

STATE OF FLORIDA

I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION  
OF  
PHEASANT-WALK HOMEOWNER'S ASSOCIATION, INC.

filed in this office on the 26th day of February, 1976 .  
Charter Number: 735066

GIVEN under my hand and the Great  
Seal of the State of Florida, at  
Tallahassee, the Capital, this the

27th day of February, 1976

SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC.

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 and Definitions

The name of the corporation shall be Pheasant Walk Homeowner's Association, Inc. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE 2  
Purposes

The Association is organized for the following purposes:

- 2.1 To provide for the Maintenance and care of any common areas and to provide for such other services as may be required, or desired by the Association and which are within the purposes and powers of the Association.
- 2.2 To enforce through appropriate legal means any covenants and restrictions pertaining to the area known as Pheasant Walk, being more particularly those lands located within the Pheasant Walk Subdivision according to the plat thereof and the improvements thereon.
- 2.3 To present a unified effort in protecting the value of the property of the Association's members.

2.4 To engage in such other activities as may be to the mutual benefit of the owners of property in Pheasant Walk Subdivision.

### ARTICLE 3

#### Powers

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

3.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties expressly conferred upon it as set forth in the covenants and restrictions that may from time to time be filed with respect to the Pheasant Walk Subdivision and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the covenants and restrictions that may from time to time be filed with respect to the Pheasant Walk Subdivision and all of the powers and duties reasonably-necessary to fulfill the obligations and perform the services as set forth in the covenants and restrictions herein mentioned, including, but not limited to the following:

(a) To make and collect membership assessments or membership fees against members and to use the proceeds for the maintenance, construction, reconstruction and repair of any common areas and facilities, such other areas as maybe provided within the covenants and restrictions and for the Association's expenses for the installation and maintenance of street lighting equipment and the periodic cost of electricity consumed in the operation thereof.

(b) To fix, levy, collect and enforce payment by all lawful means, all charges or assessments to pay all expenses in connection therewith and 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 Association or its property.

(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 Association property 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.

(f) To perform such other activities of the Association, which in the opinion of the Board of Directors thereof, shall be reasonably appropriate to its accomplishment of the purposes for which it is organized and the performance of its duties and obligations.

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

(h) To enforce by legal means the provisions of the covenants and restrictions with respect to all lands in the Pheasant Walk Subdivision, these Articles, the Bylaws of the Association and any regulations adopted by the Association.

(i) To employ personnel to perform the services required for the proper operation of the Association.

(j) To make and amend reasonable regulations respecting the use and appearance of the property in Pheasant Walk Subdivision; provided, however, that all such regulations and their amendments shall be approved by not less than three-fourths (3/4) of the votes of the entire membership of the Association before they shall become effective.

3.3 The Association shall make no distribution of income to its members, directors or officers.

3.4 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

3.5 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Bylaws.

3.6 The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall be construed as purposes- as well as powers, notwithstanding the expressed enumeration of purposes elsewhere in these Articles.

#### ARTICLE 4

##### Members

4.1 The members of the Association shall consist of the record owners of lots, developed or undeveloped, within Pheasant Walk Subdivision, such lots being those delineated in the plat thereof. Said membership shall be appurtenant to, and may not be separated from, ownership of any lot except as may be provided herein. When more than one person is a record owner of any lot, all such persons shall be members of this Association. There shall be, however, only one vote allocated per lot and this vote shall be exercised as the record owners among themselves determine. This determination shall be evidenced by a certificate signed by all the record owners of said lot, designating which of their number shall be entitled to cast the vote for that lot. In the event such a certificate is not on file with the Pheasant Walk Homeowner's Association, Inc., no vote for said lot shall be cast. The membership in the Association shall also include such other persons hereinafter declared by the Developer to be members of said Association and said members hereinafter so declared shall be subject to the same rights and obligations as herein set forth. The memberships which may hereinafter be declared are contemplated to include purchasers of lots in the Pheasant Walk Subdivision being developed by the Developer. The owner of a parcel or tract within the Pheasant Walk Subdivision shall be deemed to own that number of memberships which is equal to the number of lots owned by that person.

4.2 Change of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a lot within the Pheasant Walk Subdivision and shall be evidenced by delivery to the Association of a certified copy of such instrument. The membership of the prior owner shall be terminated as of the date of execution of such deed or other instrument.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner 'except upon transfer of his unit.

4.4 The Association shall have two classes of voting membership as follows:

(a) Class A. Class A members shall consist of all the members declared to be members, as herein above provided, excepting the Developer.

\*\*\*\*\*

**NOTE: PAGE 6 OF ORIGINAL DOCUMENT MISSING. TEST FOLLOWS ON PAGE 7 OF ORIGINAL**

\*\*\*\*\*

5.3 The provisions of the Bylaws notwithstanding, so long as there shall be a Class B member, said member shall have exclusive power to select the directors, which directors shall exercise all the powers of the Pheasant Walk Homeowner's Association, Inc.

The Class B Membership shall have the right to terminate its control of the Association at any time. The directors herein named shall serve until termination or resignation of, or replacement by, the Class B membership. Any vacancies remaining unfilled for a period of thirty (30) days after notice to the Class B membership shall be selected by the remaining directors.

5.4 The names and addresses of the members of the First Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows;

<u>Names</u>	<u>Addresses</u>
Jack C. Gregory	5131 Northeast 30th Avenue Lighthouse Point, Florida 33064
Erminio P. Giuliano	1551 Southwest 7th Terrace Boca Raton, Florida 33432
Arthur V. Strock	6 Northeast 11th Way Deerfield Beach, Florida 33441

ARTICLE 6  
Officers

The affairs of the Association shall be administered by officers, elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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 by the Board of Directors are as follows:

President: Erminio P. Giuliano  
1551 Southwest 7th Terrace  
Boca Raton, Florida 33432

Vice-President: Jack C. Gregory  
5131 Northeast, 30th Avenue  
Lighthouse Point, Florida 33064

Secretary-  
Treasurer: Arthur V. Strock  
6 Northeast 11th Way  
Deerfield Beach, Florida 33441

ARTICLE 7  
Indemnification

Every director and every officer of the Association shall 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 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, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director 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 herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8  
Bylaws

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

ARTICLE 9  
Amendments

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

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

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

(a) Such approvals must be by not less than three-fourths (3/4) of the entire membership of the Board of Directors and by not less than three-fifths (3/5) of the votes of the entire membership of the Association; or

(b) By not less than four-fifths (4/5) of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights or property rights of members, without the approval in writing by all members and the joinder of all record owners of mortgages upon lots or the improvements thereon located within Pheasant Walk Subdivision.

9.4 Nothing in this Article shall supersede the authority contained in Paragraph 5.3.

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

#### ARTICLE 10

##### Term

The existence of the corporation shall be perpetual unless it is dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of members to insure that adequate provision has been made for the continued maintenance or satisfactory disposition of the assets of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated, granted, conveyed or assigned to an appropriate public agency to be used for purposes similar to those for which this Association was created or to a non-profit corporation, association, trust or other organization to be devoted to similar purposes.

#### ARTICLE II

##### Subscriber's

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

Jack C. Gregory  
5131 Northeast 30th Avenue  
Lighthouse Point, Florida 33064

Erminio P. Giuliano  
1551 Southwest 7th Terrace  
Soca Raton, Florida 33432

Arthur V. Strock  
6 Northeast 11th Way  
Daerfield Beach, Florida 33441

#### ARTICLE 12

##### Registered Agent

The initial registered agent for the corporation is Arthur V. Strock, and the street address of the initial registered office is 829 Southeast 9th Street, Deerfield Beach, Florida 33441.

IN WITNESS WHEREOF the subscribers have affixed their signatures this \_\_\_\_ day of \_\_\_\_\_, 1976.

\_\_\_\_\_  
JACK C. GREGORY

\_\_\_\_\_  
ERMINIO P. GIULIANO

\_\_\_\_\_  
ARTHUR V. STROCK

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JACK C. GREGORY, ERMINIO P. GIULIANO, and ARTHUR V. STROCK, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Deerfield Beach, Florida, this \_\_\_\_ day of \_\_\_\_\_, 1976.

Notary Public  
My commission expires;