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CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS
CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1915-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH
GEORGE P. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY
M. LEVING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

STEVEN D. JENSEN
JOSEPH NEIRON, JR.
JEFFREY P. THOMAS
CHARLES K. WILCOUGHTRY

REPLY TO:

BOARD CERTIFIED IN WILL, TRUSTS & ESTATES LAW
BOARD CERTIFIED IN FAMILY & MARITAL LAW
BOARD CERTIFIED CIVIL TRIAL LAWYER
BOARD CERTIFIED IN HEALTH LAW
BOARD CERTIFIED IN BUSINESS LITIGATION

November 20, 1996

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-11/26/96--01161--013
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301
via Federal Express

Re: THE VILLAS PROPERTY OWNERS ASSOCIATION, INC.

Gentlemen:

FILED
96 NOV 22 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the original and one copy of corporate Charter for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 covering the following:

Filing Fee	35.00
Resident Agent	35.00
Certified Copy	52.50
Total	\$122.50

After this corporation has been approved and filed by your office, we will appreciate it if you will forward to us a certified copy of the Charter. The Certificate of Registered Agent is also enclosed. Thank you in advance.

Sincerely yours,

Leigh A. Williams
Leigh A. Williams

Enclosures
LAW/jsg

B. REGISTER NOV 22 1996

ARTICLES OF INCORPORATION
OF
THE VILLAS PROPERTY OWNERS ASSOCIATION, INC.

FILED
96 NOV 22 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes and do certify as follows:

ARTICLE I
NAME

The name of this corporation is THE VILLAS PROPERTY OWNERS ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association" or the "Corporation".

ARTICLE II
DEFINITIONS

All terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for THE VILLAS SUBDIVISION, which are to be recorded in the public records of Martin County, Florida, and any subsequent amendments thereto.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is: 555 Colorado Avenue, Stuart, Florida 34994. The registered agent of the Corporation at that address is Leigh A. Williams.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 1. This Corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

a. To establish, maintain, operate and provide all community services of every kind and nature for THE VILLAS SUBDIVISION, Martin County, Florida required or desired by the Members, including without limitation those services and functions described in the Covenants and Restrictions for THE VILLAS SUBDIVISION.

b. To provide for enforcement of the Covenants and Restrictions.

c. To engage in such other activities as may be to the mutual benefit of the Members and the Owners of Lots in THE VILLAS SUBDIVISION.

d. To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefit of its Members.

e. To contract with others to provide the services, benefits and advantages desired.

f. To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Association.

g. To maintain, repair, replace and operate its property. To own and covey property.

h. To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Corporation. To operate the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

i. To employ personnel to perform the services authorized by these Articles.

j. To purchase insurance upon its property for the protection of the Association and its Members.

k. To reconstruct improvements constructed on its property after casualty or other loss.

l. To dedicate all or any portion of its property or any interest therein to public use.

m. To enforce by legal action the provisions of these Articles of Incorporation, the By-Laws of the Corporation, and the Covenants and Restrictions. To sue and be sued.

n. To hold title to and maintain the private roads, access easements and private drainage easements, if any, reflected on the recorded Plat of THE VILLAS SUBDIVISION, and to hold title to all other property, real and personal, as it may acquire from time to time, and to sell, transfer or mortgage the same.

o. To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Association shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to

implement the powers of the Association.

ARTICLE V MEMBERS

Section 1. The Members of this Corporation shall consist of WTS, INC., a Florida corporation, hereinafter referred to as the "Developer", and all owners of Lots in THE VILLAS SUBDIVISION, but shall not include mortgagees or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation shall also be members of the Corporation until termination of the Class B membership as provided hereinafter.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

Section 3. The Corporation shall have two classes of membership: Class A and Class B.

Class A Members shall be all persons owning one or more lots in THE VILLAS SUBDIVISION and shall have 1 vote per lot owned.

Class B Member shall be the Developer.

The Class B membership shall terminate when (a) the Class B member so designates in writing delivered to the Association, or (b) when the Developer shall have sold all lots and they are owned by persons other than Developer, whichever shall first occur. Each lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any lot, the vote for such lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a lot, such vote shall not be recognized and the lot shall not be counted for any purpose until the dispute is resolved.

Until the Class B membership terminates, as provided herein, the Class B member shall be vested with the sole voting rights in the Association, except on such matters as to which the Covenants and Restrictions, these Articles of Incorporation, or the By-Laws of the Association specifically require a vote of the Class A members.

ARTICLE VI TERM

This Corporation shall exist perpetually, however, if the Corporation is dissolved for any reason the surface water management system shall be conveyed to an appropriate agency, local government or similar non-profit Corporation.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of three (3) Members. The Board of Directors shall be elected by the Members of the Association entitled to vote. Until termination of the Class B Membership, the Directors shall be elected by the Class B Member only; thereafter the Directors shall be elected by the Class A Members. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

CHARLES L. WOLFF, JR.	2785 SE St. Lucie Blvd Stuart, Florida 34997
LEO J. HUSSEY	P.O. Box _____ Stuart, Florida 34995
JOHN S. LEIGHTON III	216 Coconut Ave. Stuart, Florida 34996

ARTICLE VIII
OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

CHARLES L. WOLFF, JR.	PRESIDENT/TREASURER
LEO J. HUSSEY	VICE PRESIDENT
JOHN S. LEIGHTON III	SECRETARY

ARTICLE IX 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 by 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, or any settlement thereof, 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 the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest 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 X DISPOSITION OF ASSETS UPON DISSOLUTION

No member, Director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five (75%) percent of each and every class of Membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities, or any one of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event of dissolution of the Association, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government; however, if it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of the Class B Member until such Membership shall terminate and thereafter by an affirmative vote of two-thirds (2/3) of the Class A Members of the Association entitled to vote.

ARTICLE XII
BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the vote of the Class B Member until such Membership shall terminate and thereafter by the affirmative vote of two-thirds (2/3) of the Class A Members of the Association present at any annual or special meeting of the Members.

ARTICLE XIII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 19th day of November, 1996.



CHARLES L. WOLFE, JR.



JOHN S. LEIGHTON III

FILED
96 NOV 22 11 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is THE VILLAS PROPERTY OWNERS ASSOCIATION, INC.

The name and address of the initial registered agent and office is:

LEIGH A. WILLIAMS

555 COLORADO AVENUE
STUART, FLORIDA 34994

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Leigh A. Williams
Registered Agent