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January 30, 1998

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Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
01-29-98

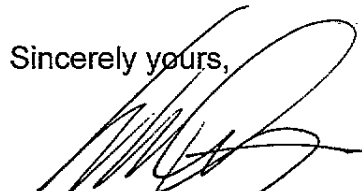
RE: GREENRIDGE FARMS PROPERTY OWNERS' ASSOCIATION, INC.

Dear Sir/Madam:

I enclose for filing the Articles of Incorporation of Greenridge Farms Property Owners' Association, Inc. I also enclose a check in the amount of \$122.50 for the various fees, and an extra copy of the Articles for you to stamp and return to me in the enclosed envelope.

Thank you for your attention to this matter.

Sincerely yours,



WILLIAM W. ATTERBURY III

WWA/mtj
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 PM 3:28

RP
02-04-98

ARTICLES OF INCORPORATION
OF
GREENRIDGE FARMS PROPERTY OWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -3 PM 3:28

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

Article I - Name

The name of the corporation is GREENRIDGE FARMS PROPERTY OWNERS' ASSOCIATION, INC. (the "Association").

Article II - Duration

EFFECTIVE DATE
01-29-98

The term for which the Association is to exist is perpetual unless it is dissolved pursuant to any applicable provision of the Florida Statutes. The Association shall commence to exist January 29, 1998, the date of the execution and acknowledgment of these Articles.

Article III - Initial Principal Office and Mailing Address

The address of the principal office and the mailing address of the Association is:

c/o Bessemer Properties, Incorporated
3228 SW Martin Downs Boulevard, Suite 201
Palm City, Florida 34990

Article IV - Purpose

The purpose for which the Association is organized as a nonprofit corporation in accordance with the provisions of Chapter 617, Florida Statutes, is to function as the property owners association for a real estate subdivision located in Martin County, Florida, to be known as Greenridge Farms, as more particularly described in the plat thereof to be recorded in the Public Records of Martin County, Florida and as described in Exhibit "A" attached hereto (the "Property") and to fulfill all of the responsibilities of operation and administration as called for in the Declaration of Covenants and Restrictions for Greenridge Farms to be recorded in the Public Records of Martin County, Florida (the "Declaration") and in the Bylaws of the Association (the "Bylaws").

Article V - Members

The Members of the Association shall be the Owners of any of the Properties or any Parcel within the Property as defined in the Declaration and as admitted to membership as provided in the Bylaws.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480 and the name of the initial registered agent of this corporation at that address is William W. Atterbury III, Esq.

Article VII - Initial Board of Directors

The Association shall be governed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons. The initial Board of Directors shall consist of three (3) persons unless changed by resolution as provided in the Bylaws. The names and addresses of the persons who are to serve as the Directors until the first election as designated in the Declaration are:

John R. Baker
3228 SW Martin Downs Boulevard
Ste. 201
Palm City, Florida 34990

Lynda Fambrough
3228 SW Martin Downs Boulevard
Ste. 201
Palm City, FL 34990

William W. Atterbury III, Esq.
Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, FL 33480

The Declarant, (as identified in the Declaration) shall have the right and power to designate successor initial Directors until the first election as designated in the Bylaws. The method of election of Directors is stated in the Bylaws.

Article VIII - Incorporator

The name and address of the person signing these Articles is:

John R. Baker
c/o Bessemer Properties, Incorporated
3228 SW Martin Downs Boulevard
Ste. 201
Palm City, FL 34990

Article IX - Amendment

These Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by a two-thirds (2/3) vote of the Board of Directors of the Association at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors or members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of the Association or any member of the Board of the Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that until the first election of directors as designated in the Bylaws any changes in these Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors of the Association.

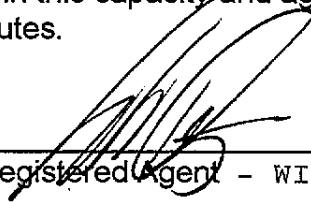
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of January, 1998.



JOHN R. BAKER

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.



Registered Agent - WILLIAM W. ATTERBURY III

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**GREENRIDGE FARMS
LEGAL DESCRIPTION**

That portion of Sections 5 and 6, Township 39 South, Range 40 East, and that portion of Sections 30, 31 and 32, Township 38 South, Range 40 East, which lies North of the North line of land conveyed to Becker Holding Corporation by deed recorded in Official Record Book 769, Page 1412, and West of the Westerly line of the land conveyed to Michael Zarrella by deed recorded in Official Record Book 164, Page 258, both of the Public Records of Martin County, Florida.

EXHIBIT "A"