

## Exhibit No. 2a

## ARTICLES OF INCORPORATION

(A Corporation Not for Profit)

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under Chapters 617 and 718, Florida Statutes, and certify as follows:

## ARTICLE I

Name

The name of the corporation is CONDOMINIUM ASSOCIATION, INC. (hereinafter referred to as the "Association" or the "Condominium").

## ARTICLE II

Purpose

A. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, (hereinafter referred to as the "Act", for the operation of the Condominium of Century Village at West Palm Beach, Palm Beach County, Florida.

B. The Association will make no distributions of income to its members (as defined in Article IV hereof), Directors or officers.

## ARTICLE III

Powers

The powers of the Association will include and be governed by the following

provisions:

A. The Association will have all the powers of a corporation not for profit not in conflict with the terms of these Articles.

B. The Association will have all the powers and duties set forth in the Act, except as limited by these Articles and the Declaration of Condominium for the Association; and it will have all the powers and duties reasonably necessary to operate said condominium pursuant to the Declaration of Condominium, as it may be amended from time to time, including, but not limited to the following:

1. To make and collect assessments against members in order to meet the common expenses of the condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the condominium property.
4. To purchase insurance for the condominium property and for the protection of the Association and its members as unit owners.
5. To reconstruct improvements after casualty and to further improve the condominium property.
6. To make and amend reasonable regulations respecting the use of the condominium property.
7. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
8. To enforce by legal means the provisions of the Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the condominium property.
9. To contract for the management and operation of the condominium, including the common elements, and thereby to delegate powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or the membership of the Association.
10. To employ personnel to perform the services required for the proper management and operation of the condominium.

C. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Condominium, the By-Laws of the Association, and the Act.

#### ARTICLE IV

##### Members

A. The members of the Association will be all record owners of units in the Condominium.

B. 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 his unit.

C. The owner of each unit will be entitled to one (1) vote as a member of the Association. The exact number of votes to be cast by unit owners and the manner of exercising voting rights will be determined by the Declaration of Condominium, the By-Laws of the Association, and the Act.

#### ARTICLE V

##### Directors

A. The affairs of the Association will be managed by a Board of Directors. The number of Directors shall be not less than five (5), nor more than seven (7), as determined by the membership.

B. Except as provided in subsection V(D) hereof, Directors will be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided in the By-Laws of the Association and the Act.

C. Directors named in these Articles will serve until the election of Directors at the next annual meeting of the members, and any vacancies in their number occurring before said meeting will be filled as provided in the By-Laws.

D. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

## ARTICLE VI

### Officers

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected as provided in the By-Laws. The names and addresses of the officers who will serve until their successors are designated are as follows:

## ARTICLE VII

### Indemnification

Every Director and every officer of the Association will be indemnified by the Association against all expenses and liabilities (including legal fees) reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer of the Association at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided that in the event of a settlement, this right of indemnification will 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 will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

## ARTICLE VIII

By-Laws.

The By-Laws of the Association may be altered, amended or rescinded in the manner provided by said By-Laws.

## ARTICLE IX

Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

- A. Notice of the subject matters of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, provided such writing is delivered to the Secretary at or prior to the meeting.
- C. Proposed amendments may be passed if approved by not less than two-thirds (2/3) of the votes of those present in person or proxy, provided a quorum is present.
- D. Provided, however, that no amendment may be made that is in conflict with the Act or the Declaration of Condominium or By-Laws.
- E. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

## ARTICLE X

Term

The term of the Association will be perpetual.

## ARTICLE XI

### Incorporator

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

## ARTICLE XII

### Initial Registered Agent and Office

The street address of the initial registered office of this corporation is \_\_\_\_\_ Condominium Apt. \_\_\_\_\_, Century Village, West Palm Beach, Florida 33417 and the initial registered agent for the corporation shall be \_\_\_\_\_ whose address is the same as above.

IN WITNESS WHEREOF, the Incorporator to these Articles of Incorporation has hereunto affixed his seal this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

cc:uocdec99 wpd