

ARTICLES OF INCORPORATION  
OF  
THE 300 PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)

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 THE 300 PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called "Corporation").

ARTICLE II

PURPOSES

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain Declaration of Covenants and Restrictions either now has or will be, imposed upon certain lands located in Palm Beach County, Florida. Said Declaration of Covenants and Restrictions, among other things, establishes and designates that said lands shall be known as "The Meadows 300".

This Corporation is organized for the general purpose of functioning as the property owners' association of THE MEADOWS 300 and serving as the instrumentality of the property owners in THE MEADOWS 300 for the purpose of controlling and regulating the activities within THE MEADOWS 300. The specific purposes for which this Corporation is formed include, but are not limited to, the following:

- A. To provide for the promotion, regulation, maintenance and control of the park areas, lakes, drainage arrangements, and street lighting, if such shall be required.
- B. To acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners' association.
- C. To fix assessments to be levied against the property owners of THE MEADOWS 300.
- D. To enforce any and all covenants, restrictions and agreements applicable to THE MEADOWS 300.

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E. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and THE MEADOWS 300 Declaration of Covenants and Restrictions.

F. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

### ARTICLE III

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be at 1100 Southern Boulevard, West Palm Beach, FL 33406 or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

### ARTICLE IV

#### POWERS

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

A. The Corporation shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Corporation, and, in addition, all powers set forth in THE MEADOWS 300 Declaration of Covenants and Restrictions. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect and enforce assessments (whether they be general, special or individual) to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.

2. To acquire liens against all lots and units for assessments.

3. To subordinate, in its sole discretion, any liens acquired by the Corporation.

4. To use the proceeds of assessments in the exercise of its powers and duties.

5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell, or otherwise dispose of any properties it may acquire.

6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

B4048 P0607

8. To purchase insurance for its properties and insurance for the protection of the Corporation, its Officers, Directors, and members.

9. To enforce any regulations, restrictions, or limitations imposed by deed, plat, THE MEADOWS 300 Declaration of Covenants and Restrictions or otherwise on the land within THE MEADOWS 300.

10. To manage, operate and maintain any of its corporate properties and to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Corporation.

11. To employ personnel to perform the services required to carry out the purposes of this Corporation.

12. To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation, THE MEADOWS 300 Declaration of Covenants and Restrictions, and all rules and regulations for the construction, maintenance and use of the properties of the members.

B. All funds, except such portions thereof as are expended for the expense of the Corporation, and title to all properties belonging to the Corporation shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

#### ARTICLE V

##### MEMBERS

A. Members of the Corporation shall consist of and be limited to those persons or corporations holding record fee title to any lot or unit located within THE MEADOWS 300.

B. Grantees under contracts for deed or conditional conveyances are not members, but shall become members if and when they become record owners of the interests described above.

C. Change of membership shall be established by recording in the public records of Palm Beach County, Florida, a deed or other instrument establishing record fee title to such lot or unit and by the delivery to the Corporation of a certified copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Corporation, and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Corporation, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Corporation's powers or privileges.

B4048 P0608

D. The interest of a member in the funds and assets of the Corporation shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property.

E. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

F. If ownership is vested in more than one person, then all of the persons so owning the interest shall be members.

G. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Corporation.

H. On all matters on which the membership is entitled to vote, there shall be one (1) vote for each lot or unit upon which membership is based which shall be exercised or cast by the owner or owners in a manner provided in the By-Laws of the Corporation. Should any member hold such interest in more than one (1) lot or unit, such member shall be entitled to exercise or cast one (1) vote for each lot or unit.

I. Voting rights are incident to membership and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

## ARTICLE VI

### DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The first election of the Directors by members shall not be held until record fee title to all of the residential dwelling units in THE MEADOWS 300 has been conveyed by the Developer, C. And H. Properties Co., its successors or assigns, or until it, in its sole discretion, shall consent thereto. Until the first election, Developer, its successors or assigns shall have the right to appoint all members of the Board of

B4048 P0609

Directors. This right may be relinquished in whole or in part, by the consent of the Developer in its sole discretion. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by the Developer. Prior to the first election of the Board of Directors by members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors must be members of this Corporation.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removal, are as follows:

Charles Gentile	1100 Southern Boulevard West Palm Beach, Florida 33406
Elizabeth S. Davis	1100 Southern Boulevard West Palm Beach, Florida 33406
Betty Dent	1100 Southern Boulevard West Palm Beach, Florida 33406

#### ARTICLE VII

##### OFFICERS

The affairs of the Corporation shall be administered by a president, vice president, secretary and treasurer. The duties and authority of said officers shall be designated in the By-Laws of the Corporation. Said officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Corporation 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 are as follows:

Charles Gentile	President	1100 Southern Boulevard West Palm Beach, Florida 33406
Betty Dent	Vice President	1100 Southern Boulevard West Palm Beach, Florida 33406
Elizabeth S. Davis	Secretary/ Treasurer	1100 Southern Boulevard West Palm Beach, Florida 33406

#### ARTICLE VIII

##### BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By-

B4048 P0610

Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- (1) Notice of the meeting shall contain a statement of the proposed amendment.
- (2) The amendment shall be approved by the majority vote of the members voting at such meeting.

Directors and members not present in person at the meeting considering a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

#### ARTICLE IX

##### REMOVAL OF DIRECTORS OR OFFICERS

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manner:

A. Any Director or Officer may be removed with or without cause and for any reason, upon a petition in writing of ten percent (10%) of the members of the Corporation and approved, at a meeting of the members called at least in part for that purpose, by a two-thirds (2/3) vote of the members voting at such a meeting. The petition shall set forth a time and place for the meeting, and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting, the Director or Officer shall be given the opportunity to be heard; or

B. Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose; or

C. During the period of time which the Developer has or retains the right of appointment of members of the Board of Directors, any members of the Board of Directors may be removed with or without cause by the Developer at its discretion.

#### ARTICLE X

##### INDEMNIFICATION

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs 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, 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 wilful

B4048 P0611

misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

## ARTICLE XI

### AMENDMENTS

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

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

B. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting; or

3. Prior to the first election of Directors by the members, by approval of not less than fifty-one percent (51%) of the Directors without approval of the members.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval of two-thirds (2/3) of all the members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XII  
PROHIBITION AGAINST ISSUANCE OF STOCK  
AND DISTRIBUTION OF INCOME

This Corporation shall never have nor issue any share of stock, nor shall this Corporation distribute any part of the income of this Corporation, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by statute.

ARTICLE XIII  
CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIII

The term of the corporation shall be perpetual.

ARTICLE XIV

SUBSCRIBERS

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

B4048 P0613





Dent and that she acknowledged executing the foregoing Certificate of Articles of Incorporation and that the seal affixed is the true Corporate Seal of said Corporation.

Witness my hand and official seal in the County and State last aforesaid this 27th day of August, 19 81.

Merion M. Panella  
Notary Public  
State of Florida at Large

My commission expires: 8/29/83



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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THE 300 PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Paul C. Wolfe, Esq. located at 601 Flagler Drive Court, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Paul C. Wolfe, Esq.

Sep 4 2 51 PM '91  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

FILED

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AMENDMENT TO CERTIFICATE OF  
INCORPORATOR OF  
THE 300 PROPERTY OWNERS ASSOCIATION, INC.

THE 300 PROPERTY OWNERS ASSOCIATION, INC., a non-profit Florida corporation under its corporate seal and the hands of its President, Charles Gentile, and Secretary, Elizabeth S. Davis, hereby certifies that:

At a duly called Special Meeting of the Board of Directors held on September 15, 1983, the following resolution was duly and unanimously adopted:

RESOLVED, That, effective on the date of filing, the Certificate of Incorporation of THE 300 PROPERTY OWNERS ASSOCIATION, INC., which Certificate of Incorporation was approved and filed in the Office of the Secretary of State at Tallahassee, Florida, on September 4, 1981, be amended by:

1. Deleting Article V, Section B, in its entirety and substituting therefor the following:

"B. Grantees under contracts for deed or conditional conveyances shall be considered members, so long as said instruments of conveyance are recorded."

2. Article V, Section C, deleted in its entirety and substituted therefor the following:

"C. Change of membership shall be established by recording in the public records of Palm Beach County, Florida, a deed or other instrument establishing record title to such lot or unit and by the delivery to the Corporation of a copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Corporation, and the membership of the prior owner shall be terminated. The failure of an owner to deliver a copy of said instrument or such certificate shall not affect said owner's membership in the Association. The foregoing shall not, however, limit this Corporation's powers or privileges."

3. In Article VI, Section D, delete the last sentence therein and insert in its place the following:

"Subsequent thereto, however, Directors must be either members of the Corporation or spouses of same, or a Trustee of a Trust as

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owner, or a corporate officer in the case of a corporate owner."

4. Delete Article VIII and insert in its place and stead the following:

"ARTICLE VIII  
By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting at which the members elect Directors. Subsequent to the first meeting at which the members elect Directors, By-Laws may be altered, amended or added to at any duly called meeting of the members, provided:

1) Notice of the meeting shall contain a statement of the proposed amendment.

2) The amendment shall be approved by the majority vote of the members present and voting at such meeting.

Directors and members not present in person at the meeting considering a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

Proviso: Any amendment to the By-Laws which conflicts with any provision contained in any sub-Association's recorded documents is void and of no legal effect."

5. In Article XI, add the following new Section F:

"F. Proviso: Any Amendment to the Articles which conflicts with any provision contained in any sub-Association's recorded documents is void and of no legal effect."

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and attested to by its Secretary this 26<sup>th</sup> day of September, 1983.

(Corporate Seal)

THE 300 PROPERTY OWNERS ASSOCIATION, INC.

In the presence of:

By: Charles Gentile  
Charles Gentile, President

Eileen E. Rizzo

ATTEST:

Eileen E. Rizzo

Marion M. Panella  
Marion M. Panella, Secretary

PCW13e  
9-23-83

RECORD VERIFIED  
PALM BEACH COUNTY, FLA  
JOHN B. DUNKLE  
CLERK CIRCUIT COURT



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ASSIGNMENT OF USE OF PARKING SPACE

The undersigned has acquired Wellesley Lot \_\_\_\_\_ in WELLESLEY AT BOYNTON BEACH, and has been assigned the use of the parking space described below, in accordance with the Declaration of Covenants and Restrictions.

NOW, THEREFORE, it is agreed as follows:

1. There is hereby assigned to the undersigned the use of two (2) parking spaces, both of which are numbered, \_\_\_\_\_ effective herewith.

2. This Assignment of Use of Parking Space is for the exclusive use of the Wellesley lot. The parking space shall be maintained, occupied and transferred solely in accordance with the provisions of the Declaration of Covenants and Restrictions.

3. This Assignment shall be noted in the Book maintained by the Association for such purpose.

THIS ASSIGNMENT dated this \_\_\_ day of \_\_\_\_\_, 198\_\_.

Burg & DiVosta Corporation

By: \_\_\_\_\_  
Authorized Agent

\_\_\_\_\_(SEAL)  
Owner of Wellesley Lot

\_\_\_\_\_(SEAL)  
Owner of Wellesley Lot

THIS DOCUMENT MAY NOT BE RECORDED