

**ARTICLES
OF
INCORPORATION**

**EGRET LANDING
PROPERTY OWNERS' ASSOCIATION, INC.**

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OF
EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC.

FILED
FEB 26 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II.

PURPOSES AND POWERS

The Association shall have the following powers:

- A. To operate EGRET LANDING (referred to herein as the "Community"), and to undertake the performance of, and to carry out the acts and duties incident to the administration of the Community in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's Bylaws and the Declaration of Covenants and Restrictions for Egret Landing (the "Declaration").
- B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage or pledge.
- C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.
- D. To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Declaration, the Bylaws and any Rules and Regulations of the Association.
- E. To contract for the management of the Association.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Association.

G. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration and the Bylaws. The Association shall also have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III.

MEMBERS

The terms of membership are provided for in the Declaration and the Association Bylaws.

ARTICLE IV.

EXISTENCE

The Association shall have perpetual existence.

ARTICLE V.

INCORPORATOR

The Incorporator to these Articles of Incorporation is JAMES GOLOSZEK whose address is 3601 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE VI.

DIRECTORS

A. The Association affairs shall be managed by a Board of Directors in accordance with Article V of the Association's Bylaws.

B. The number of directors to be elected, the manner of their election and their respective terms shall be as set forth in Article V of the Association's Bylaws. Should a vacancy occur on

The Board, the remaining directors shall select a member to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
JAMES GOLDSTEIN	2601 Biscayne Boulevard Miami, FL 33137
ROBERT A. BERMAN	6731 Donald Ross Road Palm Beach Gardens, FL 33418

ARTICLE VII.

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the officers who shall serve until the first election of officers pursuant to the provisions of the Bylaws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JAMES GOLDSTEIN	President	2601 Biscayne Boulevard Miami, FL 33137
ROBERT A. BERMAN	Vice Pres./ Treasurer	6731 Donald Ross Road Palm Beach Gardens, FL 33418
JAMES GOLDSTEIN	Secretary	2601 Biscayne Boulevard Miami, FL 33137

ARTICLE VIII.

BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended, altered, or rescinded.

ARTICLE IX.

AMENDMENTS TO ARTICLES

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

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors, acting upon the vote of a majority of the Board of Directors. In order for any amendment or amendments to be effective, same must be approved by three-fourths (3/4) of the Board of Directors.

C. No amendment shall be made that is in conflict with the Community Act or the Declaration.

ARTICLE X.

INDEMNIFICATION

Every director, every officer and every committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the director or officer in connection with any proceeding or any settlement thereof to which the director or officer may be a party, or in which the director or officer may become involved by reason of the director or officer being or having been a director or officer of the Association, whether or not 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 the director's or officer's duty; 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 of the rights to which such director or officer may be entitled.

ARTICLE XI.

TRANSACTION IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED


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 such reason, or solely because the director or officer is present at or participates in the meeting of the Board or 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 is or may be interested in any such contract or transaction.

ARTICLE XII.

INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 2601 Biscayne Boulevard, Miami, Florida 33137, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at Broad and Cassel, Fifth Floor, Reflections Centre, 400 Australian Avenue South, West Palm Beach, Florida 33401, and the initial registered agent therein is Clifford I. Mertz, Esquire.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 25th
day of February, 1992.



JAMES GOLDSTEIN,
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24
day of February, 1992, by JAMES GOLDSTEIN, who is personally
known to me or who has produced _____ as
identification and who did/did not take an oath.

Patricia A. Kunde

Notary Public
State of Florida, at Large
Print Name: Patricia A. Kunde

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES JUNE 28, 1994

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
1992 FEB 26 4:11:13

Pursuant to the provisions of §617.0501 of the Florida Profit Corporation Act, the undersigned Corporation, under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name and address of the Corporation is Egret Landing Property Owners' Association, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Clifford I. Hertz, P.A.
Broad and Cassel
Fifth Floor, Reflections Centre
400 Australian Avenue South
West Palm Beach, Florida 33401

Signed:


JAMES GOLDSTEIN, Incorporator

Date:

Feb 24, 1992

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.

Signature:


Clifford I. Hertz, P.A.

Date:

2/24/92