

ARTICLES OF INCORPORATION

OF

PALM GREENS at VILLA del RAY MASTER CONDOMINIUM ASSOCIATION, INC.

(A Master Condominium Association)

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 1

Name

The Name of the corporation will be PALM GREENS at VILLA del RAY MASTER CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE II

(2.1) The purpose for which the Association is organized is to provide an entity for the purpose of administering the areas owned or controlled by it and for coordinating the operation of all condominium association members of it.

(2.2) The Association will make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

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

(3.1) The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



(3.2) The Association will have all the powers and duties set forth in the Condominium Act, except as limited by these Articles, the Declaration of Condominium for the condominiums operated by the Sub-Associations, the Articles of Incorporation of the Sub-Associations, and the By-Laws of the Sub-Associations; and it will have all of the powers and duties reasonably necessary to administer the areas and coordinate the operation of all condominium association members, including but not limited to the following:

(a) To make and collect assessments against members to defray costs, expenses and losses of the properties owned by it.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate all areas controlled or owned by it.

(d) To purchase insurance for the protection of the Association, Sub-Associations, and their members as condominium unit owners.

(e) To reconstruct improvements after casualty and to further improve the areas owned or controlled by it.

(f) To make and amend reasonable regulations respecting the use of the areas owned or controlled by it.

(g) To enforce by legal means the provisions of the Condominium Act, these Articles, the By-Laws of the Association, and the regulations for the use of the areas owned or controlled by it.

(h) To contract for the management and operation of its Areas; and to thereby delegate all powers and duties of the Association, except as are specifically required to have approval of the Board of Directors or the membership of the Association.

(i) To lease such portions of the common elements of its Areas as are susceptible to separate management and operation.



(j) To accept title to real property to be held for the benefit of the Sub-Associations and others.

(3.3) All funds, except such portions thereof as are expended for the common expenses of the Association, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the separate Declaration of Condominiums and in accordance with the provisions of the Articles of Incorporation and the By-Laws of the Association and in accordance with the provisions of the Sub-Associations' Articles of Incorporation and the By-Laws of the Sub-Associations.

(3.4) The powers of the Association will be subject to and will be exercised in accordance with the provisions of the separate Declaration of Condominiums and the By-Laws of the Association.

#### ARTICLE IV

##### Members

(4.1) The members of the Association will consist of all of the Sub-Associations organized under the laws of the State of Florida, being the entities responsible for the operation of the condominiums developed in Palm Beach County, Florida, as determined by Yusem Properties of Delray Limited, a Florida Limited Partnership.

(4.2) Each Sub-Association shall be entitled to three representatives who shall be voting members of the Association and shall serve until their successors are appointed in accordance with the By-Laws.

(4.3) Each Sub-Association representative shall have one vote.

#### ARTICLE V

##### Directors

(5.1) The affairs of the Association will be managed by a board consisting of the number of directors determined by



the By-Laws of the Association, but not less than three directors; and in the absence of such determination will consist of three directors. Directors need not be members of the Association.

(5.2) Directors of the Association will be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-Laws of the Association.

(5.3) The first election of the directors will not be held until the Developer elects to terminate its control of the Association or until the last condominium association which shall be a member of this association shall come under the control of the members of said last condominium, whichever first occurs. The directors named in these Articles will serve until the first election of directors and any vacancies in their number occurring before the first election will be filled by the remaining directors.

(5.4) 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 removed, are as follows:

Henry H. Yusem

1415 East Route 70  
Cherry Hill Plaza  
Cherry Hill, New Jersey  
08034

Paul L. Jaffe

The Fidelity Building  
Philadelphia, Pa. 19109

Donald B. Stiller

P. O. Box 1739  
Delray Beach, Florida 33444

#### ARTICLE VI

##### Officers

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated are as follows:



Henry H. Yusem, President

1415 East Route 70  
Cherry Hill Plaza  
Cherry Hill, N.J. 08034

Donald B. Stiller, Vice President

P.O. Box 1739  
Delray Beach, Florida 33444

Nancy L. Miller, Secretary

P. O. Box 1739  
Delray Beach, Florida 33444

Paul L. Jaffe, Treasurer

The Fidelity Building  
Philadelphia, Pennsylvania  
19109

#### ARTICLE VII

##### Indemnification

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of 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 when the directors or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE VIII

##### By-Laws

The first By-Laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said By-Laws:



## ARTICLE IX

### Amendments

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

(9.1) Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

(9.2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary prior to the meeting. Except as elsewhere provided:

(a) Such approvals must be by not less than 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.

(9.3) Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment will be made that is in conflict with the Condominium Act or the Declaration of Condominium.

(9.4) A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the public records of Palm Beach County, Florida.

## ARTICLE X

The term of the Association will be perpetual.



## ARTICLE XI

## Subscribers

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

Henry H. Yusem

1415 East Route 70  
Cherry Hill Plaza  
Cherry Hill, N.J. 08034

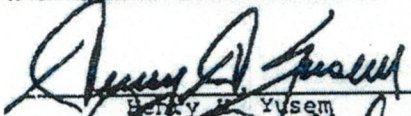
Donald B. Stiller

P. O. Box 1739  
Delray Beach, Florida 33444

Nancy L. Miller

P. O. Box 1739  
Delray Beach, Florida 33444

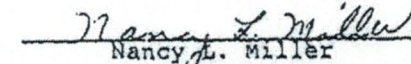
IN WITNESS WHEREOF, the subscribers have affixed their signatures this 6<sup>th</sup> day of November, 1973.



Henry H. Yusem



Donald B. Stiller



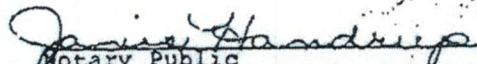
Nancy L. Miller

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, HENRY H. YUSEM, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal this 6<sup>th</sup> day of November, 1973.



Notary Public  
State of Florida at Large

My Commission Expires:

6-25-76



STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DONALD B. STILLER, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal this 6<sup>th</sup> day of November, 1973.

James Handrup  
Notary Public  
State of FLORIDA

My Commission Expires: 6-25-76

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared NANCY L. MILLER, before me, the undersigned authority, and she acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 6<sup>th</sup> day of November, 1973.

James Handrup  
Notary Public  
State of FLORIDA

My Commission Expires: 6-25-76



RETURN TO:

This instrument prepared by:  
 CHARON A. WEDER, ESQ.  
 BECKER & FOLMANN, P.A.  
 REFLECTIONS BUILDING  
 450 AUSTRALIAN AVENUE SOUTH, SUITE 720  
 WEST PALM BEACH, FLORIDA 33401

FILED  
 APR 15 PM 12:05  
 SECRETARY OF STATE  
 PALM BEACH, FLORIDA

CERTIFICATE OF AMENDMENT TO THE  
 ARTICLES OF INCORPORATION OF  
 PALM GREENS AT VILLA DEL RAY MASTER  
 CONDOMINIUM ASSOCIATION, INC.

The undersigned officers of Palm Greens at Villa Del Ray Master Condominium Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article IX thereof, by the subassociation representatives and Board of Directors at a duly called and noticed meeting of the members held November 30, 1988.

(additions indicated by underlining;  
 deletions indicated by "----")

AMENDMENTS TO THE ARTICLES OF INCORPORATION OF  
 PALM GREENS AT VILLA DEL RAY  
 MASTER CONDOMINIUM ASSOCIATION, INC.

ARTICLE III

Powers

(3.2) The Association will have all the powers set forth in the Condominium Act, ~~except as limited by these~~ Articles, the Declaration of Condominium for the condominiums operated by the Sub-Associations, the Articles of Incorporation, of the Sub-Associations, and the By-Laws of the Sub-Associations; and it will have all the powers and duties reasonably necessary to administer the areas and coordinate the operation of all Condominium Association members. ...

ARTICLE IV

Members

(4.1) The members of the Association will consist of ~~all of~~ the two (2) Sub-Associations organized under the laws of the State of Florida, being the entities responsible for the operation of the condominiums developed in Palm Greens at Villa Del Ray in Palm Beach County, Florida, ~~as determined by the~~ Properties of Delray Limited, a Florida Limited Partnership

(4.2) Each Sub-Association shall be entitled to three representatives who shall be the voting members of the Master Association whenever a vote of the members is necessary, and shall serve until their successors are elected or appointed in accordance with the By-Laws.

(4.3) Each Sub-Association representative shall have one vote.



## ARTICLE V

## Directors

(5.1) The affairs of the Association will be managed by a board consisting of the number of Directors determined by the By-Laws of the Association, but not less than three directors, and ~~in the absence of such determination will consist of three directors. Directors need not be members of the Association.~~

## ARTICLE VII

## Indemnification

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceedings or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer at the time such expenses are incurred, except when the director(s) or officer(s) is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided that in the event of a settlement the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE IX

## Amendments

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

(9.1) Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

(9.2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the ~~members of the Association~~ Sub-Association Representatives. Directors and ~~members representatives~~ not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary prior to the meeting. Except as elsewhere provided, ~~(a) such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the entire membership of the Association all of the representatives of the Sub-Associations. or~~

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

WITNESS my signature hereto this 25 day of March, 1991, at Delray Beach, Palm Beach County, Florida.

PALM GREENS AT VILLA DEL RAY  
MASTER CONDOMINIUM  
ASSOCIATION, INC.)

By: [Signature]  
President

Attest: [Signature]  
Secretary

[Signature]  
Witness  
[Signature]  
Witness



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

I HEREBY CERTIFY that on this day before me personally appeared Robert R. [unclear] and Adolph S. [unclear], the President and Secretary, respectively, of the foregoing corporation, known to me personally to be such, and they severally acknowledged to me that the said certificate is the free and voluntary act and deed of them, and each of them, each for himself and not for the other, and that the facts therein stated are truly set forth.

Dated at Delray Beach, Palm Beach County, Florida, this 25<sup>th</sup>  
day of March, 1991.

Nancy L. Stewart  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. APR 19, 1993  
BONDED THRU GENERAL INS. UND.



SHARON A. WELCH, ESQ.  
DECKER & POLK, P.A.  
REFLECTIONS BUILDING

450 AUSTRALIAN AVENUE SUITE 720  
WEST PALM BEACH, FLORIDA 33401

CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
PALM GREENS AT VILLA DEL RAY MASTER  
CONDOMINIUM ASSOCIATION, INC.

The undersigned officers of Palm Greens at Villa Del Ray Master Condominium Association, Inc. do hereby certify that the following amendment to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article IX thereof, by the subassociation representatives and Board of Directors at a duly called and noticed meeting held February 4, 1991.

(additions indicated by underlining;  
deletions indicated by "----")

AMENDMENT TO ARTICLE I OF THE  
ARTICLES OF INCORPORATION  
OF  
PALM GREENS AT VILLA DEL RAY  
MASTER CONDOMINIUM ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation will be ~~PALM-GREENS-at-VILLA-del-RAY-MASTER-CONDOMINIUM-ASSOCIATION, INC.~~ PALM GREENS AT VILLA DEL RAY RECREATION CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

WITNESS my signature hereto this 26 day of March, 1991, at Delray Beach, Palm Beach County, Florida.

PALM GREENS AT VILLA DEL RAY  
MASTER CONDOMINIUM  
ASSOCIATION, INC.

By: Robert G. Gorman  
President

Attest: Alexander G. Gaddis  
Secretary

Witness

Witness

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS:

I HEREBY CERTIFY that on this day before me personally appeared Robert G. Gorman and Alexander G. Gaddis, the President and Secretary, respectively, of the foregoing corporation, known to me personally to be such, and they severally acknowledged to me that the said certificate is the free and voluntary act and deed of them, and each of them, each for himself and not for the other, and that the facts therein stated are truly set forth.

Dated at Delray Beach, Palm Beach County, Florida, this 26<sup>th</sup> day of March, 1991.

Nancy L. Stewart  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. APR 19, 1993  
BONDED THRU GENERAL INS. UND.