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**FLORIDA NON-PROFIT CORPORATION**

**The Bear's Club Cottage Association, Inc.**

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**ARTICLES OF INCORPORATION FOR  
THE BEAR'S CLUB COTTAGE ASSOCIATION, INC.  
a Florida corporation not for profit**

The undersigned incorporators by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be THE BEAR'S CLUB COTTAGE ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the Bylaws of the Association as the "Bylaws".

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to be a "Neighborhood Association" in the residential real estate and private golf club community collectively known as THE BEAR'S CLUB (the "Community") in accordance with the "Master Declaration" and the "Cottage Declaration" defined below, as amended from time to time.

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Master Covenants, Conditions, Easements and Restrictions for THE BEAR'S CLUB (the "Master Declaration") and the Declaration of Covenants, Conditions, Easements and Restrictions for THE BEAR'S CLUB COTTAGES (the "Cottage Declaration") recorded or to be recorded in the Public

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Records of Palm Beach County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.

#### ARTICLE IV

##### POWERS

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

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Master Declaration, Cottage Declaration or the Bylaws.
- 4.2 The Act. All mandatory provisions of Sections 617.301-617.312, Florida Statutes (the "Act"), as amended from time to time are incorporated herein by this reference thereto. All mandatory provisions of the Act shall govern and control all conflicting provisions of these Articles or By-Laws.
- 4.3 Enumeration. The Association shall have all of the powers reasonably necessary to carry out its functions as set forth in the Master Declaration and the Cottage Declaration, in accordance with the Act and as more particularly described in the Bylaws and these Articles, as they may be amended from time to time.
- 4.4 Association Property. All funds and titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Neighborhood Members in accordance with the provisions of the Master Declaration, the Cottage Declaration, these Articles and the Bylaws.
- 4.5 Distribution of Income; Dissolution. The Association shall make no distribution of income to the Neighborhood Members, its Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Cottage Declaration.
- 4.6 Limitation. The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions hereof, of the Master Declaration, the Cottage Declaration and the Bylaws.

#### ARTICLE 5

##### MEMBERS

- 5.1 Membership. The Members of the Association ("Neighborhood Members") shall be as provided in the Cottage Declaration.

- 5.2 Voting. On all matters upon which the Association Membership shall be entitled to vote, all votes shall be cast in accordance with the Cottage Declaration.
- 5.3 Meetings. The Bylaws shall provide for an annual meeting of Neighborhood Members and may make provision for regular and special meetings of Neighborhood Members other than the annual meeting.
- 5.4 Master Association. All Neighborhood Members shall be members of the Master Association as set forth in the Master Declaration.

#### ARTICLE 6

##### TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE 7

##### INCORPORATORS

The names and address of the Incorporators to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Whitley	2000 PGA Boulevard, Suite 2204 North Palm Beach, Florida 33408
Ira Fenton	Suite 400 11780 U.S. Highway #1 North Palm Beach, Florida 33408
Tucker Frederickson	2000 PGA Boulevard, Suite 2204 North Palm Beach, Florida 33408

#### ARTICLE 8

##### OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. After the Turnover Date, the officers shall be elected by the Board at its first meeting following the annual meeting of the Neighborhood Members and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

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

President	Robert Whitley
Vice President	Tucker Frederickson
Secretary/Treasurer	Ira Fenton

## ARTICLE 9

### DIRECTORS

- 9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board (the "Board of Directors") consisting of the number provided by the Bylaws, but in no event less than three (3) nor more than five (5). Directors (and officers) need not be Neighborhood Members.
- 9.2 Duties and Powers. All of the duties and powers of the Association shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Neighborhood Members when such approval is specifically required, and except as provided in the Master Declaration or the Cottage Declaration.
- 9.3 Election, Removal. Directors of the Association shall be elected at the annual meeting of the Neighborhood Members in the manner determined by and subject to the qualifications set forth in, the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.
- 9.4 First Directors. The names of the first board who shall hold office until their successors are elected and have qualified, as provided in the Bylaws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Whitley	2000 PGA Boulevard, Suite 2204 North Palm Beach, Florida 33408
Ira Fenton	Suite 400 11780 U.S. Highway #1 North Palm Beach, Florida 33408
Tucker Frederickson	2000 PGA Boulevard, Suite 2204 North Palm Beach, Florida 33408

## ARTICLE 10

### INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is 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, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. 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 in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 10.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Association as authorized in this Article 10.
- 10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Neighborhood Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or

agent of the Association, or is or was serving, at the request of the Association, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and insured by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

- 10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE 11

##### BYLAWS

The first Bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the Bylaws and Cottage Declaration.

#### ARTICLE 12

##### AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- 12.2 Adoption. Until the Turnover Date, the Declarant may amend these Articles in Declarant's sole and absolute discretion. After the Turnover Date, amendments shall require the affirmative vote of Neighborhood Members casting sixty-seven percent (67%) of the total votes in the Association in favour of such amendment. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than one-third (1/3) of the Neighborhood Members. Directors and Neighborhood Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting.
- 12.3 Filing. A copy of each Amendment shall be filed with the Secretary of State in accordance with the provisions of the applicable Florida law.

**ARTICLE 13**

**PRINCIPAL ADDRESS OF ASSOCIATION**

The principal office of this corporation shall be at 2000 PGA Boulevard, Suite 2204, North Palm Beach, Florida 33408, or such other place as may subsequently be designated by the Board.

**ARTICLE 14**

**CONVEYANCE**

The Association shall accept any and all deeds of conveyance delivered to it by the Declarant, as provided in the Master Declaration or the Cottage Declaration.

**ARTICLE 15**

**REGISTERED AGENT**

The initial registered agent of the Association shall be FHS Corporate Services, Inc., with offices at 11780 U.S.Highway, Suite 300, North Palm Beach, FL 33408.

WHEREOF, the Incorporators have affixed their signatures as of this 19<sup>th</sup> day of November, 1999.



Robert Whitley



Ira Fenton



Tucker Frederickson



ACKNOWLEDGMENTS

STATE OF FLORIDA

SS.

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 1999, by ROBERT WHITLEY, who is personally known to me or has produced \_\_\_\_\_ as identification.

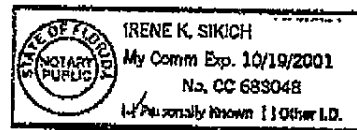
My Commission Expires:

Irene K. Sikich  
Notary Public

STATE OF FLORIDA

SS.

COUNTY OF PALM BEACH



The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 1999, by IRA FENTON, who is personally known to me or has produced \_\_\_\_\_ as identification.

 Linda Gaddy  
My Commission Expires 12/19/2000

Linda Gaddy  
Notary Public LINDA GADDY  
My Comm. Expires 12/19/00  
SO. #CC 600827

STATE OF FLORIDA

SS.

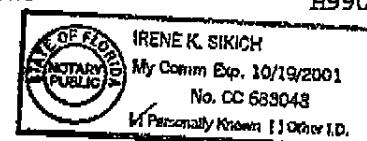
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 1999, by TUCKER FREDERICKSON, who is personally known to me or has produced \_\_\_\_\_ as identification.

My Commission Expires

Irene K. Sikich  
Notary Public

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

In compliance with the laws of Florida, the following is submitted:

First that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, within the State of Florida, the corporation named in the said Articles has named FHS CORPORATE SERVICES, INC., as its statutory registered agent  
§§

Having been named the statutory registered agent of said corporation at the place designat§ed in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes Section 607.325.

FHS CORPORATE SERVICES, INC.

By:   
Name: Oren S. Tasini  
Title: Secretary

Dated this 22nd day of November, 1999.

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