

JUN 17 1 32 PM '83

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

THE LANDINGS AT ^{ABERDEEN}~~PARKWALK~~HOMEOWNERS' ASSOCIATION, INC.,

(A corporation not for profit)

The undersigned, by these articles, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 (Part I) of the Florida Statutes (1981) and certify as follows:

ARTICLE INAME

The name of the corporation shall be THE LANDINGS AT PARKWALK HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE IIPURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization 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 and Restrictions for The Landings at Parkwalk (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 IIIPOWERS

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 which are not in conflict with the terms of these Articles and the Declaration.

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 Association Property and the Common Property 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 Association Property and the Common Property;

E. To reconstruct improvements upon the Property after casualty and to further improve the Property;

F. To make and amend By-Laws for the Association and regulations respecting the use of the Property;

G. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Property;

H. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Association Property and the Common Property. 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, promulgation of rules, and execution of contracts on behalf of the Association.

I. 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, convey, and deal in real and personal property.

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. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

A person or entity shall automatically become a Member of the Association upon acquisition of fee simple title to any Parcel, by filing a deed therefor in the Public Records of Palm Beach County, Florida. Membership shall continue until such time as the Member transfers or conveys his interest of record or the interest is transferred or conveyed by operation of law, at which time membership, with respect to the property conveyed, shall automatically be conferred upon the transferee. Membership shall be appurtenant to, and may not be separated from, ownership of property subject to the Declaration. No person or entity holding an interest of any type or nature whatsoever in a Parcel only as security for the performance of an obligation shall be a Member of the Association. Developer, by including additional property within the imposition of the Declaration, may cause additional membership in the Association and may designate the ownership basis of such additional membership.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, no director or officer need be a Member of the Association; thereafter, all directors and officers must be Members of the Association. The number of directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association. Commencing with the first annual meeting of Members following such date, the directors shall be elected by the Members of the Association at the annual meeting. 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>
THOMAS SCOTT	4965 Le Chalet Blvd. Boynton Beach, FL 33437
FRANK MEIER	4965 Le Chalet Blvd. Boynton Beach, FL 33437
SANFORD SANFORD	4965 Le Chalet Blvd. Boynton Beach, FL 33437

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors and shall consist of a President, Vice-President, Secretary and Treasurer. The following persons shall serve as Officers until the first election:

<u>Name</u>	<u>Title</u>
THOMAS SCOTT	President
FRANK MEIER	Vice President
SANFORD SANFORD	Secretary
SANFORD SANFORD	Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liability, 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 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 and reimbursement as being in 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

SUBSCRIBERS

The names and addresses of the subscribers hereto are as follows:

<u>Name</u>	<u>Address</u>
LEWIS F. CRIPPEN, ESQ.	First National Bank Building Palm Beach, Florida 33480
PAUL W. A. COURTNELL, JR., ESQ.	First National Bank Building Palm Beach, Florida 33480
MICHELLE C. WILKINSON, ESQ.	First National Bank Building Palm Beach, Florida 33480

ARTICLE IX

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE X

AMENDMENTS

These Articles of Incorporation of the Association may be adopted, amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting, so long as there is no conflict with Florida Statutes, applicable ordinances or the Declaration.

ARTICLE XI

ADDRESS OF REGISTERED OFFICE

The name of the initial registered agent shall be LEWIS F. CRIPPEN, ESQ. and the street address of the registered office of the Association shall be 272-A South County Road, Palm Beach, Florida 33480. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, FILED
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

JUN 17 1 32 PM '83
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST—THAT THE LANDINGS AT PARKWALK HOMEOWNERS ASSOCIATION, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

Boynton Beach, STATE OF Florida, HAS
(CITY) (STATE)

NAMED LEWIS F. CRIPPEN, ESQUIRE LOCATED AT
(NAME OF REGISTERED AGENT)

Gunster, Yoakley, Criser & Stewart, P.A., 251 South County Road
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Palm Beach, STATE OF FLORIDA, AS ITS AGENT
(CITY)

TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

THOMAS SCOTT
SIGNATURE *Thomas Scott*
(CORPORATE OFFICER)

TITLE President

DATE June 15, 1983

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

LEWIS F. CRIPPEN, ESQUIRE
SIGNATURE *Lewis F. Crippen*
(REGISTERED AGENT)

DATE June 15, 1983

IN WITNESS WHEREOF, we have hereunder set our hands and seals, at Palm Beach County, Florida, this 15th day of June, 1983.

Signed, sealed and delivered in the presence of:

<u>Quita M. Watnick</u>	<u>Lewis F. Crippen</u> (SEAL) LEWIS F. CRIPPEN, ESQ.
<u>Paul W. A. Courtnell, Jr.</u>	<u>Paul W. A. Courtnell, Jr.</u> (SEAL) PAUL W. A. COURTNELL, JR., ESQ.
<u>Quita M. Watnick</u>	<u>Michelle C. Wilkinson</u> (SEAL) MICHELLE C. WILKINSON, ESQ.
<u>Paul W. A. Courtnell, Jr.</u>	

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 15th day of June, 1983, by LEWIS F. CRIPPEN, ESQ., PAUL W. A. COURTNELL, JR., ESQ. and MICHELLE C. WILKINSON, ESQ., the subscribers named therein.



Quita M. Watnick
Notary Public
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Oct. 27, 1983
Bonded By American Fire & Casualty Company