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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHANTECLAIR VILLAS CONDOMINIUM ASSOCIATION NUMBER THREE, INC.

A Corporation Not-For-Profit

In order to form a corporation under the laws of Florida for the formation of corporations not-for-profit, pursuant to the provisions of Florida Statutes Chapter 617, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified, and to the end we do, by these Articles of Incorporation, set forth:

I. NAME

The name of the corporation shall be:

CHANTECLAIR VILLAS CONDOMINIUM ASSOCIATION
NUMBER THREE, INC. (the "Association").

II. PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of Chanteclair Villas Condominium Number Three (the "Condominium"), which is established in accordance with Florida Condominium Act, Chapter 718, Florida Statutes, (the "Act"), upon that certain real property situated in Palm Beach County, Florida, described as:

A portion of Tract "C" and Tract "D", CHARTER WORLD, a subdivision as recorded in Plat Book 31, Page 21, in the public records of Palm Beach County, Florida, and more particularly described as follows:

Commencing at the Northwest corner of said Tract "D"; thence run N 88° 34' 06" E, along the North line of said Tract "D", 18.57 feet to the point of beginning; thence continue along the last described course, 483.29 feet; thence run S 1° 13' 13" E, 572.21 feet; thence run S 43° 46' 47" W, 70.71 feet; thence run S 88° 46' 47" W, along the south line of said Tract "D", 482.86 feet; thence run N 1° 13' 13" W, 317.48 feet; thence run N 88° 46' 47" E, 21.00 feet; thence run N 1° 13' 13" W, 81.53 feet; thence run S 88° 46' 47" W, 21.00 feet; thence run N 1° 13' 13" W, 76.00 feet; thence run N 88° 46' 47" E, 49.57 feet; thence run N 1° 13' 13" W, 145.42 feet to the point of beginning, LESS the following areas:

Recreation Area A-6

Westerly 78.00 feet of the easterly 354.86 feet of the northerly 112.00 feet of the southerly 265.00 feet. Tract "D", CHARTER WORLD, a subdivision as recorded in Plat Book 31, Page 21, in the public records of Palm Beach County, Florida, ALSO LESS

Recreation Area A-7

The westerly 15.00 feet of the easterly 209.86 feet of the northerly 60.00 feet of the southerly 241.00 feet of Tract "D", CHARTER WORLD, a subdivision as recorded in Plat Book 31, Page 21, in the public records of Palm Beach County, Florida.

EXHIBIT "H" TO DECLARATION OF CONDOMINIUM

III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered and the Common Law of Florida.

B. All of the powers reasonable necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units, Common Elements, and Common Facilities in and of the Condominium, as such terms will be defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the common Expenses of the Condominium, as will be provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Properties, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium and the Improvements constructed thereon, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium as necessary or required.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Condominium Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may hereafter be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

7. Perform the acts and duties incident to the operation and management of said Condominium in accordance with the provisions of these Articles of Incorporation, and By-Laws of the Association which will be adopted pursuant hereto, and the Declaration of Condominium which will be recorded in the Public Records of Palm Beach, County Florida, and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the said lands submitted to the condominium in form of ownership, the improvements and such other property, real and/or personal, as may be or become part of the Condominium to the extent necessary or convenient to its administration.

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The Association shall be conducted as a non-profit organization for the benefit of its members.

8. Amend these Articles and the By-Laws to include other real property in the purpose provisions of Article II hereof.

9. Collect assessments levied by the Chanteclair Villas Recreation Association, Inc. against units and transfer those funds to Chanteclair Villas Recreation Association, Inc.

IV. QUALIFICATION OF MEMBERS

The qualifications of members, manner of the admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that membership of any person or entity owning fee title to or a fee ownership interest in any Unit.

C. There shall be only one class of members. All members regardless of the type or size of their Condominium Unit, shall be entitled to one vote for each Condominium owned as provided for in the By-Laws of this Corporation.

D. The interest 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 the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

E. Until such time as the real property described in Article II hereof is submitted to the Condominium therefor in the Public Records of Palm Beach County, Florida, the membership of the Association shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

V. TERM

The Association shall have perpetual existence.

VI. PRINCIPAL OFFICE

The principal office of the Association shall be located in Florida at 1700 Palmland Drive, Boynton Beach, Florida, but the Association may maintain offices and transact business in such places within the State of Florida, as may from time to time be

designated by the Board of Directors. PAUL ORLAN at 1700 Palmland Drive, Boynton Beach, Florida, shall be the initial Registered Agent.

VII. MANAGEMENT

The affairs of the Association shall be managed by the Board of Directors through the President of the Association, assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida, subject to the direction of the Board of Directors. Officers of the Association shall not receive compensation for the performance of their duties. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association.

VIII. BOARD OF DIRECTORS

The number of members of the first Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be six (6). When Unit Owners other than the Developer, ORLAN HOMES CORP., a Florida corporation, own fifteen percent (15%), but less than seventy-five percent (75%) of the Units that will be operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, not less than nor more than one-third (1/3) of the members of the Board of Directors. Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, a majority of the members of the Board of Directors when the first of the following events occurs:

1. Three (3) years after sales by the Developer have been closed on fifty percent (50%), but less than ninety percent (90%) of the Units; or
- ii. Three (3) months after sales have been closed by the Developer on ninety percent (90%) of the Units; or
- iii. When all of the Units have been completed and some have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business.

The Developer shall have the right to elect, in the manner to be provided in the By-Laws, all members of the Board of Directors which Unit Owners, other than the Developer, are not entitled to elect as long as the Developer holds for sale in the ordinary course of business any Units in a Condominium operated by the one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least one Unit in the Condominium. Notwithstanding the foregoing, Developer shall be entitled at any time to waive in writing its rights hereunder and, thereafter, to vote in elections for members of the Board of Directors in the same manner as any other Unit Owner/member of the Association. After Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and of the Association held or controlled by the Developer.

IX. ELECTION OF OFFICERS

The Board of Directors shall elect a President, Secretary, Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers, annually, as the Board of Directors shall deem advisable from time to time. The President and first Vice President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X. NAME, RESIDENCES OF BOARD

The names and residence addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, the Articles of Incorporation, and the By-Laws, shall hold office for the first year of the Association's corporate existence and thereafter until their successors are selected and have qualified, are as follows:

Paul Orlan Suite 510, Cumberland Building
800 East Broward Boulevard
Fort Lauderdale, Florida 33301

Morris Rickel Suite 510, Cumberland Building
800 East Broward Boulevard
Fort Lauderdale, Florida 33301

James B. Chaplin Suite 510, Cumberland Building
800 East Broward Boulevard
Fort Lauderdale, Florida 33301

XI. SUBSCRIBERS

The subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of the Association. The names of the subscribers and their respective residence addresses are set forth in Article X hereof.

XII. NAMED OFFICERS

The officers of the Corporation who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

PAUL ORLAN, President
JAMES CHAPLIN, Vice President
MORRIS RICKEL, Secretary-Treasurer

XIII. BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Subscribers to these Articles of Incorporation at which a majority of the Subscribers is present, and, thereafter, the By-Laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

XIV. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein 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 therein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests 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.

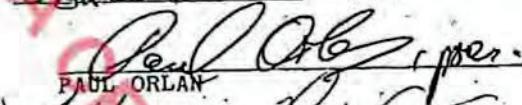
XV. AMENDMENT

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or member, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than three-fourths (3/4) of the Units in the Condominium 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 file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Palm Beach County, Florida, within thirty (30) days from the date on which the same is filed in the office of the

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Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of Boards of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 15 day of January, 1981.


PAUL ORLAN


MORRIS RICKEL

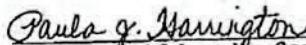

JAMES B. CHAPLIN


PAUL ORLAN, as Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared James B. Chaplin, Morris Rickel and Paul Orlan, to me well known, and each of whom after first being duly sworn, stated upon their oath and acknowledged that they executed the above Articles of Incorporation for the purposes therein stated as their free act and deed.

WITNESS my hand and official seal in Fort Lauderdale, Broward County, Florida, this 15th day of January, 1981.


Paula G. Harrington
Notary Public, My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Sept. 12, 1984
Rodeo Run Toyota Insurance Inc.

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