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CERTIFICATE OF AUTHENTICITY
of the
Articles of Incorporation
of
Islesworth at Martin Downs Homeowners Association, Inc.

The undersigned, the President and Secretary of Islesworth at Martin Downs Homeowners Association, Inc., do hereby certify that to the best of their knowledge and belief, the attached documents are true and accurate copies of the Articles of Incorporation as originally adopted by the Board of Directors of Islesworth at Martin Downs Homeowners Association, Inc., filed with the Secretary of the State of Florida on April 6, 1995.

IN WITNESS WHEREOF, the undersigned have caused these presents to be signed in its name by its President, Secretary and its corporate seal affixed this 16 day of ~~May~~ ^{June}, 1999.

WITNESSES:

Grant Delaney
Witness signature

Grant Delaney
Printed Name of Witness

Beth Meister
Witness signature

Beth Meister
Printed Name of Witness

David C. Boggs
Witness signature

DAVID C. BOGGS
Printed Name of Witness

Grant Delaney
Witness signature

Grant Delaney
Printed Name of Witness

RECORD & RETURN TO:
Cornett, Googe, Ross & Earle, P.A.
P.O. Box 66
Stuart, FL 34995

ISLESWORTH AT MARTIN DOWNS HOMEOWNERS
ASSOCIATION, INC.

By: *[Signature]*
Its President

By: *Theresa Down*
Its Secretary

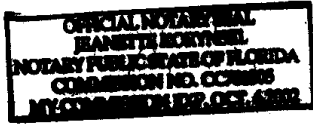
**CORPORATE
SEAL** (emboss here)



OR BK1 4 0 1 PGO 8 0 5

STATE OF Florida
COUNTY OF Palm Beach

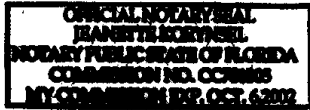
The foregoing instrument was acknowledged before me this 16 day of ~~May~~ ^{June}, 1999, by Dennis Rohan as president of Islesworth at Martin Downs Homeowners Association, Inc., who is personally known to me [] or [] who has produced identification [Type of Identification: Driver's License].



Jeanette Korynzel
Signature
JEANETTE KORYNSEL
Printed Name
Commission Stamp/Seal:

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 16 day of ~~May~~ ^{June}, 1999, by Theresa Dormi as secretary of Islesworth at Martin Downs Homeowners Association, Inc., who is personally known to me [] or [] who has produced identification [Type of Identification: _____].



Jeanette Korynzel
Signature
JEANETTE KORYNSEL
Printed Name
Commission Stamp/Seal:

FILED
95 APR -6 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ISLESWORTH AT MARTIN DOWNS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Islesworth at Martin Downs Homeowners Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida statutes (hereinafter referred to as the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 555 Winderley Place, Suite 420, Maitland, Florida 32751, which shall be the initial registered office of the Association.

ARTICLE III
REGISTERED AGENT

Helmut Mohle, whose address is 555 Winderley Place, Suite 420, Maitland, Florida 32751, is hereby appointed the initial registered agent of the Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide the architectural control of the residence lots and common area within that certain tract of property described on Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in a Declaration of Covenants, Conditions and Restrictions of Islesworth, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court, Martin County, Florida and as the same may be amended from time to time as therein provided;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) To borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer unless otherwise set forth in the Declaration;

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) To annex additional property and common areas in the manner set forth in the Declaration;

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(i) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

(j) To operate maintain and manage the surface water or stormwater management system in a manner consistent with the South Florida Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in the Declaration. The foregoing shall not to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners, with the exception of the Declarant, of any plot of land shown upon any recorded plat of the Property ("Lot" or "Lots"). Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of either of the following events:

- (a) the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) six (6) years from the date of the original recording of the Declaration in the public records of Martin County, Florida; or
- (c) At the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The Board of Directors shall be elected at the First meeting of the Association in the manner described in the Bylaws.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40E-4.381, Florida Administrative Code, and be approved by the South Florida Water Management District prior to such termination, dissolution, or liquidation

ARTICLE IX
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE X
AMENDMENTS

The Association shall have the right to amend these Articles at any time upon the affirmative vote of two thirds (2/3) of the voting interests of the Association as described in Article VI hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XI
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XII
FHAVA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; merger, consolidation and/or dissolution of this corporation; mortgaging of common areas; dedication and conveyance of common areas; and amendment of these Articles of Incorporation or the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 21 day of March, 1995.



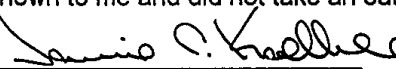
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of March, 1995, by Helmut Moll. He is personally known to me and did not take an oath.



OFFICIAL SEAL
JANICE C. KOELSLE
My Commission Expires
July 16, 1996
Comm. No. CC 252313



Signature of Notary Public
Janice C. Koelsle

Print name of Notary Public
Notary Public State of Florida
My Commission Expires: 7-16-96

EXHIBIT "A"

A parcel of land lying in Section 13, Township 38 South, Range 40 East, Martin County, Florida; said parcel being all of Tracts 33, 47 and 48, together with a portion of Tract 46, Plat of Palm City Farms as recorded in Plat Book 6, Page 42, of the Public Records of Palm Beach (now Martin) County, Florida, said portion being more particularly described as follows:

Beginning at the Northwest corner of said Tract 47, proceed South $00^{\circ}48'03''$ West, along the West line of said Tract 47, a distance of 505.71 feet; thence North $89^{\circ}12'48''$ West, a distance of 33.00 feet; thence North $00^{\circ}47'12''$ East, a distance of 505.51 feet to a point on the Northerly line of said Tract 46, thence South $89^{\circ}33'08''$ East, along the Northerly line of said Tract 46, a distance of 33.93 feet to the point of beginning.

Less and excepting therefrom the West 30 feet of the East 45 feet of said Tracts 33 and 48.

Less and excepting therefrom the rights-of-way for Sunset Trail and S.W. Berry Avenue, being the Northerly 15 feet of Tracts 33 and the Easterly 15 feet of Tracts 33 and 48, respectively as shown on said Plat of Palm City Farms as a right-of-way.

Said Tracts 47 and 48 include that certain portion of the abandoned platted rights-of-way, being the Southerly 15 feet of said Tracts as abandoned per Martin County Resolution 87-12.27.

TOGETHER WITH:

A parcel of land lying in Section 13, Township 38 South, Range 40 East, Martin County, Florida; said parcel being all of Tracts 50 and 63, Plat of Palm City Farms, as recorded in Plat Book 6, Page 42, of the Public Records of Palm Beach (now Martin) County, Florida.

Less and excepting therefrom the South 50.00 feet of said Tract 63.

—LAST PAGE—

RECORD & RETURN TO:
Cornett, Googe, Ross & Earle, P.A.
P.O. Box 66
Stuart, FL 34995

OR BK | 40 | PGO 8 | 4