

APR-23-1997

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PHILIP J. CROYLE & ASSOCIATES

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PHILIP J. CROYLE & ASSOCIATES
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

PHILIP J. CROYLE, J.D.*

Of Counsel
RICHARD B. BARKIN

In Association with
LAWRENCE SCANLON*

SCANLON & HENRETTA CO., L.P.A.

*Also admitted in Ohio

APRIL 14, 1997

FLORIDA
1900 GLADES ROAD SUITE 401
BOCA RATON, FLORIDA 33431
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FAX (407) 750-8976

OHIO

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

at Banks Street

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-04/28/97--01030--011
*****122.50 *****122.50

RE: Articles of Incorporation for PINE TRACE HOMEOWNERS ASSOCIATION, INC.

Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation.

You will also find enclosed a check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee.

The certified copy of the Articles of Incorporation should be mailed to the attention of the undersigned.

Very truly yours,

CROYLE & ASSOCIATES

[Signature]
PHILIP CROYLE
For the Firm

Enclosure

FILED
97 MAY -1 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

New name ok
REGISTER MAY 1 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

PHILIP J CROYLE, ESQUIRE
1900 GLADES ROAD
SUITE 352
BOCA RATON, FL 33431

SUBJECT: PINE TRACE HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W97000007867

We have received your document for PINE TRACE HOMEOWNERS' ASSOCIATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 097A00017020

FILED
97 MAY -1 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PINE TRACE AT BINKS FOREST HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby forms a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be **PINE TRACE AT BINKS FOREST HOMEOWNERS' ASSOCIATION, INC.**, which corporation shall hereinafter be referred to as the "Association".

ARTICLE II

PURPOSE

The purpose and object of the Association shall be to administer the operation and management of all common areas and/or recreational areas within **PINE TRACE**, located in Palm Beach County, Florida, pursuant to the plat thereof to be recorded in the Public Records of Palm Beach County, Florida; and to undertake the performance of the acts and duties, incident to the administration of the operation and management of said common areas and recreational areas and other properties located within **PINE TRACE** (hereinafter the "development"), in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declaration of Protective Covenants and Restrictions for **PINE TRACE** which shall be recorded in the Public Records of Palm Beach County, Florida; and to take and hold fee simple title to said common areas and/or recreational areas and to operate, lease, mortgage, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the above-referenced property; and further, to foster a residential community throughout the development.

ARTICLE III

POWERS

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the formal Declaration of Protective and Restrictions for **PINE TRACE** as aforementioned and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including, but not limited to the following:

(a) To make, establish and enforce reasonable rules and regulations governing the development and the use of the common areas and recreational areas as delineated upon the Plat of **PINE TRACE** and as such terms are further defined by the formal Declaration of Protective Covenants and Restrictions for **PINE TRACE** and as hereinabove referred to.

(b) To make and collect assessments against members of the Association to defray costs, expenses and losses of the Association.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To undertake the maintenance, repair, replacement and operation of the common areas, recreational areas, landscape areas and/or property leased or acquired the Association for the benefit of its members, and as set forth in the formal Declaration of Protective Covenants and Restrictions for **PINE TRACE**.

(e) To purchase insurance upon the common areas and recreational areas and insurance for the protection of the Association and its members.

(f) To reconstruct the improvements upon the common areas and recreational areas after casualty and construct further improvements upon and within these properties, and as set forth in the formal Declaration of Protective Covenants and Restrictions for **PINE TRACE**.

(g) To make reasonable rules and regulations respecting the maintenance and use of any properties located within the development including, but not limited to, the individual residential units therein located.

(h) To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the formal Declaration of Protective Covenants and Restrictions for **PINE TRACE**, these Articles of Incorporation and the By-Laws of the Association and the Rules and Regulations for the use and maintenance of the properties within the development.

(i) To Contract for the management of the common areas, recreational areas and other properties for which the Association is responsible, and to delegate all management powers and duties to a qualified person, firm or corporation.

(j) To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operations of the properties for which the Association is responsible.

(k) To acquire fee simple title to recreational areas and recreational facilities and to make and collect assessments against members to defray the cost of taxes, maintenance, repair, operation of land and improvements thereon and to satisfy the obligations for the acquisition of same whether by way of payments under the term of promissory notes and mortgages encumbering same or by way of other obligations.

(l) To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land located within **PINE TRACE** provided that all of the transactions contemplated herein are to be for the use, benefit and enjoyment of the members of the Association. This shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational and community facilities.

(m) To enter into contracts and agreements for the purpose of effectuating the Declaration of Protective Covenants and Restrictions for **PINE TRACE**, these Articles of Incorporation and the By-Laws of the Association and the Rules and Regulations.

2. All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for **PINE TRACE**, these Articles of Incorporation and the By-Laws of the Association.

3. The Association shall make no distribution of income or excess funds to its members, directors or officers.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for **PINE TRACE** and the By-Laws of the Association.

ARTICLE IV

MEMBERSHIP

1. The members of the Association shall consist of all of the record owners of each Dwelling Unit constructed upon a lot in **PINE TRACE** according to the Plat thereof, to be recorded in the Public Records of Palm Beach County, Florida.

2. Transfer of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a Dwelling Unit and the delivery to the Association of a certified copy of such instrument, the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her Dwelling Unit.

4. The members of the Association, singly or collectively, shall be entitled to only one (1) vote for each Dwelling Unit owned by them. The exact manner of exercising voting rights when there are two (2) or more owners of one (1) Dwelling Unit, shall be determined by the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the By-Laws of the Association, but shall not be less than three (3) in number. In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

2. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. In accordance with Florida Statute 617.307, members of the Association other than the Developer shall be entitled to elect at least a majority of the member of the Board of Directors when the earlier of the following events occurs:

(a) Three (3) months after ninety (90%) percent of the parcels in all phases of the community that will ultimately be operated by the Association have been conveyed to members; or,

(b) Until the Developer voluntarily calls for the election of a majority of the members of the Board of Directors by the membership of the Association.

4. The Developer shall continue to be entitled to elect at least one (1) member of the Board of Directors of the Association for so long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the parcels in all phases of the community.

5. The directors herein named shall serve until the first election of directors by Association members, and any vacancies in the number occurring before the first election shall be filled by the remaining directors.

6. 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:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Belmont	2541 Metrocentre Blvd., #1 West Palm Beach, FL 33407
David Abrahms	2541 Metrocentre Blvd., #1 West Palm Beach, FL 33407
Leona Hammond	2541 Metrocentre Blvd., #1 West Palm Beach, FL 33407

ARTICLE VI

OFFICERS

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation and any vacancy shall be filled by appointment of the first

Board of Directors. After the Developer has relinquished majority control of the Association as provided herein, the officers shall be elected by the Board of Directors at its first meeting following the first meeting of the members of the Association at which the majority of the Board of Directors is elected. The officers shall serve for an annual term at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association are as follows:

NAME and ADDRESS

Michael J. Belmont
2541 Metrocentre Blvd., #1
West Palm Beach, FL 33407

President

David Abrahms
2541 Metrocentre Blvd., #1
West Palm Beach, FL 33407

Vice-President

Leona Hammond
2541 Metrocentre Blvd., #1
West Palm Beach, FL 33407

Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the association, whether or not he is a director or officer at the time 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 duties; provided that in that event of a settlement, indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to these 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 to be considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one (1) or more 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 of the Association at or prior to the meeting; and

(a) Such approval must be by not less than sixty-six (66%) percent of the entire membership of the Board of Directors and by not less than sixty-six (66%) of the votes of the entire membership of the Association; or

(b) By not less than eighty (80%) percent of the entire membership of the Association.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members, or any change in Paragraphs 2 and/or 3 of Article IV hereof without approval in writing by all members.

4. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

5. Notwithstanding the provision of this Article IX, the Developer reserves the right to alter and amend these Articles of Incorporation, as it deems necessary and/or

appropriate, and the Developer shall not require or need the joinder of any member prior to such time as the Developer relinquishes control of a majority of the Board of Directors as provided in Article V(3)(a) or voluntarily elects to terminate its control over the Association, whichever shall first occur.

6. Notwithstanding the foregoing provisions of this Article IX, until the Developer shall have relinquished majority control of the Association as hereinabove provided, no amendment of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE X

TERM

The Association shall have perpetual existence.

ARTICLE XI

DEVELOPER

Wherever referred to herein, the term "Developer" shall mean **CENTEX HOMES**, a Nevada General Partnership, **CENTEX REAL ESTATE CORPORATION**, Managing General Partner, its successors and assigns.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CENTEX HOMES , A General Partnership, CENTEX REAL ESTATE CORPORATION , Managing General Partner	2541 Metrocentre #1 W. Palm Beach, FL 33407

ARTICLE XIII

RESIDENT AGENT

The initial Resident Agent of the Association shall be **CENTEX REAL ESTATE CORPORATION** whose address is 2541 Metrocentre, #1, W. Palm Beach, Florida 33407.


ARTICLE XIV

INITIAL PRINCIPAL OFFICE

The initial principal office of the association shall be located at 2541 Metrocentre, #1, W. Palm Beach, Florida 33407.

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature on this 15 day of April, 1997.

CENTEX HOMES, a Nevada
General Partnership,
**CENTEX REAL ESTATE
CORPORATION**, Managing
General Partner


By: Walter A. Tilly,
Vice President

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

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgements in the State of Florida, on this day personally appeared Walter A. Tilly, Vice President of Development of **CENTEX REAL ESTATE CORPORATION**, Managing General Partner of Centex Home, a Nevada General Partnership, the sole incorporator of the Articles of Incorporation of the foregoing Association, who after being duly sworn by me, upon his oath, stated that he has executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal this _____ day of _____, 1997.

Notary Public

Print Name

Commission No.

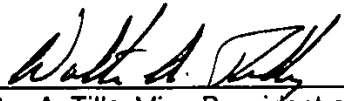
My Commission Expires: _____

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **PINE TRACE AT BINKS FOREST HOMEOWNERS' ASSOCIATION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Palm Beach County, of Florida, has named **CENTEX REAL ESTATE CORPORATION** located at 2541 Metrocentre, #1, W. Palm Beach, Florida, as its agent to accept service of process within Florida.

CENTEX REAL ESTATE CORPORATION

By: 
Walter A. Tilley, Vice President of
Development


Date: 4-15-97

FILED
97 MAY -1 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **PINE TRACE AT BINKS FOREST Homeowners' Association, Inc.**, in the foregoing Articles of Incorporation, **CENTEX REAL ESTATE CORPORATION**, a Nevada corporation authorized to transact business in Florida, hereby agrees to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. 607.325.

CENTEX REAL ESTATE CORPORATION

By: 
Walter A. Tilley, Vice President of
Development