

# **ARTICLES OF INCORPORATION**

**November 2000**

**RE-STATEMENT AND AMENDED ARTICLES OF INCORPORATION  
OF  
DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 607.194 of the Florida Statutes, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation and states and affirms that these Restated Articles of Incorporation restate and integrate the existing Articles of Incorporation and further amend the provisions of the corporation's Articles of Incorporation as shown herein and that there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation as amended by membership.

**ARTICLE I  
NAME**

The name of the corporation shall be DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association").

**ARTICLE II  
PURPOSE**

The purpose and objectives of the Association shall be:

A. To provide and promote the health, safety, social and economic welfare of the lot owners within the area referred to in Exhibit A-I, attached hereto as authorized by the Articles of Incorporation, the By-Laws and the Declaration of Covenants and Restrictions for Maintenance of the Association, now or hereafter filed on all of the real property described in Exhibit A-I. Exhibit A-I is attached hereto and incorporated herein as amending and supplementing the real property description contained in Exhibit A.

B. To perform all functions and exercise such powers contemplated and delegated to the Board of Directors of the Association in the Declaration of Covenants and Restrictions for Maintenance, now or hereafter filed on all of the area referred to in Exhibit A 1.

C. To provide private security functions and services in the area described in Exhibit A 1.

D. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain on the property described in Exhibit A 1, as well as the alteration, improvement, addition and/or change thereto.

E. To operate without profit for the sole and exclusive benefit of its members.

**ARTICLE III  
POWERS**

The Association shall have the following powers:

A. The Association shall have all the common law and statutory powers of a Corporation not for profit under the laws of the State of Florida which are not in conflict with the terms of these Articles of Incorporation.

B. To make and collect assessments against members and defray the costs, expenses, reserves and losses of the Association.

C. To use the proceeds of assessments in the exercise of its powers and duties, and as contemplated by the functions and powers delegated to the Association by the Declaration of Covenants and Restrictions for Maintenance now or hereafter filed on all of the real property described in Exhibit A 1.

D. To hold funds for the exclusive benefit of the members as set forth in these Articles of Incorporation and as provided in the Declaration of Covenants and Restrictions for Maintenance now or hereafter filed on all of the real property described in Exhibit A.

E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

**ARTICLE I V  
MEMBERS**

A. There shall be one class of membership. Each Lot owner shall become a member upon title to the Lot being conveyed by deed and upon recording of said deed in the Public Records of Palm Beach County, Florida. The record owners of Lots within the area described in Exhibit A 1 shall be members and no other persons or entities shall be members. A member shall have one (1) vote for each Lot owned.

B. Transfer of Membership shall be established by the recording in the Public Records of Palm Beach County, Florida, of a warranty deed or other instrument establishing a record title to a Lot located within the area described in Exhibit A 1, the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership of the prior owner or owners shall be thereby terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

D. The exact manner of exercising voting rights when there are two (2) or more record owners of one (1) Lot shall be determined by the By-Laws of the Association.

#### **ARTICLE V VOTING**

A member shall represent himself, or may authorize by proxy, an individual to represent the member in all meetings which a member of the Association is entitled to attend.

#### **ARTICLE V I ASSESSMENTS**

A. Subject to the restrictions and limitations set forth herein, each member shall pay to the Association, an annual assessment and exterior maintenance assessment which shall be determined by the Board of Directors.

B. The Association will secure funds with which to operate by assessment of each member pursuant to a budget adopted annually by the Board of Directors.

C. The Association will secure funds for Capital Improvements in accordance with the provisions of Article IV, Paragraph G of its By-Laws.

#### **ARTICLE VII DIRECTORS AND OFFICERS**

A. The affairs of the Association shall be managed by a Board of Directors, consisting of 9 Directors.

B. The Directors of the Association shall be elected at the Annual Meeting of the members in a manner determined by the ByLaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Officers for the Association shall be elected or selected as set forth in the Association's By-Laws.

#### **ARTICLE VIII INDEMNIFICATIO N**

The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding.

A. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and

necessarily incurred as a result of such action, suit or proceeding or any appeal herein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association; and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was not unlawful.

#### **ARTICLE IX AMENDMENTS**

Amendments to these 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 in accordance with the By-Laws by either the Board of Directors or by any one or more members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary of the Association at or prior to the meeting.

C. No amendment shall make any changes in the qualifications for membership or in voting rights of members, or any change in Article V and/or Article VI hereof without approval in writing by each member.

D. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State of the State of Florida and shall be recorded in the Public Records of Palm Beach County, Florida.

#### **ARTICLE X DISSOLUTION OF THE ASSOCIATION**

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed among the members. Members shall at that time determine by majority vote which assets, if any, will be conveyed to the appropriate governmental authorities.

B. The Association may be dissolved upon a unanimous resolution to that effect being adopted by the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes 617, or Statute of similar import, and approved by two thirds (2/3) of the voting rights of the Association members.

**ARTICLE XI  
TERM**

The DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC. shall have perpetual existence.

**ARTICLE XII  
REGISTERED A GENT**

The Registered Agent for the DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC. shall be as follows:

By signing this Restatement of the Articles of Incorporation, the Registered Agent accepts designation as such.

**EXHIBIT A-1  
LEGAL DESCRIPTION**

A parcel of land located in SECTION 25, TOWNSHIP 46 South, RANGE 42 East and SECTION 30, TOWNSHIP 46 South, RANGE 43 East, Palm Beach County, Florida, more particularly described as follows:

The Southeast quarter; and the South three quarters of the Southwest quarter; and the Northeast quarter of the Northeast quarter of the Southwest quarter, lying South of Lateral 37, of SECTION 25, TOWNSHIP 46 South, RANGE 42 East; Palm Beach County, Florida; subject to the right of way for Military Trail (S. R. 809) and Lake Worth Drainage District right of ways.

AND ALSO

Tracts 10, 11, 12, 13, 14 and 15 of the subdivision of the Southwest quarter of MODEL LAND COMPANY's subdivision of the South half of SECTION 30, TOWNSHIP 46 South, RANGE 43, East, as recorded in Plat Book 6, Page 52, in and for the Public Records of Palm Beach County, Florida, subject to rights-of-way and easements of record.

TOGETHER WITH a non-exclusive easement in common with all others similarly situated over the East 80 feet of the West half of the Northwest quarter of the Southwest quarter, and over the East 80 feet of the West half of the Southwest quarter of the Northwest quarter lying South of Germantown Road, all in SECTION 30, TOWNSHIP 46 South, RANGE 43 East.

Containing 340.57 acres, more or less, and subject to easements and rights-of-way of record.

AND ALSO

All that part of North half of Northwest quarter of Southwest quarter and Northwest quarter of Northeast quarter of Southwest quarter lying South of Lateral 37 in SECTION 25, TOWNSHIP 46 South, RANGE 42 East, situate in Palm Beach County, Florida, less that certain parcel contained in that certain Quit-Claim Deed recorded in Official Records Book 2605, Page 1455, Public Records, Palm Beach County, Florida.

Subject to: Except a strip of land 40 feet in width lying each side of center line of any County Road and rights-of-way of the Lake Worth Drainage District as laid out on October 15-1945, as in Deed Book 732, Page 377, Palm Beach County Records, and rights-of-way and measurements of record.