

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE AVIARY HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on May 19, 1989, as shown by the records of this office.

The document number of this corporation is N32410.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
30th day of May, 1989.



Jim Smith

Jim Smith
Secretary of State

CR2EO22 (6-88)

ARTICLES OF INCORPORATION
OF
THE AVIARY HOMEOWNERS' ASSOCIATION, INC.

A Florida Corporation Not for Profit

Exhibit "B" to Declaration of
Covenants, Conditions and Restrictions
for The Aviary

River Bridge and Olive Tree Corporations disclaim any
and all liability which may be incurred by the user of
this document in connection with its use.

FILED
1999 MAY 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

The Aviary Homeowners' Association, Inc.
A Florida Corporation Not For Profit

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
The Aviary Homeowners' Association, Inc.

WE, the undersigned, being of full age and competent to contract in the State of Florida do, in accordance with the provisions of Chapter 617, Florida Statutes, hereby voluntarily associate ourselves to make, subscribe, acknowledge and file in the office of the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be The Aviary Homeowners' Association, Inc., hereinafter referred to as the "Association" and its duration shall be perpetual. The principal office of the Association shall initially be located at:

8177 W. Glades Road
Boca Raton, Florida 33434

or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a corporation not for profit 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, Conditions and Restrictions for The Aviary (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.

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 corporation not for profit including, but not limited to, those powers set forth and described in Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, those powers conferred on the Association by the Declaration, these Articles, and the Bylaws of the Association, all as may be amended from time to time.

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 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;
- 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 and the improvements located thereon;
- E. To make and amend the Bylaws and Rules and Regulations of the Association respecting the use of the Property;
- F. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the Rules and Regulations of the Association;
- G. To provide for management and maintenance, and, in its discretion, to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, enforcement schedules and maintenance of the Common Area. 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 Regulations, and the execution of contracts on behalf of the Association;

H. 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, and convey real and personal property;

I. To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws now exist or as they may hereafter provide.

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.

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 RIGHTS

Membership and voting rights shall be as set forth in the Declaration and Bylaws.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. Until such time as the Declarant relinquishes control of the Association, as described in the Declaration and Bylaws, the Declarant shall have the right to appoint a majority of the members of the Board of Directors. Further, no Director appointed by the Declarant or the Board of Governors of River Bridge Property Owners' Association, Inc. ("Board of Governors") need be a Member; however, all Directors elected by Members other than the Declarant or the Board of Governors must be Members. The initial Board shall consist of five (5) Directors, four (4) of whom shall be appointed by the Declarant, and one (1) of whom shall be appointed by the Board of Governors. Nomination and election of subsequent Directors, as well as composition of the Board of Directors, shall be as provided in the By-laws. The Declarant shall be entitled at any time, and from time to time, to remove or replace any Director originally appointed by the Declarant. The Declarant 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>Addresses</u>
William C. Wait	8177 W. Glades Road Boca Raton, Florida 33434
Michael Lawler	8177 W. Glades Road Boca Raton, Florida 33434
John J. Simons	440 PGA Boulevard Palm Beach Gardens, FL 33410
Kerry E. Sobona	8177 W. Glades Road Boca Raton, Florida 33434
Michael Reuhr	100 E. Sybelia Avenue Suite 165 Maitland, Florida 32751

ARTICLE VI

OFFICERS

The Officers named herein shall serve until replaced by the Declarant or until the first regular meeting of the Board of Directors, whichever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the Board of Directors, or until their successors shall have been appointed and shall qualify. So long as the Declarant retains control of the Association, as defined in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Declarant approves the Officer. Upon the election of an Officer by the Board of Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed Officer or Officers, as the case may be, in writing, to the Declarant. The Declarant shall approve or disapprove said Officer, or Officers, within twenty (20) days after receipt of said name or names. In the event the Declarant fails to act within such time period, such failure shall be deemed approval by the Declarant. The initial Officers shall consist of a President, Vice President, Secretary, and Treasurer. The following persons shall serve as initial Officers of the Association:

<u>NAME</u>	<u>TITLE</u>
William C. Wait	President
Kerry E. Sobona	Vice President
Michael Lawler	Secretary
Michael Lawler	Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and Director of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the incorporators and subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William C. Wait	8177 W. Glades Road Boca Raton, FL 33434

ARTICLE IX

BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. Until such time as the Declarant relinquishes control of the Association, no amendments to the Bylaws shall be effective unless the Declarant has joined in and consented thereto in writing; and, unless and until the Developer has relinquished control of the Master Association, such amendments shall not be effective unless the Developer has joined in and consented thereto in writing.

ARTICLE X

AMENDMENTS

SECTION 1. Alteration, amendment or rescission of these Articles shall be proposed and adopted in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice setting forth a proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, which meeting may not occur less than ten (10) days nor later than thirty (30) days from the giving of notice of the meeting to consider the proposed amendment.

(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the Members.

SECTION 2. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

SECTION 3. If Members entitled to cast 75% of the total votes of the membership sign a written statement manifesting their intentions that an amendment to the Articles be adopted, then the amendment shall thereby be adopted as though the procedure set forth in Section 1 of this Article has been satisfied.

SECTION 4. For so long as the Developer is the Owner of any lot or any property affected by these Articles or amendment hereto, no amendment will be effective without the Developer's express written consent; and so long as the Declarant is the Owner of any lot or any property affected by these Articles or amendment hereto, no amendment will be effective without the Declarant's express written consent.

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in Florida Statute Chapter 617.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be William C. Wait whose street address is 8177 W. Glades Road, Boca Raton, Florida 33434. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the subscriber hereto, has hereunto set his hand and seal at the City of BOCA RATON, PALM BEACH County, State of Florida this 8th day of MAY, 1989.

Signed, sealed and delivered in the presence of:

Michael A. [Signature]

Raymond M. Conti

William C. Wait (SEAL)

William C. Wait

FILED
1989 MAY 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 8th day of MAY, 1989, by

William C. Wait

the incorporator and subscriber named therein.

King E. Solona

Notary Public, State of Florida
at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires November 2, 1990
Bonded thru Huckleberry & Associates

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

Pursuant to Sections 48.091 and 617.023, Florida Statutes (1983). the following is submitted in compliance with said Statutes:

THAT, Aviary Homeowners' Association, Inc, desiring to organize under the laws of the State of Florida, with its principal offices at 8177 W. Glades Road, Boca Raton, Florida, 33434, has named William C. Wait, whose address is 8177 W. Glades Road, Boca Raton, Florida 33434, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Association, at the place designated in this Certificate, William C. Wait hereby accepts the responsibility to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office.

Dated this day of 5/23/89, 1989

By: William C. Wait
Registered Agent - Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

