

State of Florida



Department of State

I certify from the records of this office that ST. LUCIE GARDENS HOMEOWNERS ASSOCIATION INC. is a corporation organized under the laws of the State of Florida, filed on August 19, 1991.

The document number of this corporation is N44762.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1991, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
day of
10th March, 1992.



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

ST. LUCIE GARDENS HOMEOWNERS ASSOCIATED INC.

(a corporation not for profit under the laws of the State of Florida)

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be ST. LUCIE GARDENS HOMEOWNERS ASSOCIATION INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

PURPOSE

- A. The purpose of which the Association is organized is to provide an entity to own, maintain, and operate certain lands located in St. Lucie County, Florida, which lands are to be used in common by all the members of the Association which membership shall consist of all the Living Unit Owners at ST. LUCIE GARDENS. The Association shall be responsible for the management of ST. LUCIE GARDENS in keeping with the terms and conditions as set forth in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR ST. LUCIE GARDENS (The "Declaration"), and as same may be amended from time to time.
- B. All of the terms used in these Articles of Incorporation shall have the same definitions and meanings as set forth in the Declaration.
- C. The Association shall make no distribution of income to its members, Directors or Officers.

ARTICLE III

POWERS AND DUTIES

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

- A. 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, or with the terms of the Declaration of Covenants and Restrictions for ST. LUCIE GARDENS.
- B. The Association shall have all the powers and duties set forth in the Declaration of Covenants and Restrictions for ST. LUCIE GARDENS except as limited by these

Articles, and all of the powers and duties reasonably necessary to operate and administer the Common Property and the Association Property pursuant to the Covenants and Restrictions and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against members to defray the costs and expenses of the Common Property and the Association Property.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Common Property and the Association Property.
4. To purchase insurance upon the Common Property and the Association Property and insurance for the protection of the Association and its members, as determined by the Board of Directors.
5. To dedicate or to transfer all of any part of the Common Property or the Association Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one (51%) OF THE MEMBERSHIP OF THE Association, and approved by not less than seventy-five (75%) of the institutional mortgagees holding mortgages encumbering the Living Units. Nothing herein shall be construed to obligate the City of Port St. Lucie to accept any such dedication or transfer of the Common Property or the Association Property.
6. To reconstruct the Improvements to the Common Property and the Association Property, after casualty, and to further improve the Common Property and the Association Property, as provided in the Declaration of Covenants and Restrictions.
7. To make and amend reasonable regulations regarding the use of the Common Property and the Association Property, provided that notice of the proposed modification, addition or deletion to the regulations is sent by U.S. mail to each member of the Association at least thirty (30) days before the proposed modification, addition or deletion becomes effective.
8. To contracts for the management of the Common Property and the Association Property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Covenants and Restrictions for ST. LUCIE GARDENS to have the approval of the Board of Directors or the membership of the Association. Any such contract may not exceed three (3) years in its term.
9. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Common Property and the Association Property.
10. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association, and the regulations for the use of the Common

Property and the Association Property as same may be promulgated, modified, or amended from time to time by the Association.

11. To pay taxes and assessments, which are levied against any part of the Association Property.
 12. To pay the costs of all power, water, sewer, and other utility services rendered to the Common Property and the Association Property, and not billed to Owners of the individual Living Units.
 13. To suspend the right to use and enjoy the Association Property and the Common Property and facilities of any member for any period during which any assessment shall remain unpaid.
 14. To do such other things as may be necessary in order to perform the duties and to exercise the power provided for the Association in the Declaration.
- C. The Association shall not have the power to purchase a Living Unit except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid not more than the amount secured by its lien.
- D. All funds and the titles of all Properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.
- E. The power of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERS

- A. The members of the Association shall consist of all of the record Owners of Lots in ST. LUCIE GARDENS.
- B. Change of membership in the Association shall be established by recording in the Public Records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a Lot at ST. LUCIE GARDES, and the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument thus becomes a member of the Association and the membership of the prior Owner is terminated as of the date of recording of such instrument.
- C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of the title of his Lot and Living Unit.
- D. The Owner of each Living Unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by Owners and the manner of exercising voting rights, shall be determined by the By-Laws of the Association, subject, however, to the terms and conditions of the Declaration.

ARTICLE V
DIRECTORS

- A. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) Directors, and until the transfer date. Directors need not be members of the Association.
- B. 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.
- C. The first election of directors shall not be held until after the Developer has closed the sales of all of the Lots and Living Units. In ST. LUCIE GARDENS, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.
- D. 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:

ARTICLE VI
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its meeting following the annual meeting of the members of the Association and shall serve 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 are as follows:

NAME	ADDRESS
Alan E. Hill (President)	1831 McLaren Road North Palm Beach, Florida 33408
Phyllis C. Salik (Vice-President)	1831 McLaren Road North Palm Beach, Florida 33408
Deborah P. Brady (Secretary)	1831 McLaren Road North Palm Beach, Florida 33408

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 or any settlement of 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 when the Director or Office is adjudged guilty of willful misfeasance or malfeasance the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement or 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 VIII
BY-LAWS

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

ARTICLE IX
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution approving a proposed amendment may be proposed either by the Board of Directors or by the 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, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided.
 1. Such approvals must be by not less than fifty-one percent (51%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the membership of the Association voting in person and by proxy: or
 2. By not less than sixty (60%) of the votes of the membership of the Association filling in person or by proxy at a meeting held for such purpose.
- C. Provided, however, that no amendment shall make any changes in the qualifications for membership not the voting rights of members without approval in writing by all

members, and joinder of all record owners of mortgages upon the Parcels. No amendment shall be made that it is in conflict with the Declaration or the laws of the State of Florida.

ARTICLE X
TERM

The term of the association shall be perpetual.

ARTICLE XI
DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to any appropriate public agency or utility 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 that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in accordance with the provisions of such Declaration or any recorded deed. Nothing herein shall be construed to obligate the City of Port St. Lucie to accept any such dedication on the Declaration for St. Lucie Gardens Page 6 Paragraph D. Nothing herein shall be construed to obligate the City of Port St. Lucie to accept any such dedication or transfer of all or any part of the Common Area.

ARTICLE XII
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Alan E. Hill	1831 McLaren Road North Palm Beach, Florida 33408
Phyllis C. Salik	1831 McLaren Road North Palm Beach, Florida 33408
Deborah P. Brady	1831 McLaren Road North Palm Beach, Florida 33408

ARTICLE XIII
REGISTERED AGENT AND OFFICE
AND PRINCIPAL OFFICE

The initial registered office of the corporation shall be located at 1831 McLaren Road, North Palm Beach, Florida 33408. The initial Registered Agent at said address shall be Deborah P. Brady.

IN WITNESS WHEREOF, the incorporators have affixed their signatures this 9th day of August, 1991.

WITNESSES: (As to all)

[Signature]
Regina L. Bell

[Signature]
Alan E. Hill

[Signature]
Regina L. Bell

[Signature]
Phyllis C. Salik

[Signature]
Regina L. Bell

Deborah P. Brady
Deborah P. Brady
I also hereby accept the designation
as registered agent.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Alan E. Hill, Phyllis C. Salik and Deborah P. Brady, who after being duly sworn, acknowledged before me that they executed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 9th day of August, 1991.

(NOTARY SEAL)


Notary Public

My Commission expires:



ROBERT M. SCHWARTZ
BY COMMISSION EXPIRES
November 26, 1993
BORNED THRU NOTARY PUBLIC UNDERWRITERS