

State of Florida

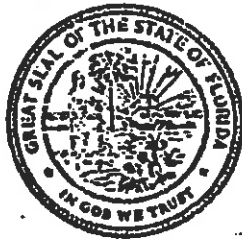


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LANTANA PINES HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on May 20, 1981, as shown by the records of this office.

The charter number for this corporation is 758431..

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 26th day of May, 1981.



CFR 101 Rev. 12-80

George Firestone
Secretary of State

11 T U I N I C C D

FILED
MAY 20 11 54 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LANTANA PINES HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED, in accordance with the provisions of §617.013, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

I

The name of the corporation is LANTANA PINES HOMEOWNERS ASSOCIATION, INC.

II

The purpose for which the corporation is organized as a non-profit corporation in accordance with the provisions of Chapter 617, Part I, Florida Statutes, is to operate a development known as LANTANA PINES upon real property lying and being in Palm Beach County, Florida, and being more particularly described in the Declaration of Covenants, Conditions and Restrictions thereof.

III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes.

IV

The names and addresses of the subscribers of these Articles are:

George P. Ord
Alley, Maass, Rogers, Lindsay & Chauncey
321 Royal Poinciana Plaza, South
Palm Beach, Florida

Lorraine Lewis
Alley, Maass, Rogers, Lindsay & Chauncey
321 Royal Poinciana Plaza, South
Palm Beach, Florida

William W. Atterbury, III
Alley, Maass, Rogers, Lindsay & Chauncey
321 Royal Poinciana Plaza, South
Palm Beach, FL 33480

V

1 The members of LANTANA PINES HOMEOWNERS ASSOCIATION,
2 INC. shall be the record owners of a fee, or undivided fee, inter-
3 est in any lot in LANTANA PINES, a development more particularly
4 described in the Declaration of Covenants, Conditions and Restric-
5 tions thereof as recorded in the public records of Palm Beach
6 County, Florida. All such record holders of title shall auto-
7 matically be and become a member of this corporation. The Decla-
8 ration may provide for classes of membership and thereby provide
9 to the developer of LANTANA PINES voting control of the corpora-
0 tion.

VI

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

VII

The names of the officers who are to serve until the next election or appointment under the Articles of Incorporation and Bylaws are:

Gene A. Genola, President

W. J. Koppius, Treasurer

Louis J. Daniello, Secretary

The foregoing shall hold office until the first meeting of the elected Board of Directors in 1982, unless the members are authorized to hold an earlier annual meeting. Commencing with the first meeting of the elected Board of Directors in 1982, or earlier, such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of the Board of Directors, such vacancy shall be filled by a majority, even though less than a quorum of the Board of Directors.

VIII

The corporation shall be governed by a Board of Directors consisting of not less than five (5) persons. The initial Board of Directors shall consist of five (5) members. The names and addresses of the persons who are to serve as the Directors until the first election are:

Gene A. Genola
c/o 2900 Donnelly Drive
Lantana, Florida

William Weimer
c/o 2900 Donnelly Drive
Lantana, Florida

John H. Fleming
c/o 2900 Donnelly Drive
Lantana, Florida

Louis J. Daniello
c/o 2900 Donnelly Drive
Lantana, Florida

W. J. Koppius
c/o 2900 Donnelly Drive
Lantana, Florida

~~The above named Directors shall hold office until the first meeting when members other than the Developer hold a majority of votes of the corporation. Thereafter, the Board of Directors shall be elected as provided in the Bylaws. In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.~~

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IX

The Bylaw of said corporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to these Bylaws to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Bylaws may be by a two-thirds (2/3) vote of the Board of Directors of the corporation.

X

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by a two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least fourteen (14) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors of the corporation.

XI

Members of the initial Board of Directors need not be members of this corporation. Thereafter, members of the Board of Directors need not be members of this corporation if they are nominees of a corporate member. Otherwise, each member of the Board of Directors must be a member of the corporation.

XII

This corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or Director.

XIII

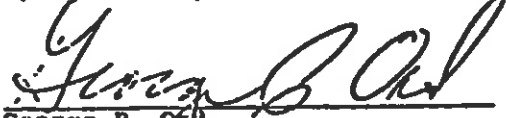
The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the aforesaid Declaration of Covenants, Conditions and Restrictions, these Articles of Incorporation and all lawful Bylaws of the corporation.

XIV

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit

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is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, Bylaw, agreement, vote of members or otherwise.



 George P. Ord



 Lorraine Lewis



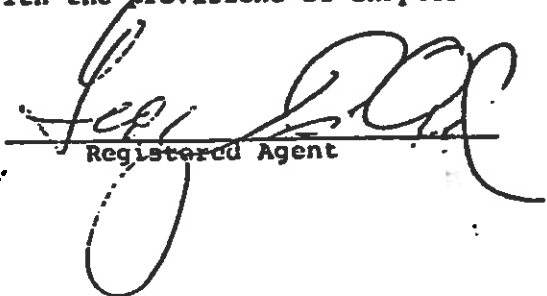
 William W. Atterbury, III

Designation of Registered Agent

The initial registered agent of this corporation shall be George P. Ord, 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

Acceptance

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.



 Registered Agent

STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared George P. Ord, who, after being duly sworn, according to law, deposes and says that he is competent to contract and further acknowledges that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palm Beach County, Florida, this 14th day of May, 1981.

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(Notary Seal)



 Notary Public, State of Florida

My Commission Expires:

