

PINE CROFT CONDOMINIUMS

**ARTICLES OF INCORPORATION
OF
PINE CROFT CONDOMINIUM ASSOCIATION, INC.**

ARTICLES OF INCORPORATION

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PINE CROFT CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 27, 1985, as shown by the records of this office.

The charter number of this corporation is N07868.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
28th day of February, 1985.



CER 101

RS. 654 PAGE 2302

George Firrstone
Secretary of State

EXHIBIT 2(a)

1107868

ARTICLES OF INCORPORATION
OF
PINE CROFT CONDOMINIUM ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, hereinafter referred to as "Articles", set forth:

I.

The name of this corporation shall be PINE CROFT CONDOMINIUM ASSOCIATION, INC. This corporation shall hereinafter be referred to as the "Association".

II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Fla. Stat., hereinafter referred to as the "Condominium Act", to operate one or more residential and/or non-residential condominiums ("Condominiums") at Hobe Sound, Martin County, Florida, in accordance with the Declarations of Condominium, these Articles and the By-Laws of the Association.

III.

All definitions in the Declaration(s) of Condominium and Exhibits attached thereto shall prevail in this instrument when applicable.

IV.

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declarations of Condominium and Exhibits attached thereto, including these Articles and the By-Laws of this Association.

2. The Association shall have all of the powers reasonable necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declarations of Condominium, these Articles, the By-Laws of the Association, and F.S. 718, et seq., including but not limited to:

(a) To make and establish Rules and Regulations governing the use of the Condominium Properties and Association Properties.

(b) To levy and collect assessments from members of the Association to defray the Common Expenses of the Condominiums as provided for in the Declarations of Condominium and Exhibits attached thereto, including, but not limited to, the provision of insurance for the Condominium Properties, Association Properties, and the Association, the acquiring, operating, leasing, managing and otherwise dealing with property, whether real or personal (including Units in said Condominiums), which may be necessary or convenient for the operation and management of the Condominiums and the Association Properties, and to do all things necessary to accomplish the purposes set forth in said Declarations of Condominium.

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Properties and Association Properties.

(d) To contract for the management of the Condominiums and Association Properties and to delegate in such contract all or any part of the powers and duties of the Association provided in these Articles, the Declarations of Condominium and Exhibits attached thereto.

(e) To enforce the provisions of said Declarations of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations governing the use of said Condominium Properties and Association Properties.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.

(g) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium Units.

(h) To acquire and enter into agreements whereby the Association acquires interests in property, either in its own name or through organizations of which it is a member; or a leasehold, membership or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominiums or Association Properties intended to provide for the enjoyment, recreation or other use or benefit of the members.

(i) To exercise all powers hereinabove enumerated concerning any property owned or controlled by the Association.

(j) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Association Properties Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Association Properties Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

V.

The qualification of members, the manner of their admission, termination of such membership, and voting by members shall be as follows:

1. The owners of all Units in the Condominiums and the subscribers to these Articles shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided in Item 4 of this Article V. Membership of the subscribers shall terminate upon the Sponsor being divested of all Units in the Condominiums and control of the Association is turned over to the members.

2. Subject to the provisions of the Declarations of Condominium and the By-Laws of this Association, membership shall be established by the acquisition of fee title to a Unit in the Condominiums. The membership of any party shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominiums. Membership is non-transferable except as an appurtenance to a Unit.

3. There shall be up to one (1) class of Voting Members.

On all matters on which the membership shall be entitled to vote, except as hereinafter specified, each member shall have one vote for each Unit in the Condominiums owned by such member.

Such votes may be exercised or cast by the owner or owners of each Unit in such manner as is provided for in the Declarations or in the By-Laws hereinafter adopted by the Association.

4. Until such time as the first Condominium which this Association is intended to operate is submitted to Condominium ownership, by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the Subscribers to these Articles; each of whom shall be entitled to cast one vote on all matters on which the residential members are entitled to vote.

VI.

The Association shall have perpetual existence.

VII.

The principal place of business of the Association shall be located at Pine Croft Condominium, U.S. Highway One, Hobe Sound, Florida. The registered office of the Association shall be located at 4182 S.W. Bimini Circle North, Palm City, Martin County, Florida 33490, and the registered agent at such address shall be William C. Neilly.

VIII.

The affairs of the Association will be managed by a Board of Directors consisting of not less than five (5) nor more than seven (7) persons who need not be members of the Association. The Board shall consist of five members until the Sponsor has sold all Units in all the phases to be constructed in the Project. Thereafter, the number of directors may be increased from time to time, to a maximum of seven, by a majority vote of the Board of Directors.

Directors of the Association shall be elected in the manner provided by the By-Laws at the annual meeting of the members. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The Directors named in these Articles shall serve until their successors are elected pursuant to the By-Laws. If a director is to be replaced by a person elected by the Unit Owners other than Sponsor, Sponsor shall designate which Sponsor-appointed director is to be replaced. Any directorship vacancy occurring before the first election shall be filled by the remaining Directors, or Sponsor as the By-Laws provide.

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

William C. Neilly	4162 S.W. Bimini Circle North Palm City, Florida 33490
Betty Ruth Neilly	4162 S.W. Bimini Circle North Palm City, Florida 33490
Olen Edwards	15182 S.W. Chickee Street Indiantown, Florida 33496
Alice Edwards	15182 S.W. Chickee Street Indiantown, Florida 33456
Frank E. Kaehn	859 S.E. Quesicent Lane Port St. Lucie, Florida 33452

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FEB 27 1969
ST. LUCIE COUNTY, FLA.

The Board of Directors shall have the power to adopt the budget of the Association and Condominium.

The transfer of control from the Sponsor to the Unit Owners shall be in accordance with the provisions of F.S. 718.301 and the By-Laws.

IX.

The officers of the Association shall be elected by the Board of Directors at their first meeting following election of directors by members and shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are elected are as follows:

William C. Neilly	President
Olen Edwards	Vice President
Betty Ruth Neilly	Treasurer
Betty Ruth Neilly	Secretary

X.

The Subscribers of these Articles are William C. Neilly, Betty Ruth Neilly and Olen Edwards, their full names and respective post office addresses set forth in Article VIII above.

XI.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of the Association.

XII.

The Association does hereby indemnify its officers and directors as provided in the By-Laws.

XIII.

Amendments to these Articles shall be proposed and adopted in the following manner:

1. **Proposal.** Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members or amendments may be proposed by the members of the Association upon a vote of seventy-five percent (75%) of the residential membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. **Call For Meeting.** Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Association Properties. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as appears on the membership books.

3. **Vote Necessary.** In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of seventy-five percent (75%) of the votes of the entire residential membership entitled to vote thereon.

4. **Filing.** The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval.

Notwithstanding the foregoing provisions of this Article XIII so long as the Sponsor holds units for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Sponsor if in the sole opinion of Sponsor, which shall be binding, such amendment affects the rights of Sponsor or affects the Sponsor's ability to sell or lease Units in the Condominiums.

No change in voting rights, membership in the Association, or property rights shall be enacted without the comment of the Unit Owners affected and their mortgagees.

XIV.

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. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declarations of Condominium, these Articles and the By-Laws of the Association.

XV.

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract, including

those entered or to be entered into with Sponsor, or managing agent, shall be invalidated in whole or part by the Association or any subsequent officer, director and/or member(s) thereof on the grounds that the officers, directors and/or member(s) had an interest, whether adverse or not, in the party contracted with, regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the Association.

At any meeting of the Directors of the Association which shall authorize or ratify any such contract or transaction any interested director or directors may vote or act thereat, with like force and effect, as if he had no such interest (provided that in such case the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed, or shall have been known to the directors of a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the Association by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to the Association or to any member or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member is involved be accountable for any gains or profits realized thereof.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 14th day of December, 1984.

[Signature] (SEAL)

[Signature] (SEAL)

[Signature] (SEAL)

STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared William C. Neilly, Jr. who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 14th day of December, 1984.

FILE
1985 FEB 21
SECRETARY
TALLAHASSEE
STATE
OFFICE

[Signature]
NOTARY PUBLIC
State of FLORIDA at Large
My Commission expires:

(NOTARIAL SEAL)
STATE OF FLORIDA)
COUNTY OF MARTIN)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 11/30/1987
I CHOSE THIS GENERAL JURISDICTION

BEFORE ME, the undersigned authority, personally appeared Betty Ruth Neilly who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 14th day of December, 1984.

[Signature]
NOTARY PUBLIC
State of FLORIDA at Large
My Commission expires:

(NOTARIAL SEAL)

OR BOOK 654 PAGE 2307

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 11/30/1987
I CHOSE THIS GENERAL JURISDICTION

STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared ORLANDO E. GILDAKLE who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 14th day of December, 1984.

(NOTARIAL SEAL)

Rebecca E. Hicken
NOTARY PUBLIC
State of FLORIDA at Large
My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES FEB 23 1987

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

William C. Neith (SEAL)

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1985 FEB 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA