

ARTICLES OF INCORPORATION OF DELRAY VILLAS
RECREATION ASSOCIATION, INC.

Formerly known as LEISUREVILLE DELRAY RECREATION ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be DELRAY VILLAS RECREATION ASSOCIATION, INC., which is hereinafter referred to as the "Association".

ARTICLE II

Purpose and Powers

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for Delray Villas Recreation Association, and hereinafter referred to as "Declaration," (Formerly known as Villadelray West Planned Unit Development), recorded or to be recorded in the Public Records of Palm Beach County, Florida.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firms, or corporation.

The Association shall have the power:

- A. To contract for the management of the Association and to delegate to the party with whom. such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. To fix, levy, collect and enforce payment by any lawful means all charges, assessments or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the Corporation;
- C. To make, amend and enforce reasonable rules and regulations governing the use of the Recreation Property and the operation of the Association;
- D. To sue or be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable Rules of the Association;

- E. To employ accountants, attorneys, architects and other professional personnel to perform the services required for proper operation of the Property;
- F. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property security for money borrowed or debts incurred if first approved by the Board;
- G. To maintain, repair, replace and provide insurance for the Recreation Property;
- H. To grant, rescind, modify or move easements;
- BI. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Articles and the Declaration of Covenants and Restrictions above identified. The Association shall have all of the powers necessary to implement the purposes of the Association.

ARTICLE III
Members

Section 1. Definitions. The terms "Residential Property", "Recreation Property", and "Unit Owners", ~~and "Developer"~~ as used in the succeeding sections of this Article shall have the meanings ascribed thereto in the ~~Declaration of Covenants and Restrictions for Villadelray West Planned Unit Development referred to in Article III hereof.~~

Section 2. Membership Every person or entity who is a recorded owner of fee or undivided fee interest in any Lot in the Residential Property shall be a member of the Association. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member of the said Association.

Section 3. Voting Rights. All unit owners shall be entitled to one (1) vote for each unit owned.

Section 4. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if ~~one-third (33 1/3%)~~ twenty (20%) percent of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE IV
Board of Directors

Section 1. Management by Directors. The property, business, and affairs of the Association shall be managed by a Board of Directors, as provided in the Bylaws. ~~which shall~~

consist of not less than three persons, but as many persons as the Members of the Association shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors including an annual meeting.

Section 2. Original Board of Directors. (No longer relevant.)

Section 32. Election of Members of Board of Directors. ~~Except for the first Board of Directors, d~~Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and as further provided by the Plat Association documents, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. Only members of the Association, or authorized representatives, officers, or employees of corporate members may be directors.

Section 43. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 54. Vacancies. If a director elected by the general membership of an individual Homeowner's Association shall, for any reason cease to be a director, the Board of Directors of the applicable Homeowners such Association shall appoint a successor to fill the vacancy for the balance of the unexpired term.

Section 65. Indemnification. Every director, and officer and committee member of the Association shall be indemnified by the Association against all expenses and responsibilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding 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 or committee member at the time said expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, or officer or committee member may be entitled. However, no such indemnification will be provided where any such officer, director or committee member has been determined or adjudicated to be guilty of gross negligence or willful misfeasance or malfeasance in the performance of his or her duties.

ARTICLE V Officers

Section 1. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with the applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of officers. All officers shall be directors. If the office of President shall become vacant for any reason, or if the President shall

be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any officer other than that of the President shall become vacant for any reason the Board of Directors may elect or appoint an individual to fill such vacancy.

~~Section 3. First Officers. (No longer relevant.)~~

ARTICLE VI
By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended with the approval of a majority of the Board of Directors and not less than a majority ~~seventy (70%) percent~~ of the votes cast in person or by proxy at a regular or special meeting ~~of the members~~ where previous notice of the consideration of the special amendment(s) has been given to the membership. Approval of the Board will no longer be required in the event that the proposal of an amendment is contained in a petition containing the signatures of not less than twenty (20%) percent of the existing membership. Any action that may be taken at a meeting of the Members, may be taken without a meeting if written consent setting forth the action so taken is signed by Members entitled to cast a majority of the votes entitled to be cast with respect to the subject matter thereof. Voting by written consent shall be pursuant to Section 617.0701, Fla. Stat., as same may be amended from time to time.

ARTICLE VIII
Subscribers

The name of the Subscribers to these Articles of Incorporation are:

RUSSELL CAMPANELLI	2717 NE 29 th Court Fort Lauderdale, Florida
CONSTANTINO CICIONE	3061 NE 24 th Avenue Ft. Lauderdale, Florida
FRANK CICIONE	3633 NE 24 th Avenue Ft. Lauderdale, Florida

ARTICLE X
Principal Office

The principal office of the Association has been designated by the Board of Directors as 13773 Circular Drive, Delray Beach, Florida. The registered agent shall be Associated Corporate Services LLC, 6111 Broken Sound Pkwy, NW, Suite 200, Boca Raton, FL 33487, which may be changed from time to time by the Board of Directors. HENRY HANDLER, a resident of the State of Florida whose address is 1499 W Palmetto Park Road, Boca Raton FL 33485

UPDATED MAY 1, 1989