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SECRETARY OF STATE  
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ARTICLES OF INCORPORATION  
OF  
CASA RIO HOMEOWNERS' SUB-ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, who is a resident of the State of Florida and who is of full age, has this day voluntarily associated himself for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I  
NAME OF CORPORATION

Section 1.01. The name of the corporation is:

CASA RIO HOMEOWNERS' SUB-ASSOCIATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

Section 2.01. The principal office of Casa Rio Homeowners' Sub-Association is:

4152 W. Blue Heron Blvd., Suite 116  
Riviera Beach, Florida 33404.

ARTICLE III  
REGISTERED AGENT

Section 3.01. GERHARD H. SCHICKEDANZ, whose address is 4152 W. Blue Heron Blvd., Suite 116, Riviera Beach, Florida 33404, is hereby appointed the initial Registered Agent of Casa Rio Homeowners' Sub-Association, Inc.

ARTICLE IV  
SUBORDINATE TO WOODBINE MASTER ASSOCIATION, INC.

Section 4.01. The Casa Rio Homeowners' Sub-Association is subordinate to the authorities of the Woodbine Master Association, Inc., a Florida non-profit corporation, pursuant to the authorities granted to the Woodbine Master Association, Inc., in its Declaration, Articles of Incorporation and Bylaws, as amended from time to time, and as set forth in the Subordinated Declaration of Covenants, Conditions and Restrictions of Woodbine Parcel "C".

**ARTICLE V**  
**PURPOSE AND POWERS OF THE SUB-ASSOCIATION**

**Section 5.01. Purposes.** The Casa Rio Homeowners' Sub-Association, Inc. does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots, Units and Common Area of Woodbine Parcel "C" within that certain tract of property described in the Plat of WOODBINE PARCEL "C", to wit; Woodbine Parcel "C" as recorded in Plat Book 72, Pages 106 through 110 inclusive, Palm Beach County, Florida, Public Records, and any replat of Parcel "C" or any portion thereof, and to promote the health, safety and welfare of the residents within the above-described property as may hereafter be brought within the jurisdiction of Casa Rio Homeowners' Sub-Association, Inc. for this purpose.

**Section 5.02. Powers.** Casa Rio Homeowners' Sub-Association, Inc. shall have the following powers which shall be governed by the following provisions:

A. Casa Rio Homeowners' Sub-Association, Inc. shall have all of the common law and statutory powers of a non-profit corporation, which are not in conflict with the terms of these Articles, the Subordinated Declaration or the Bylaws.

B. Casa Rio Homeowners' Sub-Association, Inc. shall have all of the powers and duties set forth in the Subordinated Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer Woodbine Parcel "C" pursuant to the Subordinated Declaration, including but not limited to the following:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of Casa Rio Homeowners' Sub-Association as set forth in that certain Declaration of Restrictive Covenants, Conditions and Restrictions of WOODBINE, hereinafter called the Master Declaration, applicable to the property and recorded in Official Records Book 8271, Page 9, Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, and as set forth in that certain Subordinated Declaration of Covenants, Conditions and Restrictions of Woodbine Parcel "C", hereinafter called the Subordinated Declaration, applicable to the property and recorded or to be 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 Subordinated Declaration being incorporated herein as if set forth at length;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Subordinated Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of Casa Rio Homeowners' Sub-Association, Inc. including all licenses, taxes or governmental charges levied or imposed against the property of Casa Rio Homeowners' Sub-Association, Inc.;

3. Collect from members assessments which are made and levied by the WOODBINE MASTER ASSOCIATION, INC.;

4. Collect bulk cable television payments for the benefit of cable television providers.

5. 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 Casa Rio Homeowners' Sub-Association, Inc.;

6. Borrow money, and with the assent of two-thirds (2/3) of the 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;

7. Dedicate, grant easements, sell or transfer all or any part of the Common Areas of Woodbine Parcel "C" 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 the members, agreeing to such dedication, sale or transfer;

8. 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 two-thirds (2/3) of the members;

9. To use the proceeds of assessments in the exercise of its powers and duties;

10. To maintain, repair, replace, manage and operate Woodbine Parcel "C" and to maintain those yard areas of Owners as described in the Subordinated Declaration;

11. To purchase insurance upon the property of Woodbine Parcel "C" and insurance for the protection of Casa Rio Homeowners' Sub-Association and its Members as Owners;

12. To make and amend reasonable rules and regulations respecting the use of the properties at Woodbine Parcel "C"; provided however, that after the Turnover Date, all such rules and regulations and amendments thereto shall be approved by not less than sixty-five (65%) percent of the votes of the entire membership of Casa Rio Homeowners' Sub-Association before the same shall become effective;

13. To enforce by legal means the provisions of the Subordinated Declaration, these Articles of Incorporation, the Bylaws, and the rules and regulations, if any, for use of the properties at Woodbine Parcel "C";

14. To contract for the management of the properties at Woodbine Parcel "C" and to delegate to such contractor all powers and duties of Casa Rio Homeowners' Sub-Association, Inc. except such as are specifically required by the Declaration to have the approval of Directors or the membership;

15. To employ personnel to perform the services required for proper operation of the Casa Rio Homeowners' Sub-Association, Inc.;

16. To acquire or enter into (prior or subsequent to the recording of the Subordinated Declaration) agreements whereby it acquires leaseholds, memberships or other possessory or use interest in real and personal property, including, but not limited to, recreational facilities, whether or not contiguous to the lands of Woodbine Parcel "C" intended to provide for the enjoyment, recreation or other use or benefit of its Members, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof;

17. To purchase Parcels in Woodbine Parcel "C" and to acquire and hold, mortgage and convey the same, subject however, to the provisions of the Subordinated Declaration and Bylaws relative thereto;

18. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

**Section 5.03. Assets Held in Trust.** All funds and properties acquired by Casa Rio Homeowners' Sub-Association, Inc. and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Subordinated Declaration, these Articles of Incorporation and the Bylaws of Casa Rio Homeowners' Sub-Association.

**Section 5.04. Limitation on Exercise of Powers.** The powers of Casa Rio Homeowners' Sub-Association, Inc. shall be subject to and shall be exercised in accordance with the provisions of the Subordinated Declaration and the Bylaws of Casa Rio Homeowners' Sub-Association.

## ARTICLE VI MEMBERSHIP

**Section 6.01.** Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject to assessment by Casa Rio Homeowners' Sub-Association, Inc. including contract sellers, shall be a member of Casa Rio Homeowners' Sub-Association, Inc. The foregoing is not intended 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 or Unit which is subject to assessment by Casa Rio Homeowners' Sub-Association, Inc.

## ARTICLE VII VOTING RIGHTS

**Section 7.01.** Casa Rio Homeowners' Sub-Association, Inc. shall have one (1) class of voting membership who shall be all persons or entities holding fee simple title to any Lot or Unit in Woodbine Parcel "C" and who shall be entitled to one (1) vote

for each Lot or Unit owned by the Member, as to matters on which the membership is entitled to vote, which vote may be exercised or cast by the Member in such manner as may be provided in the Bylaws of Casa Rio Homeowners' Sub-Association, Inc. When more than one (1) person holds the ownership interest required for membership, all such persons shall be Members and each vote shall be exercised as they, among themselves, determine; provided however, that in no event shall more than one (1) vote be cast with respect to each Lot or Unit. With respect to each Lot or Unit owned by other than a natural person or persons, the Member shall file with the Secretary of Casa Rio Homeowners' Sub-Association, Inc. a notice, designating the name of an individual who shall be authorized to cast the vote of the Member. In the absence of such designation, the Owner shall not be entitled to vote on any matters coming before the membership. The DECLARANT is exempt from this notice requirement. The manner of exercising voting rights shall be determined by the Bylaws of Casa Rio Homeowners' Sub-Association, Inc.

## ARTICLE VIII BOARD OF DIRECTORS

**Section 8.01. Board of Directors.** The affairs of Casa Rio Homeowners' Sub-Association shall be managed by a Board of three (3) Directors, who need not be members of Casa Rio Homeowners' Sub-Association.

**Section 8.02. Election of Directors.** The Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws of Casa Rio Homeowners' Sub-Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of Casa Rio Homeowners' Sub-Association.

**Section 8.03. First Election of Directors.** The first annual election of Directors by the membership shall not be held until DECLARANT has closed the sale of all Lots or Units within Woodbine Parcel "C", or until DECLARANT elects to terminate its control of Casa Rio Homeowners' Sub-Association, whichever occurs first. The Directors named in these Articles shall serve until such election and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The transfer of control of Casa Rio Homeowners' Sub-Association by the DECLARANT to the members shall be as provided in the Declaration. At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year each.

**Section 8.04. Initial Board of Directors.** The names and residence addresses of the members of the Initial Board of Directors who shall hold office at the pleasure of the DECLARANT are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DEBORAH BATES	4152 W. Blue Heron Blvd., Suite 116 Riviera Beach, Florida 33404
DAVID PALEY	6963 Bitterbush Place Boynton Beach, Florida 33437

<u>NAME</u>	<u>ADDRESS</u>
ROBERT HARRIS	1312 13th Terrace Palm Beach Gardens, Florida 33418

**Section 8.05. Term of Succeeding Directors.** Succeeding Directors serving on the Board of Directors shall hold office until qualified successors have taken office or been appointed by DECLARANT.

### ARTICLE IX OFFICERS

**Section 9.01.** The affairs of the Casa Rio Homeowners' Sub-Association, Inc. shall be determined by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first Board of Directors' meeting held after January 1st of each year and shall serve at the pleasure of the Board of Directors. The names and addressed of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	DEBORAH BATES
Vice President and Treasurer	ROBERT HARRIS
Secretary	DAVID PALEY
Assistant Secretary	MARSHA GREGORY

**Section 9.02. Election and Appointment of Officers.** The officers of the Sub-Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the Board of Directors' election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be Directors; other officers may or may not be Directors of the Master Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

### ARTICLE X DISSOLUTION

**Section 10.01.** Casa Rio Homeowners' Sub-Association, Inc. may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of Casa Rio Homeowners' Sub-Association, Inc. other than incident to a merger or consolidation, the assets of Casa Rio Homeowners' Sub-

Association, Inc. shall be dedicated to an appropriate public agency to be used for purposes similar to those for which Casa Rio Homeowners' Sub-Association, Inc. 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 purpose. The provisions of this Article X shall be subject to any court supervised dissolution pursuant to Chapter 617, Florida Statutes.

## ARTICLE XI INDEMNIFICATION

**Section 11.01. Indemnification.** Every Director and every officer of Casa Rio Homeowners' Sub-Association, Inc. shall be indemnified by the Sub-Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon the Director or officer in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of being or having been a Director or officer of the Sub-Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification 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 XII BYLAWS

**Section 12.01. Bylaws.** The Bylaws of Casa Rio Homeowners' Sub-Association, Inc. shall be adopted by the Initial Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

## ARTICLE XIII DURATION

**Section 13.01.** The corporation shall exist perpetually.

## ARTICLE XIV AMENDMENTS

**Section 14.01. Amendment by Members.** Amendment of these Articles shall require the assent of two-thirds (66%) percent of the membership. Amendments shall be proposed by resolution approved by a majority of the Board of Directors.

**Section 14.02. Amendment by DECLARANT.** The DECLARANT may amend these Articles at any time that it shall be in control of Casa Rio Homeowners' Sub-

Association, Inc. without the consent of the Members. The DECLARANT may amend the Articles even after it is no longer in control of Casa Rio Homeowners' Sub-Association, Inc. without the consent or approval of the Members, to correct any scrivener's error. In that regard, the DECLARANT shall be the sole judge of what constitutes a scrivener's error.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of "The Casa Rio Homeowners' Sub-Association, Inc." has executed these Articles of Incorporation, this day of October, 1994.

INCORPORATOR:

*G. Schickedanz*  
GERHARD H. SCHICKEDANZ

94 OCT 21 PM 2:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by GERHARD H. SCHICKEDANZ, as Incorporator of CASA RIO HOMEOWNERS' SUB-ASSOCIATION, INC., a Florida non-profit corporation, who is personally known to me, this 20 day of October, 1994.

NOTARY PUBLIC:

(Notary Seal)

*Jo Ann Lewis*  
Print Name:  
My Commission Expires:  
My Commission No.:



OFFICIAL SEAL  
JO ANN LEWIS  
My Commission Expires  
Oct. 25, 1996  
Comm. No. CC 238003

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for the Corporation with offices as designated in the foregoing Articles of Incorporation, the undersigned accepts such designation.

REGISTERED AGENT:

*G. Schickedanz*  
GERHARD H. SCHICKEDANZ