

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TERRA TRANQUILA IMPROVEMENT ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be TERRA TRANQUILA IMPROVEMENT ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

PURPOSES

The purpose for which the Association is organized is to provide an entity to conduct or carry out the following activities:

1. To promote the health, safety and welfare of the residents and owners of the property in that certain Subdivision known as TERRA TRANQUILA filed in Plat Book 31, at Pages 22 and 23, of the Public Records of Palm Beach County, Florida, and for this purpose to:

(a) Own, acquire, build, operate and maintain bicycle paths, sidewalks, parkways, commons, streets, footways, including buildings, structures, personal properties incident thereto; hereinafter referred to as "the common properties and facilities";

(b) Provide maintenance for the common properties and facilities;

- (c) Provide garbage and trash collection;
- (d) Provide water or sprinklers for common facilities;
- (e) Maintain unkempt lands or trees;
- (f) Supplement any municipal services;
- (g) Fix assessments (or charges) to be levied against the properties;
- (h) Enforce any and all covenants, restrictions and agreements applicable to the properties;
- (i) Pay taxes, if any, on the common properties and facilities; and
- (j) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the properties.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.
2. The Association shall have all the powers and duties set forth in the Declaration of Restrictions applicable to Terra Tranquila, except as otherwise provided therein, and all of the powers and duties reasonably necessary to operate the property and services required for the benefit of the property owners from time to time including, but not limited to, the following:
 - (a) To make and collect assessments against members as property owners to defray the costs, expenses and losses of

the Association;

(b) To use the proceeds of assessments in the exercise of its powers and duties;

(c) The maintenance, repair, replacement and operation of the common properties and facilities;

(d) The purchase of insurance upon the common properties and facilities and insurance for the protection of the Association and its members as owners;

(e) The reconstruction of improvements after casualty and the further improvement of the property;

(f) To make and amend reasonable regulations respecting the use of the common properties and facilities; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent of the votes of the entire membership of the Association before such shall become effective;

(g) To enforce by legal means the provisions of the Declaration of Restrictions for Terra Tranquila, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Subdivision;

(h) To contract for the management of the common properties and facilities and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Restrictions for Terra Tranquila to have approval of the Board of Directors or the membership of the Association;

(i) To contract for the management or operation of portions of the common properties and facilities susceptible to separate management or operation, and to lease such portions; and

(j) To employ personnel to perform the services required for proper operation of the common properties and facilities.

3. All funds and the titles of all properties acquired by

the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Restrictions, these Articles of Incorporation and the Bylaws.

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

ARTICLE IV

MEMBERS

1. The owners of lots or parcels of land in Terra Tranquila shall be members of the Association. Until such time as the Developer of Terra Tranquila has sold or transferred its interest in at least seventy-five percent of the lots in the Subdivision, its votes shall constitute a majority vote of the members of the Association. Upon the sale of seventy-five percent of the number of lots in the Subdivision by the Developer, the Developer shall be exempt from assessment for the maintenance and upkeep of the common properties and facilities or such other assessments as the Association may impose.

2. After the original conveyance or transfer of title to a lot or parcel in Terra Tranquila, from the Developer, additional members of the Association shall consist of those persons or entities who shall be successors in title to the lots and parcels in Terra Tranquila.

3. A change in membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a lot or parcel in Terra Tranquila and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association, and the membership of the prior owner shall at that time be terminated.

4. The interest of any member in any part of the real property or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized under the recorded Declaration of Restrictions or the Association Bylaws duly authenticated and recorded.

5. The owner or owners of each lot or parcel in Terra Tranquila shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The first election of the directors shall not be held until after the Developer has closed the sales of all of the lots or parcels in Terra Tranquila, or until after July 1, 1985, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

4. 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:

Lewis Deschler, II	555 South Federal Highway Boca Raton, Florida 33432
Richard E. Simmons	555 South Federal Highway Boca Raton, Florida 33432
Thomas J. Meredith	2252 N.E. 1st Avenue Boca Raton, Florida 33432

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Richard E. Simmons, President	555 South Federal Highway Boca Raton, Florida 33432
Thomas J. Meredith, Vice President	2252 N.E. 1st Avenue Boca Raton, Florida 33432
Catherine Covelle, Secretary	2252 N.E. 1st Avenue Boca Raton, Florida 33432
Richard F. Ross, Treasurer	555 South Federal Highway Boca Raton, Florida 33432

ARTICLE VII

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 upon him in connection with any proceeding or any settlement of 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 when 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

The foregoing rights 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

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX

AMENDMENTS

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, approvals of amendments must be by not less than a majority of the entire membership of the Board of Directors and by not less than seventy-five percent of the votes of the entire membership of the Association.
3. Provided, however, that no amendment shall make any changes in the qualifications for membership, the voting rights of members, the exemptions created in favor of the Developer, its successors or assigns, without approval in writing by all members and the joinder of all record owners of mortgages upon individual lots or parcels in Terra Tranquila. No amendment shall be made that is in conflict with the laws of the State of Florida, the United States, or those of the County of Palm Beach, Florida.
4. A copy of each amendment shall be certified by the

Secretary of State.

ARTICLE X

TERM

This Association shall have perpetual existence, but may be terminated by written consent of all of the owners of lots or parcels in Terra Tranquila or by valid agreement entered into by and between seventy-five percent of the owners of lots or parcels and a municipality or similar corporate body which assumes the obligations of maintenance and services provided by the Association.

ARTICLE XI

ASSESSMENTS AND FUNDS

1. All assessments paid by the owners of lots or parcels in Terra Tranquila for the maintenance and operation of the common properties and facilities shall be utilized by the Association to pay for the cost of said maintenance and operation. The Association shall have no interest in any funds received by it through assessments from the owners of individual lots or parcels except to the extent necessary to carry out the powers vested in it as agents for said members.

2. The Association shall make no distribution of income to its members, directors or officers, and it shall be conducted as a non-profit corporation.

3. Any funds held by the Association from its receipts, over and above its common expenses, shall be known as the common surplus of the corporation and the same shall be held for the use and benefit of all of the members in proportion to the percentage of their ownership in the platted lots to the entire land in the Subdivision.

4. Upon termination of the Association and dissolution, or final liquidation of this Association, the distribution to the members of this Association of the common surplus shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XII

SUBSCRIBERS

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

Lewis Deschler, II

555 South Federal Highway
Boca Raton, Florida 33432

Richard E. Simmons

555 South Federal Highway
Boca Raton, Florida 33432

Thomas J. Meredith

2252 N.E. 1st Avenue
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the subscribers have affixed their signatures on this 20th day of May, 1975



Lewis Deschler, II



Richard E. Simmons



Thomas J. Meredith

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared

LEWIS DESCHLER, II

who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 27th day of May, 1975.

Sanford T. Jones
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC. 25, 1977
BONDED THRU GENERAL INSURANCE UNDERWRITERS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared

RICHARD E. SIMMONS

who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 20 day of May 1975.

Richard E. Simmons
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR. 21, 1978
BONDED THRU GENERAL INSURANCE UNDERWRITERS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared

THOMAS J. MEREDITH

who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 20th day of July 1975.

Isabel Christina Kincaid
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES: JUNE 30, 1975
Issued by American Notaries Insurance Co.