

**This document is not an official version of the Articles of Incorporation of Poinciana Place Town Homes, Inc. This document is a consolidated version of the Articles of Incorporation of Poinciana Place Town Homes, Inc. that incorporates all approved amendments as of March 23, 2020. Please refer to the original recorded copies of the Association's governing documents and all subsequent approved amendments to review the original language and how such language may have been amended.**

ARTICLES OF INCORPORATION

OF

POINCIANA PLACE TOWN HOMES, INC.  
(A Corporation Not For Profit)

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is POINCIANA PLACE TOWN HOMES, INC., hereinafter called the "Association."

ARTICLE II

The street address of the Registered Office of the Association shall be maintained in the Association's corporate records with the Florida Department of State, Division of Corporations.

ARTICLE III

All definitions in the Declaration of Restrictions to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Units and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the "Declaration of Restrictions" to which these Articles of Incorporation are attached as Exhibit "B", as recorded in the Public Records of Palm Beach County, Florida, (hereinafter referred to as the "Declaration"), and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; 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 property of the Association;

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

(d) Borrow money, and with the assent of a majority of the members at a duly called meeting of the Association, 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) Dedicate, sell or transfer all or any part of the Common Area 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 without obtaining consent of a majority of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Unit;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of the members at a duly called meeting of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners including garbage pick-up and other utilities and master antenna or cable television and/or radio system.

## ARTICLE VI

### MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separate from ownership of any Unit.

## ARTICLE VII

### VOTING RIGHTS

All of the Owners who own fee-simple title to any Unit in the Association's community shall be Members of the Association and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of that number of directors who shall be elected as provided in the By-Laws of Poinciana Place Town Homes, Inc. Directors shall be Members of the Association. If a Unit is owned by more than one (1) individual, only one (1) such Owner may serve on the Board at any given time. If a Unit is owned by a business or other legal entity, only one (1) principal of such business or other legal entity may serve on the Board at any given time.

## ARTICLE IX

### DISSOLUTION

In the event of the 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.

## ARTICLE X

### DURATION

The corporation shall exist perpetually.

## ARTICLE XI

### AMENDMENTS

Amendment of these Articles shall require the approval of a majority of the total voting interests.

## ARTICLE XII

(This Article XII has been deleted in its entirety)

### ARTICLE XIII

#### OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

### ARTICLE XIV

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded as provided in the By-Laws.

### ARTICLE XV

#### INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

### ARTICLE XVI

#### TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.