

53710
14621.1

ARTICLES OF INCORPORATION

OF

KENSINGTON AT WOODFIELD, INC.

(A not-for-profit corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (1993) of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of Florida, (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be KENSINGTON AT WOODFIELD, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for Kensington at Woodfield (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their Property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

Hugh W. Perry, Esquire (Florida Bar No. 603600)
Gunster, Yoakley & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

ARTICLE III

POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Association Property and the Common Area in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members to defray the common expenses of the Association;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Common Area;

E. To reconstruct improvements upon the Property after casualty and to further improve the Property;

F. To make and amend By-Laws for the Association and rules and regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Area;

H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Property;

I. To provide for management and maintenance and to authorize a management entity to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Common Area. For purposes of landscaping, maintenance and repair of the Common Area, the

Association may employ the same management entity as is employed by the Master Association. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association;

To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

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

ARTICLE IV

MEMBERSHIP AND VOTING

Qualification for, and admission to, membership in the Association, and the voting rights of each class of membership in the Association, shall be as provided in and regulated by the Declaration and the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. For so long as Developer owns any Lot in the Property, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association, and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need be a Member of the Association. The number of directors constituting the initial Board is three (3) and they shall serve until such time as

Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Robert Julien	3600 Club Place Boca Raton, FL 33496
John C. Csapo	3600 Club Place Boca Raton, FL 33496
Stephen L. Haskins	3600 Club Place Boca Raton, FL 33496

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the directors, as provided in the By-Laws. Until such time as Developer relinquishes control of the Sub-Association, as provided in the Declaration, however, Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer. The following persons shall serve as officers until the first election:

<u>Name</u>	<u>Title</u>
Robert Julien	President
John C. Csapo	Vice President/Secretary
Stephen L. Haskins	Vice President/Treasurer

ARTICLE VIIINDEMNIFICATION OF OFFICERS, DIRECTORS
AND COMMITTEE MEMBERS

The Association hereby indemnifies any director, officer or Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- A. whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer or committee member, or in his capacity as director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of not contendere or its equivalent shall not in itself create a presumption that any such director, officer, or committee member did not act in good faith and in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful; and
- B. by or in the right of the Association to procure a judgment in its favor by reason of his being or having been a director, officer, or committee member for the Association, or by reason of his being or having been a director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that

such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Directors shall determine whether amounts for which a director, officer or committee member seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
HUGH W. PERRY, ESQ.	Gunter, Yoakley & Stewart, P.A. 777 S. Flagler Dr., Ste. 500 West Palm Beach, FL 33402-4587

ARTICLE IX

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of

Incorporation or the Declaration, and provided further that no amendment, alteration or rescission of the By-Laws shall be made without the Association's prior written approval. Until such time as Developer relinquishes control of the Association, no amendments to the By-Laws shall be effective unless Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X

AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act; provided, however, that no such amendments shall conflict with the terms of the Declaration or adversely affect the rights of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express, prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of these Articles shall be made without the Association's prior written approval. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

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 directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

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.

ARTICLE XII
DISSOLUTION OR MERGER OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

- A. Real property contributed to the Association without the receipt of other than nominal consideration by the Developer (or its predecessor in interest) shall be returned to the Developer unless it refuses to accept the conveyance in whole or in part.
- B. Common Property designated as streets shall be dedicated to the appropriate local government agency.
- C. Any surface water management systems owned by the Association at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not-for-profit corporation to provide for the continued operation and maintenance of the surface water management system.
- D. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

The Association may be dissolved upon a resolution to that effect being recommended by not less than three-fourths (3/4) of the Board of Directors, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1433, Florida Statutes (1993) or statute of similar import, and approved by three-fourths (3/4) of the voting rights of each and every class of membership as voted by the Members.

The Association may be merged into another not-for-profit corporation upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and approved by three-fourths (3/4) of the voting rights of each and every class of membership, as voted by the Members; provided, however, that no merger shall be effective without the consent of

the Developer as long as it has the right to appoint any director to the Board of the Association, which consent may be withheld for any reason whatsoever.

ARTICLE XIII

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Robert Julien and the street address of the registered office of the Association shall be 3600 Club Place, Boca Raton, Florida 33496. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XIV

ADDRESS

The principal place of business or mailing address of the Association shall be:

3600 Club Place
Boca Raton, FL 33496

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Palm Beach County, Florida, this 3 day of February, 1994.

Signed, sealed and delivered in the presence of:

G. Brian Butler
Name: G. Brian Butler

HUGH W. PERRY, ESQ. (SEAL)

Linda E. Laft
Name: Linda E. Laft

Fax Audit No. H94000001105

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3rd day of February, 1994, by Hugh W. Perry, Esquire, who is personally known to me and who did not take an oath.

Deborah Ritchie
 Print Name: Deborah Ritchie
 NOTARY PUBLIC - STATE OF FLORIDA
 Commission Number: _____
 My commission expires: _____

(Notarial Seal)

DEBORAH RITCHIE
 MY COMMISSION EXPIRES
 April 16, 1995
 NOTARY PUBLIC UNDERWRITERS

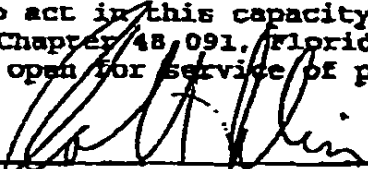
Fax Audit No: H94000001105

This is not a certified copy

Fax Audit No. H94000001105

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48, 091, Florida Statutes, relative to keeping said office open for service of process.



 ROBERT JULIEN
 Registered Agent

Fax Audit No. H94000001105

This is not a certified copy