION is organized.
- C. To delegate power where such delegation is deemed to be in the interests of the ASSOCIATION.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, subject to any restriction contained in these Articles of Incorporation.
- E. To enter into, make, perform or carry out contracts of every kind, including, but not limited to, bulk cable, maintenance, security and administration with any person, firm, corporation, association or other entity.
- F. To do any and all of the activities and pursue any and all of the purposes set forth in the COVENANTS and in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- G. To fix assessments to be levied against lots in REGENCY AT FLORAL LAKES, to defray expenses and the cost of effectuating the purposes of the ASSOCIATION, to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.
- H. To carry out the obligations imposed upon the ASSOCIATION by the Declaration of Covenants, Restrictions and Easements for Floral Lakes Community Association, recorded in Official Records Book \_\_\_\_\_, at Page \_\_\_\_\_, of the Public Records of Palm Beach County, Florida, and any Amendments and supplements thereto.
- I. To charge recipients for services rendered by the ASSOCIATION when deemed appropriate by the Board of Directors of the ASSOCIATION.
- J. To pay taxes and other charges, if any, on or against property, owned or accepted, by the ASSOCIATION.
- K. In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as may be prohibited herein.
- L. To have all powers and authority conferred upon the ASSOCIATION by the COVENANTS, as amended.
- M. Notwithstanding anything contained herein to the contrary, the ASSOCIATION shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidates for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of political statements.

#### ARTICLE IV MEMBERS AND DEFINITIONS

- A. The MEMBERS of the ASSOCIATION shall consist of the record property OWNERS of LOTS, including the record OWNERS of a fee interest in a portion of a LOT, if such portion has separate ownership from other portions of said LOT and comprises or contains a dwelling unit, and all such record property OWNERS shall be MEMBERS of the ASSOCIATION.

B. The following words, when used in these Articles of Incorporation, shall have the following meanings:

1. "SUBDIVIDER" means and refers to REGENCY AT FLORAL LAKES, a Florida joint venture, comprised of REGENCY AT FLORAL LAKES, INC., a Florida corporation and FLORAL ACRES, INC., a Florida corporation.
2. "Board" or "Board of Directors" means and refers to the Board of Directors of the ASSOCIATION.
3. "OWNER" means and refers to every person or persons, or entity or entities, who are record owners of a fee simple interest in any LOT, or portion thereof, in REGENCY AT FLORAL LAKES, their heirs, legal representatives, successors or assigns.
4. "LOT" means and refers to any LOT situate in REGENCY AT FLORAL LAKES.

#### ARTICLE V VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, a Member shall be entitled to one (1) vote for each LOT owned. When more than one person holds a fee interest in any one (1) LOT, all such persons shall be Members, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) LOT. The affirmative vote of a majority of the votes of the Members at any meeting of the Members duly called and at which a quorum is present shall be binding upon the Members.

B. The SUBDIVIDER shall have the right to appoint all of the Board of Directors, until all Lots in the SUBDIVISION are sold.

C. The ASSOCIATION will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the RESTRICTIONS, as complemented or supplemented by the applicable provisions of these Articles of Incorporation and the Bylaws of the ASSOCIATION.

#### ARTICLE VI BOARD OF DIRECTORS

A. The business and affairs of the ASSOCIATION shall be managed by a Board of Directors consisting of three (3) Directors. So long as the SUBDIVIDER shall have the right to appoint all of the Board of Directors, the Directors need not be Members of the ASSOCIATION and need not be residents of REGENCY AT FLORAL LAKES. Thereafter, Directors shall be Members of the ASSOCIATION and must be residents of REGENCY AT FLORAL LAKES, except for those who are appointed by the SUBDIVIDER. At the option of the SUBDIVIDER, Members other than the SUBDIVIDER may be given the right to elect one (1) Director while the SUBDIVIDER has the right to appoint all of the Board of Directors. Elections shall be by plurality vote. The first annual meeting of the Members shall be held at the call of the SUBDIVIDER. At the first annual meeting of the Members, an election for Members of the Board of Directors shall be held. The term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other two (2) elected Directors shall be established at one (1) year each. In addition, the SUBDIVIDER shall appoint two (2) Directors to serve for terms of two (2) years each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the

Directors so elected or appointed at each succeeding annual election shall be for two (2) years, expiring at the second annual election following their election, and thereafter until removed from office, with or without cause, by the affirmative vote of a majority of the Members who elected or appointed them. In no event may a Board member appointed by the SUBDIVIDER be removed except by action of SUBDIVIDER. Any Director appointed by the SUBDIVIDER shall serve at the pleasure of the SUBDIVIDER, and may be removed from office, and a successor Director appointed to fill the vacancy on the Board, at any time by the SUBDIVIDER.

B. The names and addresses of the Members of the first Board of Directors, who shall hold office until the first annual meeting of the ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

E. C. Jensen	c/o Regency Homes, Inc. 2826 University Drive Coral Springs, Florida 33065
Dennis Radice	c/o Regency Homes, Inc. 2826 University Drive Coral Springs, Florida 33065
David Levine	c/o Regency Homes, Inc. 2826 University Drive Coral Springs, Florida 33065

#### ARTICLE VII OFFICERS

A. The officers of the ASSOCIATION shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the ASSOCIATION until the first annual meeting of the Board of Directors, and until their successors are duly elected and qualified are:

E. C. Jensen, President  
David Levine, Secretary  
Dennis Radice, Vice President  
David Levine, Treasurer

#### ARTICLE VIII CORPORATE EXISTENCE

The ASSOCIATION shall have a perpetual existence.

#### ARTICLE IX BYLAWS

The Board of Directors may, from time to time, adopt, alter or rescind the Bylaws of the ASSOCIATION.

ARTICLE X  
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to a vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any special or annual meeting, at which such proposed Amendment is to be considered by the Members.

C. The proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes of the Members entitled to vote thereon.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members and Directors eligible to vote in lieu of the above procedure.

E. Notwithstanding the foregoing, no Amendment affecting SUBDIVIDER shall be effective without the prior written consent of SUBDIVIDER or the successors or assigns of SUBDIVIDER.

ARTICLE XI  
INCORPORATOR

The name and address of the Incorporator of these Articles is REGENCY AT FLORAL LAKES, INC., a Florida corporation, at 2826 University Drive, Coral Springs, Florida 33065.

ARTICLE XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the ASSOCIATION (and the Directors and officers as a group) shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful malfeasance in the performance of his or her duties, the indemnification provisions of this Article shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to, and not exclusive of, any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted, without the prior consent of each and every Officer and Director, whether current or former, affected by such amendment.

ARTICLE XIII  
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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 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, or a 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 or she 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.

ARTICLE XIV  
DISSOLUTION 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 and order:

1. Real property contributed to the ASSOCIATION without the receipt of other than nominal consideration by the SUBDIVIDER (or its successors in interest) shall be returned to the SUBDIVIDER (whether or not a Member at the time of such dissolution), unless SUBDIVIDER refuses to accept the conveyances (in whole or in part);
2. Dedication to applicable municipal or other governmental authority of any property conveyed to the ASSOCIATION (whether real, personal or mixed) as determined by the Board of Directors of the ASSOCIATION to be appropriate for dedication and which such authority is willing to accept; and
3. The remaining assets of the ASSOCIATION shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

B. The ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors and three-fourths (3/4) of the Members; and upon the issuance after such vote of a decree of dissolution by a Circuit Judge as provided in section 617.05 of the Florida Statutes, as amended.

ARTICLE XV  
DESIGNATION OF REGISTERED AGENT

R. Bowen Gillespie, III, is hereby designated as the ASSOCIATION'S Registered Agent for service of process within the State of Florida, at c/o Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of May, 1996.

REGENCY AT FLORAL LAKES, INC.,  
a Florida Corporation

By: E. C. Jensen  
E. C. Jensen, President

STATE OF FLORIDA )  
COUNTY OF BROWARD )

I hereby certify that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared E. C. Jensen, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same on behalf of Regency at Floral Lakes, Inc., a Florida corporation, for the purpose therein expressed.

WITNESS my hand and official seal in the county and state aforesaid this 9 day of May, 1996.



JILL A SLIVA  
My Commission CC403877  
Expires May. 14, 1999  
Bonded by ANB  
800-852-8070

Jill A. Sliva  
NOTARY PUBLIC

Jill A. Sliva

Print Notary Name

Commission Expires: 5-14-99

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE  
STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes,  
the following is submitted:

REGENCY AT FLORAL LAKES HOMEOWNERS' ASSOCIATION #1, INC.,  
organized and existing under the laws of the State of Florida, with its initial  
registered office, as indicated in the foregoing Articles of Incorporation, in  
the City of Coral Springs, County of Broward, State of Florida, has named R.  
Bowen Gillespie, III, of 1515 South Federal Highway, Suite 300, Boca Raton,  
Florida 33432, as its agent to accept service of process within this State.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-styled  
corporation at the place designated in this Certificate, I, the undersigned,  
hereby agree to act in said capacity and to comply with the provisions of Section  
48.091 of the Florida Statutes.

  
\_\_\_\_\_  
R. Bowen Gillespie, III

FILED  
96 MAY 13 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT "A"

That part of the Northeast One Quarter (NE 1/4) of Section 22, Township 46 South, Range 42 east, Palm Beach County, Florida, described as follows:

Commence at the Southwest corner of the Northeast One Quarter (NE 1/4) of said Section 22; thence N 1°31'34" W, along the West line of the Northeast one Quarter (NE 1/4) of Section 22, 218.41 feet; thence N 88°28'26" E, 60.00 feet; thence N 2°17'17" E, 70.35 feet to the Northwest corner of the Plat of Floral Lakes Civic Site, as recorded in Plat Book 70, Page 133 of the Public Records of Palm Beach County, Florida and the Point of Beginning; thence N 90°00'00" E, along the North line of said Plat, 205.34 feet; thence N 81°00'00" E, along said North line 59.72 feet to a point of curvature of a curve concave Westorly with a radius of 60.00 feet and a central angle of 164°17'45"; thence Easterly, Southerly and Southwesterly, along the arc of said curve and along the boundary of said plat of Floral Lakes Civic Site, 172.05 feet; thence S 0°00'00" E, 185.80 feet to the South line of the Northeast One Quarter (NE 1/4) of Section 22;

Thence N 90°00'00" E, along said South line, 2329.10 feet to the East line of the Northeast One Quarter (NE 1/4) of Section 22; thence N 1°26'44" W, along said East line, 667.12 feet to the North line of the South One Quarter (S 1/4) of the Northeast One Quarter (NE 1/4) of Section 22; thence S 89°58'58" W, along said North line, 635.32 feet; thence N 0°01'02" W, 5.50 feet; thence S 89°58'58" W and parallel with the said North line of the South One Quarter (S 1/4) of the Northeast One Quarter (NE 1/4) of Section 22, 971.41 feet; thence S 5°00'46" W, 5.52 feet to the North line of the said South One Quarter (S 1/4) of the Northeast One Quarter (NE 1/4) of Section 22; thence S 89°58'58" W, along said North line, 1006.53 feet to a line 72.00 feet east of and parallel with the West line of the Northeast One Quarter (NE 1/4) of Section 22; thence S 1°31'34" E, along said parallel line, 266.02 feet; thence S 2°17'17" W, 110.05 feet to the said Point of Beginning.

TOGETHER WITH:

That part of the Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22, Township 46 South, Range 42 East, Palm Beach County, Florida, described as follows:

Begin at the Southwest corner of the Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22; thence N 89°58'58" E, along the South line of said Northeast One Quarter of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of said Section 22, 344.35 feet; thence N 1°28'30" E, 369.70 feet; thence N 44°16'16" W, 35.81 feet; thence S 89°58'58" W, 39.77 feet to a point of curvature of a curve concave northerly with a radius of 185.00 feet and a central angle of 48°06'34"; thence Westerly, along the arc of said curve, 155.34 feet; thence S 88°29'39" W, 163.31 feet to the West line of said Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22; thence S 1°30'21" E, along said West line, 452.61 feet to the said Point of Beginning.

TOGETHER WITH:

That part of the Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22, Township 46 South, Range 42 East, Palm Beach County, Florida, described as follows:

Commence at the Southwest corner of the Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22; thence N 89°58'58" E, along the South line of said Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22, 341.86 feet to the Point of Beginning; thence N 5°00'46" E, 35.95 feet to a point of curvature of a curve concave Westerly with a radius of 140.00 feet and a central angle of 3°32'16"; thence Northerly, along the arc of said

curve, 8.64 feet; thence N 1°20'30" E, 155.64 feet; thence N 89°42'17" E, 65.03 feet; thence S 1°20'30" W, 157.65 feet to a point of curvature of a curve concave Westerly with a radius of 205.00 feet a central angle of 3°32'16"; thence southerly along the arc of said curve, 12.66 feet; thence S 5°00'46" W, 30.23 feet to the said South line of the Northeast One Quarter (NE 1/4) of the Southwest One Quarter (SW 1/4) of the Northeast One Quarter (NE 1/4) of Section 22; thence S 89°58'50" W, along said South line, 65.25 feet to the said Point of Beginning.