

ARTICLES OF INCORPORATION
OF
TURNBURY VILLAGE HOMEOWNERS'
ASSOCIATION, INC.

The undersigned, being of full age and competent to contract in the State of Florida do, in accordance with the provisions of Chapter 617, Florida Statutes, hereby voluntarily make, subscribe, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as provided under the law:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be Turnbury Village Homeowners' Association, Inc., hereinafter referred to as the "Association" and its duration shall be perpetual. The principal office of the Association shall initially be located at:

4 Harvard Circle
Suite 950
West Palm Beach, Florida 33409

or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLES II

PURPOSE

The purpose for which the Association is organized is to engage as a corporation not for profit in protecting the value of the Property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Turnbury Village Homeowners' Association, Inc. (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their Property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

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

Section 1. COMMON LAW AND STATUTORY POWERS. The Association shall have all of the common law and statutory powers of a corporation not for profit including, but not limited to, those powers set forth and described in Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, those powers conferred on the Association by the Declaration, these Articles, and the Bylaws of the Association, all as may be amended from time to time.

Section 2. NECESSARY POWERS. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Common Area in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Area and the improvements located thereon;
- E. To reconstruct improvements upon the Common Area after casualty;
- F. To make and amend the Bylaws and Rules and Regulations of the Association respecting the use of the Property;
- G. To pay all taxes and other assessments which are liens against the Common Area;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the Rules and Regulations of the Association;
- I. To provide for management and maintenance, and, in its discretion, to authorize a management agent to assist the Association in carrying out its powers and duties by performing

such functions as collection of assessments, preparation of records, enforcement schedules and maintenance of the Common Area. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, the promulgation of Rules and Regulations, and the execution of contracts on behalf of the Association;

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, and convey real and personal property;

K. To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws now exist or as they may hereafter provide.

Section 3. FUNDS AND TITLE TO PROPERTIES. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. LIMITATIONS. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration. If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the Declaration and Bylaws. Every person or entity who is a record owner of any lot in Turnbury Village is entitled to membership and voting rights in the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. Until such time as the Developer relinquishes control of the Association, as described in the Declaration and Bylaws, the Developer shall have the right to appoint a majority of the members of the Board of Directors. Further, no Director appointed by the Developer or the Board of Directors need be a Member; however, all

Directors elected by members other than the Developer on the Board of Directors must be Members. The initial Board shall consist of three (3) Directors. The Developer shall be entitled at any time, and from time to time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Richard N. Kleisley | 4 Harvard Circle Suite 950 West Palm Beach, Florida 33409 |
| Mark E. Welch | 4 Harvard Circle Suite 950 West Palm Beach, Florida 33409 |
| Connie Dickinson | 4 Harvard Circle Suite 950 West Palm Beach, Florida 33409 |

ARTICLE VI

OFFICERS

The Officers named herein shall serve until replaced by the Developer or until the first regular meeting of the Board of Directors, which ever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the Board of Directors, or until their successors shall have been appointed and shall qualify. So long as the Developer retains control of the Association, as defined in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Developer approves the Officer. Upon the election of an Officer by the Board of Directors, whether the election of an Officer by the Board of Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed Officer or Officers, as the case may be, in writing, to the Developer. The Developer shall approve or disapprove said Officer, or Officers, within twenty (20) days after receipt of said name or names. In the event the Developer fails to act within such time period, such failure shall be deemed approval by the Developer. The initial Officers shall consist of a President, Vice President, Secretary, and Treasurer. The following persons shall serve as initial Officers of the Association:

| <u>NAME</u> | <u>TITLE</u> |
|---------------------|---------------------|
| Richard N. Kleisley | President |
| Mark E. Welch | Vice President |
| Connie Dickinson | Secretary/Treasurer |

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and Director of the Association shall be indemnified by the Association as provided in the Declaration and Florida Statute Chapter 617.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator and subscriber to these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Richard N. Kleisley | 4 Harvard Circle Suite 950 West Palm Beach, Florida 33409 |

ARTICLE IX

BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. Until such time as the Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless the Developer shall have joined in and consented thereto in writing.

ARTICLE X

AMENDMENTS

SECTION 1. Alteration, amendment or rescission of these Articles shall be proposed and adopted in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice setting forth a proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, which meeting may not occur less than ten (10) days nor later than thirty (30) days from the giving of notice of the meeting to consider the proposed amendment.

(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes cast by the Members present in person or by proxy at such meeting.

SECTION 2. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

SECTION 3. If a majority of the Members eligible to vote sign a written statement manifesting their intentions that an amendment to the Articles be adopted, then the amendment shall thereby be adopted as though the procedure set forth in Section 1 of this Article has been satisfied.

SECTION 4. For so long as either the Developer is the Owner of any lot or any property affected by these Articles or amendment hereto, no amendment will be effective without the Developer's express written consent.

SECTION 5. These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in Florida Statute Chapter 617.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Richard N. Kleisley, whose street address is 4 Harvard Circle, Suite 950, West Palm Beach, Florida, 33409. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the subscriber hereto, have hereunto set my hand and seal this 31st day of May, 1994.

Signed, sealed and delivered in the presence of :

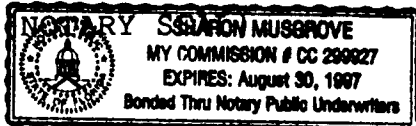
Olusiy Benyechea
Lynda C. Tobias

Richard N. Kleisley
Richard N. Kleisley
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 31st day of May, 1994 by Richard N. Kleisley, personally known to me or who produced a Florida Drivers License as identification, the incorporator and subscriber named therein.

Sharon Musgrove
Notary Public, State of Florida
Printed Name: SHARON MUSGROVE
My Commission Number: 2199927
My Commission Expires: Aug 30, 1997



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

Pursuant to Section 48.091 and 617.023, Florida Statutes, the following is submitted in compliance with said Statutes:

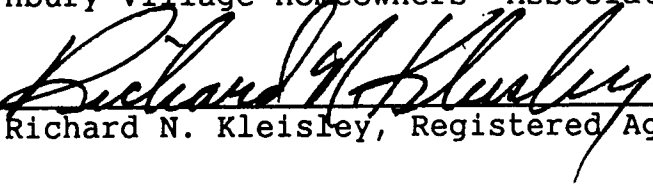
THAT, Turnbury Village Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida, with its principal offices at 4 Harvard Circle, Suite 950, West Palm Beach, Florida 33409 has named Richard N. Kleisley, whose address is 4 Harvard Circle, Suite 950, West Palm Beach, Florida, 33409, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Association, at the place designated in this Certificate, Richard N. Kleisley hereby accepts the responsibility to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office.

Dated this 31st day of May, 1994

Turnbury Village Homeowners' Association, Inc.

By: 
Richard N. Kleisley, Registered Agent - Florida