

EXHIBIT "B"

ARTICLES OF INCORPORATION
OF
WESTWOOD COUNTRY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes and do certify as follows:

ARTICLE I

NAME

The name of this corporation is WESTWOOD COUNTRY ESTATES PROPERTY OWNERS ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association" or the "Corporation".

ARTICLE II

DEFINITIONS

All terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for Westwood Country Estates, which are to be recorded in the public records of Martin County, Florida, and any subsequent amendments thereto.

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is: 555 S.W. Colorado Avenue, Suite 1, Stuart, Florida 34994. The registered agent of the Corporation at that address is Lawrence E. Crary III.

ARTICLE IV

OBJECTS, PURPOSES AND POWERS

Section 1. This Corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

a. To establish, maintain, operate and provide all community services of every kind and nature for WESTWOOD COUNTRY ESTATES, a Planned Unit Development, Martin County, Florida required or desired by the Members, including without limitation those services and functions described in the Covenants and Restrictions for WESTWOOD COUNTRY ESTATES.

b. To provide for enforcement of the Covenants and Restrictions.

c. To engage in such other activities as may be to the mutual benefit of the Members and the Owners of Lots in WESTWOOD COUNTRY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

d. To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefit of its Members.

e. To contract with others to provide the services, benefits and advantages desired.

f. To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Association.

g. To maintain, repair, replace and operate its property.

h. To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the Corporation.

i. To employ personnel to perform the services authorized by these Articles.

j. To purchase insurance upon its property for the protection of the Association and its Members.

k. To reconstruct improvements constructed on its property after casualty or other loss.

l. To dedicate all or any portion of its property or any interest therein to public use.

m. To enforce by legal action the provisions of these Articles of Incorporation, the By-Laws of the Corporation, and the Covenants and Restrictions.

n. To hold title to and maintain the private roads, access easements and private drainage easements, if any, reflected on the recorded Plat of WESTWOOD COUNTRY ESTATES, and to hold title to all other property, real and personal, as it may acquire from time to time, and to sell, transfer or mortgage the same.

o. To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Association shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Association.

ARTICLE V MEMBERS

Section 1. The Members of this Corporation shall consist of WESTWOOD COUNTRY ESTATES, INC., a Florida corporation, hereinafter referred to as the "Developer", and all owners of Lots in WESTWOOD COUNTRY ESTATES, but shall not include mortgagees or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation shall also be members of the Corporation until termination of the Class B membership as provided hereinafter.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

Section 3. The Corporation shall have two classes of membership: Class A and Class B.

Class A Members shall be all persons owning one or more lots in WESTWOOD COUNTRY ESTATES.

Class B Member shall be the Developer.

The Class B membership shall terminate when (a) the Class B member so designates in writing delivered to the Association, or (b) when the Developer shall have completed all lots and they are owned by persons other than Developer, whichever shall first occur.

Each lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any lot, the vote for such lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a lot, such vote shall not be recognized and the lot shall not be counted for any purpose until the dispute is resolved.

Until the Class B membership terminates, as provided herein, the Class B member shall be vested with the sole voting rights in the Association, except on such matters as to which the Covenants

and Restrictions, these Articles of Incorporation, or the By-Laws of the Association specifically require a vote of the Class A members.

ARTICLE VI
TERM

This Corporation shall exist perpetually.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of three (3) Members. The Board of Directors shall be elected by the Members of the Association entitled to vote. Until termination of the Class B Membership, the Directors shall be elected by the Class B Member only; thereafter the Directors shall be elected by the Class A Members. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

BRASILINO FILIPE	3579 S.W. Cornell Avenue Palm City, Florida 34990
EDUARDO CORREIA	3579 S.W. Cornell Avenue Palm City, Florida 34990
PAUL FILIPE	604 S.W. 35th Street, Apt. #8 Palm City, Florida 34990

ARTICLE VIII
OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

BRASILINO FILIPE	President
EDUARDO CORREIA	Secretary/Treasurer
PAUL FILIPE	Vice-President

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by 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, or any settlement thereof, 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 a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 X
DISPOSITION OF ASSETS UPON DISSOLUTION

No member, Director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five (75%) percent of each and every class of Membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities, or any one of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of the Class B Member until such Membership shall terminate and thereafter by an affirmative vote of two-thirds (2/3) of the Class A Members of the Association entitled to vote.

ARTICLE XII
BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the vote of the Class B Member until such Membership shall terminate and thereafter by the affirmative vote of two-thirds (2/3) of the Class A Members of the Association present at any annual or special meeting of the Members.


ARTICLE XIII
SUBSCRIBERS


The names and addresses of the subscribers to these Articles of Incorporation are as follows:

BRASILINO FILIPE	3579 S.W. Cornell Avenue Palm City, Florida 34990
EDUARDO CORREIA	3579 S.W. Cornell Avenue Palm City, Florida 34990
LAWRENCE E. CRARY III	555 Colorado Avenue, Suite 1 Stuart, Florida 34994

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 3rd day of February, 1989.


BRASILINO FILIPE


EDUARDO CORREIA


LAWRENCE E. CRARY III

STATE OF FLORIDA
COUNTY OF MARTIN

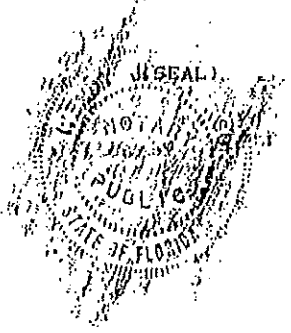
Before me, the undersigned Notary Public, personally appeared Brasilino Filipe, Eduardo Correia and Lawrence E. Cray III, who are known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

GIVEN under my hand and seal this 3rd day of February, 1989.

Wendy O. Peterson
NOTARY PUBLIC

My Commission expires:

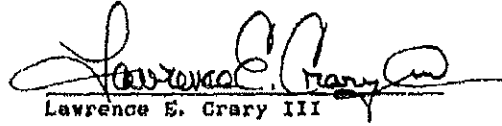
Notary Public, State of Florida
My Commission Expires Oct. 18, 1992
Revised New Notary Law - effective 1/1/88



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ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place.


Lawrence E. Garry III

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