

ARTICLES OF INCORPORATION
OF
SEACREST VILLAS ASSOCIATION, INC.

The undersigned hereby 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 SEACREST VILLAS ASSOCIATION, INC., which corporation shall hereinafter be referred to as the Association.

ARTICLE II
Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Section 711.12 of the Florida Condominium Act, which is Chapter 711, Florida Statutes, for the operation of SEACREST VILLAS, a condominium, located in Palm Beach County, Florida.

ARTICLE III
Powers

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

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the terms of these Articles.
2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act except as limited by these Articles and the Seacrest Villas Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium as set forth in said Declaration, including but not limited to the following:
 - (a) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium.
 - (b) To use the proceeds of assessments in the exercise of its powers and duties.
 - (c) To undertake the maintenance, repair, replacement and operation of the condominium property, or property leased by the Association for condominium use.

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TALLAHASSEE, FLORIDA

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- (d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.
- (e) To reconstruct the condominium improvements after casualty and construct further improvements of the condominium property, as needed.
- (f) To make reasonable rules and regulations respecting the use of the condominium property.
- (g) To approve, or disapprove, the leasing and transfer of ownership of apartments as may be provided by the Declaration of Condominium and the Bylaws.
- (h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and the rules and regulations for the use of the property in the condominium.
- (i) To contract for the management of the condominium properties, and to delegate to such management duties to a qualified person, firm, or corporation, as to all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors of the membership of the Association.
- (j) To contract for the management and operation of portions of the common elements susceptible to separate management and operation, and to lease the same.
- (k) To employ personnel necessary to perform the services required for proper operations of the condominium.
- (l) To enter into, as lessee, 99-year leases for property to be used as recreational facilities and to make and collect assessments against members to defray the cost of taxes, maintenance, repair, rental and operation of the improvements thereon.

3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

4. The Association shall make no distribution of income to its members, directors or officers.

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

ARTICLE IV
Members

1. The members of the Association shall consist of all of the record owners of apartments in the Seacrest Villas apartment buildings in Palm Beach County, Florida.

2. Transfer of membership in the Association shall be established by the recording in the public records of Palm Beach County, Florida, of a condominium deed or other instrument establishing a record title to an apartment in the condominium property and the delivery to the Association of a certified copy of such instrument; the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.

3. 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 or her apartment.

4. The members of the Association, singly or collectively, shall be entitled to only one vote for each apartment owned by them. The exact manner of exercising voting rights when there are two or more owners of one apartment 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 as shall be determined by the Bylaws of the Association, but shall be not less than three in number. In the absence of a determination as to the number of members, the Board of Directors shall consist of three directors.

2. The 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 directors by the membership of the Association shall not be held until after all of the apartments of the condominium have been sold by the Developer, Seacrest Villas of Boynton, Inc., or until after July 1, 1972, whichever shall first occur.

4. The directors herein named shall serve until the first election of directors by association members, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5. 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>
James H. Harrington	198 Park Avenue Worcester, Massachusetts 01608
Sumner B. Tilton, Jr.	390 Main Street Worcester, Massachusetts 01608
Marian LaCivita	1742 North Federal Highway Boynton Beach, Florida 33435

ARTICLE VI
Officers

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation. After the developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association; which officers 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 elected by the membership of the Association are as follows:

<u>Name and Address</u>	<u>Office</u>
James H. Harrington 198 Park Avenue Worcester, Massachusetts 01608	President - Treasurer
Sumner B. Tilton, Jr. 390 Main Street Worcester, Massachusetts 06108	Vice President
Marian LaCivita 1742 North Federal Highway Boynton Beach, Florida 33435	Secretary

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 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 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 of any claim for indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests 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 VIII
Bylaws

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

ARTICLE IX
Amendments

Amendments to these 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 approving a proposed amendment may be proposed by either the Board of Directors, or by any one or more members of the Association. Directors, and members not present in person, or by proxy, at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary of the Association at, or prior to, the meeting.

(a) Such approval must be by not less the 75% of the entire membership of the Board of Directors, and by not less than 75% of the votes of the entire membership of the Association; or

(b) By not less than 80% of the votes of the entire membership of the Association.

3. No amendment shall make any changes in the qualifications for membership or in the voting rights of members, or any change in paragraphs 3 and/or 4 of Article III hereof, without approval in writing by all members.

4. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State and recorded in the public records of Palm Beach County, Florida.

ARTICLE X
Term

The term of the Association shall be the life of the condominium, unless the Association is terminated sooner by unanimous action of its members. The Association shall be dissolved by the termination of the condominium in accordance

with the provisions of the Declaration of Condominium.


ARTICLE XI
Subscribers

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


Name

James H. Harrington	198 Park Avenue Worcester, Massachusetts 01608
Sumner B. Tilton, Jr.	390 Main Street Worcester, Massachusetts 01608
Marian LaCivita	1742 North Federal Highway Boynton Beach, Florida 33435

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 2nd day of March, 1971.



JAMES H. HARRINGTON



SUMNER B. TILTON, JR.



MARIAN LACIVITA

STATE OF MASSACHUSETTS)
COUNTY OF ~~Worcester~~) ss.

PERSONALLY APPEARED before me, the undersigned authority, JAMES H. HARRINGTON and SUMNER B. TILTON, JR., two of the subscribers of the Articles of Incorporation of Seacrest Villas Association, Inc., who, being by me first duly sworn depose and say that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 2nd day of March, 1971.

(SEAL)



NOTARY PUBLIC

My Commission expires:
August 23, 1974

STATE OF FLORIDA)
COUNTY OF *Polk*) ss.

PERSONALLY APPEARED before me, the undersigned authority, MARIAN LACIVITA, one of the subscribers of the Articles of Incorporation of Seacrest Villas Association, Inc., who, being by me first duly sworn deposes and says that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County as aforesaid, this day of March, 1971.

Edmund S. Sherman
Notary Public

(SEAL) *Notary Public State of Florida*
My commission expires Dec. 31 1973

My commission expires: