

ARTICLES OF INCORPORATION

OF

THE PALM CLUB WEST VILLAGE II HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)

FILED  
05 JUN 23 PM 4:13  
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I

The name of the corporation is THE PALM CLUB WEST VILLAGE II HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The street address of the Registered Office of the Association is 6801 Lake Worth Road, Lake Worth, Florida 33467, and the name of the Registered Agent is Frank J. Steinitz

ARTICLE III

All definitions in the Declaration of Restrictions ("Declaration"), recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance, preservation and architectural control of the Units and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described on SCHEDULE "1" attached hereto and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of each class of members, at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members of each class to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Unit;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, except as otherwise provided in the Declaration;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now, or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system.

#### ARTICLE VI

#### MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

#### ARTICLE VII

#### VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

Class B. The Class B member shall be the Declarant, and shall be entitled to one hundred sixty-two (162) votes. The

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Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) Four (4) months after 75% of the Units that will be ultimately operated by the Association have been conveyed by Unit purchasers; or,

(b) Three years following conveyance of the first Unit in the Properties to a Unit purchaser; or,

(c) Such earlier date as Declarant may determine.

#### ARTICLE VIII

#### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons, who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased up to the maximum by a majority vote of the members.

The first election of Directors, after the initial board named herein, shall be held at the annual meeting or when Class B membership ceases as provided in ARTICLE VII hereof, whichever is earlier, at a meeting of the members called for that purpose. Directors shall be elected for a term of one (1) year.

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. 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:

<u>NAME</u>	<u>ADDRESS</u>
Frank J. Steinitz	666 Anchorage Drive North Palm Beach, Florida 33408
Mal Nice	540-A Shady Pine Way West Palm Beach, Florida
John Glick	4816 Palm Way Lake Worth, Florida 33463

#### ARTICLE IX

#### DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

#### ARTICLE X

#### DURATION

The corporation shall exist perpetually.

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ARTICLE XI

AMENDMENTS

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 special or annual meeting of members; or amendments may be proposed by the members of the Association upon a vote of the majority of the 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 meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. 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. 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 addressed to the member at his address as it 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 a majority of the votes of the entire membership entitled to vote thereon.

4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. 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.

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is: K. Hovnanian of Palm Beach XII, Inc., a Florida corporation, Post Office Box 6559, Lake Worth, Florida 33463.

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ARTICLE XIII

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Frank J. Steinitz 666 Anchorage Drive  
North Palm Beach, Florida 33408

Vice-President: John Glick 4816 Palm Way  
Lake Worth, Florida 33463

Secretary-Treasurer: Mal Rice 540-A Shady Pine Way  
West Palm Beach, Florida

ARTICLE XIV

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of all of the members of the Association.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

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Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

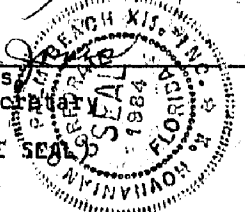
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 14 day of January, 1985

K. HOVNANIAN OF PALM BEACH XII, INC.,  
a Florida corporation

By [Signature]  
Frank J. Steinitz,  
Sr. Vice President,

ATTEST: [Signature]  
Carolyn Jones,  
Assistant Secretary

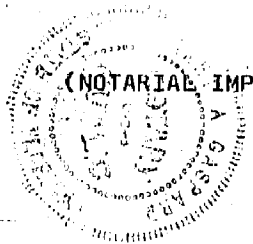
(CORPORATE SEAL)



STATE OF FLORIDA  
COUNTY OF PALM BEACH : SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared FRANK J. STEINITZ and CAROLYN JONES, well known to me to be the persons described in and who executed the foregoing instrument as Senior Vice President and Assistant Secretary, respectively, of K. HOVNANIAN OF PALM BEACH XII, INC., a Florida corporation, and they acknowledged before me that they executed the same freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal, this 14 day of January, 1985.



(NOTARIAL IMPRESSION SEAL)

[Signature]  
NOTARY PUBLIC

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES 12/31/1988  
I HAVE BEEN BOUND BY THIS OATH

I HEREBY ACCEPT MY DESIGNATION  
AS REGISTERED AGENT.

[Signature]  
Frank J. Steinitz

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1985 JAN 23 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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"SCHEDULE 1"

LEGAL DESCRIPTION OF THE "PROPERTIES"

RECEIVED  
JUN 23 1985  
TALLAHASSEE

KNOW ALL MEN BY THESE PRESENTS THAT K. HOVNIANIAN OF PALM BEACH, FLA. INC., A FLORIDA CORPORATION, AND CENTER PROPERTIES, L.T.D., A FLORIDA LIMITED PARTNERSHIP, OWNERS OF THE LAND SHOWN HEREON AS THE PALM CLUB WEST, SITUATE IN SECTION 13, TOWNSHIP 43 SOUTH, RANGE 42 EAST, PALM BEACH COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

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COMMENCING AT THE NORTHWEST CORNER OF SAID NORTHWEST QUARTER; THENCE S88°23'48"E. ALONG THE NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 516.64 FEET; THENCE S01°38'43"W. ALONG A LINE PARALLEL TO THE WEST LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 40.00 FEET TO THE POINT OF BEGINNING AND THE INTERSECTION WITH A LINE PARALLEL TO AND 40.00 FEET SOUTH OF, AS MEASURED AT RIGHT ANGLES TO, THE NORTH LINE OF SAID NORTHWEST QUARTER, SAID PARALLEL LINE ALSO BEING THE SOUTH RIGHT-OF-WAY LINE OF ROEBUCK ROAD; THENCE S88°23'48"E. ALONG SAID PARALLEL LINE, A DISTANCE OF 2153.66 FEET TO THE INTERSECTION WITH A LINE PARALLEL TO AND 55.00 FEET WEST OF, AS MEASURED AT RIGHT ANGLES TO, THE EAST LINE OF SAID NORTHWEST QUARTER; THENCE S01°38'43"W. ALONG SAID PARALLEL LINE, A DISTANCE OF 938.02 FEET TO THE INTERSECTION WITH THE NORTH LINE OF THAT 10.00 FOOT WIDE ROAD DEDICATION FOR MILITARY TRAIL AS SHOWN ON FOXWOOD ESTATES PLAT NO. 3 OF LAKESIDE GREEN - P.U.D. RECORDED IN PLAT BOOK 40 ON PAGES 124 AND 125 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA; THENCE N88°01'17"W. ALONG SAID NORTH LINE, A DISTANCE OF 5.00 FEET TO THE WEST LINE OF SAID ROAD DEDICATION; THENCE S01°38'43"W. ALONG SAID WEST LINE, A DISTANCE OF 235.85 FEET TO THE NORTHEAST CORNER OF TRACT "B", OF SAID FOXWOOD ESTATES PLAT NO. 3 OF LAKESIDE GREEN - P.U.D.; THENCE N88°01'17"W. ALONG THE NORTH LINE OF SAID TRACT "B", A DISTANCE OF 10.00 FEET; THENCE S46°51'15"W. ALONG THE NORTHWESTERLY LINE OF SAID TRACT "B", A DISTANCE OF 27.05 FEET; THENCE S01°43'47"W. ALONG THE WEST LINE OF SAID TRACT "B", A DISTANCE OF 10.00 FEET TO THE INTERSECTION WITH THE NORTHERLY LINE OF SAID FOXWOOD ESTATES PLAT NO. 3 OF LAKESIDE GREEN - P.U.D. (SAID NORTHERLY LINE, ALSO, BEING THE NORTHERLY RIGHT-OF-WAY LINE OF LAKESIDE GREEN BOULEVARD); THENCE N88°16'13"W. ALONG SAID NORTHERLY LINE, A DISTANCE OF 245.08 FEET (245.18 FEET CALCULATED); THENCE S88°52'03"W. (S88°52'02"W. CALCULATED). CONTINUING ALONG SAID NORTHERLY LINE, A DISTANCE OF 200.25 FEET; THENCE N88°16'13"W. CONTINUING ALONG SAID NORTHERLY LINE, A DISTANCE OF 135.73 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 470.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND SAID NORTHERLY LINE THROUGH A CENTRAL ANGLE OF 37°12'10"; A DISTANCE OF 306.00 FEET; THENCE S54°25'37"W. CONTINUING ALONG SAID NORTHERLY LINE, A DISTANCE OF 150.00 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS

RECORDER'S MEMO: Legibility of Writing, Typing or Printing unsatisfactory in this document when received.

**RECORDER'S MEMO: Legibility  
of Writing, Typing or Printing  
unsatisfactory in this document  
when received.**

This is not a

N88°16'13"W. ALONG SAID NORTHERLY LINE. A DISTANCE OF 245.08 FEET  
(245.18 FEET CALCULATED). THENCE S88°52'03"W (S88°52'02"W,  
CALCULATED). CONTINUING ALONG SAID NORTHERLY LINE. A DISTANCE OF  
200.25 FEET. THENCE N88°16'13"W CONTINUING ALONG SAID NORTHERLY LINE.  
A DISTANCE OF 135.73 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE  
TO THE SOUTHEAST HAVING A RADIUS OF 470.00 FEET; THENCE SOUTHWESTERLY  
ALONG THE ARC OF SAID CURVE AND SAID NORTHERLY LINE THROUGH A CENTRAL  
ANGLE OF 37°12'10". A DISTANCE OF 306.00 FEET; THENCE S54°25'37"W.  
CONTINUING ALONG SAID NORTHERLY LINE. A DISTANCE OF 150.00 FEET TO THE  
POINT OF CURVATURE OF A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS  
OF 390.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND  
SAID NORTHERLY LINE THROUGH A CENTRAL ANGLE OF 37°13'06". A DISTANCE  
OF 253.34 FEET; THENCE N88°21'17"W. CONTINUING ALONG SAID NORTHERLY  
LINE. A DISTANCE OF 175.00 FEET; THENCE N43°21'17"W. CONTINUING ALONG  
SAID NORTHERLY LINE. A DISTANCE OF 35.36 FEET TO THE NORTHWEST CORNER  
OF SAID FOXWOOD ESTATES PLAT NO. 3 OF LAKESIDE GREEN - P.U.D. AND THE  
INTERSECTION WITH THE EAST LINE OF FOXWOOD ESTATES PLAT NO. 2 OF  
LAKESIDE GREEN - P.U.D. AS RECORDED IN PLAT BOOK 36 ON PAGES 32  
THROUGH 85 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA; THENCE  
N01°38'43"E. ALONG SAID EAST LINE. A DISTANCE OF 230.29 FEET; THENCE  
N88°21'17"W. RADIAL TO THE NEXT DESCRIBED CURVE AND CONTINUING ALONG  
SAID EAST LINE. A DISTANCE OF 5.00 FEET TO A POINT ON THE  
AFOREMENTIONED CURVE BEING CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF  
100.00 FEET AND A LONG CHORD BEARING OF N28°21'17"W; THENCE  
NORTHWESTERLY ALONG THE ARC OF SAID CURVE AND SAID EAST LINE. A  
DISTANCE OF 103.56 FEET TO THE INTERSECTION WITH A NON-TANGENT LINE;  
THENCE N01°38'43"E. ALONG SAID NON-TANGENT LINE AND SAID EAST LINE OF  
FOXWOOD ESTATES PLAT NO. 2 OF LAKESIDE GREEN - P.U.D. A DISTANCE OF  
141.08 FEET; THENCE N26°19'00"E. CONTINUING ALONG SAID EAST LINE. A  
DISTANCE OF 24.89 FEET; THENCE N01°38'43"E. CONTINUING ALONG SAID EAST  
LINE. A DISTANCE OF 77.84 FEET TO THE NORTHEAST CORNER OF SAID FOXWOOD  
ESTATES PLAT NO. 2 OF LAKESIDE GREEN - P.U.D.; THENCE N63°41'00"W.  
ALONG THE NORTHEASTERLY LINE OF SAID FOXWOOD ESTATES PLAT NO. 2 OF  
LAKESIDE GREEN - P.U.D. A DISTANCE 729.21 FEET TO A POINT ON THE ARC  
OF A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 50.00 FEET;  
THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL  
ANGLE OF 78°20'00". A DISTANCE OF 68.36 FEET; THENCE N01°38'43"E ALONG  
A LINE PARALLEL TO THE WEST LINE OF SAID NORTHWEST QUARTER. A DISTANCE  
OF 515.07 FEET; THENCE N43°22'33"W. A DISTANCE OF 35.37 FEET TO THE  
POINT OF BEGINNING

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