

FILED
Nov 25 9 55 AM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DONALD ROSS LANDOWNERS' ASSOCIATION, INC.

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

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida, for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the corporation shall be DONALD ROSS LANDOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity to represent landowners of property located in the portion of Palm Beach Country Estates lying west of the State Turnpike, south and east of the C-18 canal, and north of Donald Ross Road. Membership shall consist of all property owners within the aforementioned boundaries who voluntarily desire to become members.

The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

POWERS

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

A. The Association shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation under any other applicable laws of the State of Florida.

B. The Association shall have all of the powers reasonably necessary to implement and effectuate the purpose of the Association including, but not limited to, the following:

1. Shall make and collect assessments against membership to defray the costs and expenses of the DONALD ROSS LANDOWNERS' ASSOCIATION.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the property of the Association.

4. To make and collect assessments against membership to purchase insurance upon the property of the Association and insurance for the protection of the Association and its members. These insurance costs will be shown in the operating budget for the Association and such assessments shall be due and payable when billed.

5. To reconstruct the improvements after casualty and to further improve the property.

6. To make and amend reasonable regulations regarding the use of the property of the Association, provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Association before

such shall become effective.

7. To employ personnel to perform the services required for proper operation of the Association property. To enforce provisions of these Articles of Incorporation and the By-Laws of the corporation which may be hereafter adopted, and to have and exercise any and all rights and powers vested in this Association and to enforce the rules and regulations governing the use and maintenance of the subject property.

8. To make and enter into any and all contracts necessary and desirable to accomplish the purposes of this Association.

C. 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 these Articles of Incorporation and the By-Laws.

ARTICLE IV

MEMBERS

A. The members of the Association shall consist of all of the record owners of land within the aforementioned boundaries who voluntarily wish to associate themselves with this Association. Such membership shall be established at the time of payment of the annual dues.

B. Change of membership in the Association shall be established by showing a deed or other instrument establishing a record title to land within the aforementioned boundaries and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus may become a member of the Association and the membership of the prior owner is terminated, at which time the Association shall issue a new annual membership certificate, except that nothing herein contained shall be construed as terminating the membership of any party who may own an interest in two or more parcels, so long as such party shall retain title to or a fee ownership interest in any

parcel.

C. The interest of any member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as appurtenance to said member's parcel. The funds and assets of the Association shall belong solely to the Association subject to the limitation that they be expended, held or used for the benefit of the membership and for the purposes authorized herein, or in the By-Laws, which may be hereafter adopted.

D. On all matters in which the membership shall be entitled to vote, there shall be only one vote for each parcel of property, which vote may be exercised or cast by the owner or owners of each parcel in such a manner as may be provided for in the By-Laws. Should any member own more than one parcel, such member shall be entitled to exercise or cast as many votes as he owns parcels. The exact number of votes to be cast by the owners of a parcel and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

EXISTANCE

The corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Association shall be located at: 14851 68th Drive North, Palm Beach Gardens, Florida 33410, but the Association may maintain offices and transact business in such other places as may, from time to time, be designated by the members. 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 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 corporation, 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 any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and nonexclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

ASSESSMENTS

The private property of the members shall not be subject to the payment of the Association's debts to any extent whatsoever; provided that this provision shall not in any manner limit the obligation of each member to the Association as set forth and contained in these Articles of Incorporation, the By-Laws which may be hereafter adopted, or limit the right of the Association to levy and assess members for the proportionate share of the expenses of the Association, and to enforce collection of such assessments in such manner as may be reserved to the Association in these Articles and By-Laws.

ARTICLE VIII

BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the members of the Association present at the time of the meeting of members and thereafter such By-Laws may be altered or rescinded only in such manner as said By-Laws or Articles of Incorporation may provide.

ARTICLE IX

ADMINISTRATION

The affairs of the Association shall be managed by the members who shall select a President, Vice President, Secretary and Treasurer.

ARTICLE X

DIRECTORS

Each officer shall serve as a member of the Board of Directors. Persons named herein as members of the first Board of Directors of the Association may act and serve as directors until the first annual meeting of the membership. Therefore, the initial Board of Directors will be composed of four (4) members.

ARTICLE XI

INITIAL DIRECTORS AND SUBSCRIBERS

The names and post office addresses of the initial Board of Directors who shall hold office until their successors are elected are as follows:

| | |
|-------------------|--|
| ROBERT S. SEYMOUR | 15720 - 83rd Way North, Lake Park, Florida 33410 |
| PHIL DAVISON | 6884 - 152nd Drive North, Palm Beach Gardens, Florida 33410 |
| JON MCMILLAN | 15618 - 82nd Terrace North, Lake Park, Florida 33410 |
| KAREN POWELL | 14851 - 68th Drive North, Palm Beach Gardens, Florida 33410 |

ARTICLE XII

INITIAL OFFICERS

The initial officers of the Association who shall serve from the time of incorporation until the first annual meeting which will be held on the third Tuesday of May, 1981, under these Articles of Incorporation shall be the following:

President: ROBERT S. SEYMOUR
Vice President: PHIL DAVISON
Secretary: KAREN POWELL

Treasurer: JON MCMILLAN

ARTICLE XIII

AMENDMENT

Amendment or amendments to these Articles of Incorporation may be proposed by any member of the Association. Upon proposal of any amendment or amendments to these Articles of Incorporation, such proposal shall be transmitted to the entire membership for consideration and the President of the Association shall call a special meeting of the membership at a date not sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments. Written notice of such special meeting shall be mailed or personally delivered to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. In the instance of ^{more than one} of/parcel owned by one person or entity, only one such notice shall be delivered to the person. Any member may, by written waiver or notice signed by such member, waive such notice and such waiver, when filed in the records of the Association, whether before or after the holding of the special meeting, shall be deemed equivalent to the giving of such notice to such member. At such special meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members having not less than seventy-five percent (75%) of the votes in the entire membership as it exists on the day of the vote in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida. At any meeting held to consider such amendment or amendments to these Articles of Incorporation, the written vote of any member of the Association shall be recognized if such member is not in attendance at the meeting or represented thereat by proxy,

provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

No amendment shall make any changes in the qualifications for membership or the voting rights of the members.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this the 13TH day of OCTOBER, 1980.

Larry J. Anderson
Witness

Robert S. Seymour
ROBERT S. SEYMOUR

Kay E. Anderson
Witness

Sworn to and subscribed before me this 13TH day of OCTOBER, 1980.

Kay E. Anderson
Notary Public, State of Florida
My commission expires: 7/16/83

Larry J. Anderson
Witness

Phil Davison
PHIL DAVISON

Kay E. Anderson
Witness

Sworn to and subscribed before me this 13TH day of OCTOBER, 1980.

Kay E. Anderson
Notary Public, State of Florida
My commission expires: 7/16/83

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

FILED
Nov 25 9 57 AM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DONALD ROSS LANDOWNERS' ASSOCIATION, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

That DONALD ROSS LANDOWNERS' ASSOCIATION, INC., a Florida corporation
not for profit, designed to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of Incorporation at:
14851 - 68th Drive North, Palm Beach Gardens, Florida 33410, has named:
KAREN POWELL as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated
Association at the place designated in this certificate, I hereby accept to act
in this capacity and agree to comply with provisions of said act relative to
keeping open said office.



KAREN POWELL

State of Florida

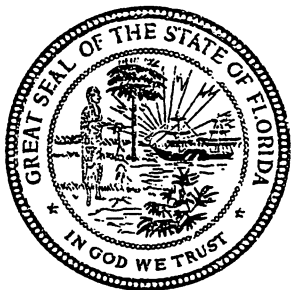


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of DONALD ROSS LANDOWNERS' ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on November 25, 1980, as shown by the records of this office.

The charter number for this corporation is 755276.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
26th day of November, 1980.



CER 101 Rev. 5-79

A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone
Secretary of State



FLORIDA DEPARTMENT OF STATE

George Firestone

Secretary of State

Ron Levitt

Assistant Secretary of State

DIVISION OF CORPORATIONS

November 26, 1980

Karen Powell
P. O. Box 2441
West Palm Beach, Fla. 33402

Ref. #: 46

Dear Ms. Powell:

Articles of Incorporation for DONALD ROSS LANDOWNERS' ASSOCIATION, INC., a corporation not for profit, were filed on November 25, 1980, and assigned charter number 755276. Your check for \$38.00 has been deposited.

Enclosed is a certified copy of the articles.

Should you have any questions regarding this matter, please telephone (904)487-1322, the Word Processing Section.

Sincerely,

A handwritten signature in cursive script that reads "D. W. McKinnon".

D. W. McKinnon, Director
Division of Corporations

DWM/mk

FLORIDA-State of the Arts

The Capitol Tallahassee, Florida 32301