

ARTICLES OF INCORPORATION

OF

BEL AIRE HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I

NAME

The name of the corporation shall be BEL AIRE HOMEOWNERS ASSOCIATION, INC. which is hereafter referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Bel Aire recorded or to be recorded in the Public Records of Broward County (the "Declaration"). The terms used in these Articles and the Bylaws shall have the same meanings, if any, assigned to them in the Declaration.

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, firm or corporation.

The Association shall have the following powers:

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. All of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration.

C. All of the powers necessary to implement the purposes of the Association.

D. Any and all powers granted to the Association, and necessary to carry out its duties and obligations under the Declaration and Master Declaration.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A - Class A Members shall be all those Owners as defined in Section 1, with the exception of the Developer. Class A Members shall be entitled to one vote for each Lot in which they hold the interests required for Membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised by one such Member as specified in the Articles of Incorporation of the Association but in no event shall more than one vote be cast with respect to any such Lot.

Class B - The Class B Member shall be the Developer. The Class B Member shall be entitled to one vote for each Lot in which it holds the interest required for membership by Section 1; provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until such time as Developer no longer holds the title to any portion of the Properties (the "turnover date").

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. The presence, either in person or by proxy, of Members in good standing entitled to cast one-third (1/3) of the votes of the Members shall be a quorum for the transaction of business at any meeting of the Members.

Section 4. Voting Member Designation. When a Lot is owned by more than one person or entity or corporation or other business entity, whether fiduciaries, joint tenants, tenants in

common, tenants in partnership, or any other manner of joint or common ownership, said Owners shall designate a Voting Member, as well as an Alternate Voting Member, for the purpose of casting the vote for each Lot so owned. Such designation shall be in writing, signed by all Owners to the Secretary of the Association and shall contain the name and address of the Voting Member and his Alternate. The vote of the designated Member, or the Alternate in the absence of the Voting Member, shall be considered to represent the will of all the owners of that property. Said designation(s) shall remain in effect until changed in writing. In the event no notification of the Voting Member is made, any one of the several Owners of the same Lot in attendance at any meeting may vote, but if more than one such owner is in attendance, no vote may be cast on behalf of said Lot unless all of its Owners in attendance agree on said vote.

Section 5. Voting. Each voting Member may cast his vote in person, or by proxy, in accordance with the Bylaws.

Section 6. Turnover Meeting. Within thirty (30) days of the turnover date, the Board of Directors shall call a special meeting of the Members, in accordance with the Bylaws, for the purpose of electing a new Board of Directors.

#### ARTICLE IV

##### CORPORATE EXISTENCE

The corporation shall have perpetual existence. Provided, however, in the event of dissolution of the Association, for whatever reason, other than merger, consolidation or termination incident to the termination of the Declaration, any Owner may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a Receiver to manage the affairs of the dissolved Association and the Properties.

#### ARTICLE V

##### DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who

shall hold office until qualified successors are duly appointed or elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Gerald L. Diamond	2499 West Glades Road Boca Raton, Florida 33434
John R. Carver	2499 West Glades Road Boca Raton, Florida 33434
Joseph C. Diamond	2499 West Glades Road Boca Raton, Florida 33434

Until the turnover meeting, the Class B membership shall elect the Board of Directors and fill any vacancy arising thereon, and such directors shall serve at the pleasure of the Class B membership.

Section 3. Election of Members of Board of Directors. After the turnover meeting, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association residing in Manchester or shall be authorized representatives, officers or employees of corporate members of the Association provided that such limitations shall not apply to Directors appointed by the Developer.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. 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 any applicable provisions of the Bylaws, 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 Bylaws 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 the officers. The President and Vice President shall be directors; other officers may or may not be directors of the 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 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. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Office</u>
Gerald L. Diamond	President
Joseph C. Diamond	Vice President
John R. Carver	Secretary/Treasurer

#### ARTICLE VII

##### BYLAWS

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

#### ARTICLE VIII

##### AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection.

ARTICLE IX

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 proceeding or any settlement thereof to which he may be a party, or in which he may become involved by reason of being or having been 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 this duty; 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 in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, the rights to which such director or officer may be entitled.

ARTICLE X

REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Gerald L. Diamond, 2499 West Glades Road, Boca Raton, Florida 33434.

ARTICLE XI

INCORPORATOR

Diamond Brothers XI, Inc., a Florida corporation, is the Incorporator to these Articles of Incorporation.

IN WITNESS WHEREOF, the said Incorporator has hereunto set its hand and seal this \_\_\_\_ day of \_\_\_\_\_, 1989.

DIAMOND BROTHERS XI, INC., a  
Florida corporation

By: \_\_\_\_\_  
Gerald L. Diamond, President

STATE OF FLORIDA            )  
                                  )  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1989, by GERALD L. DIAMOND, as President of Diamond Brothers XI, Inc., on behalf of the corporation.

\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

ACCEPTANCE OF RESIDENT AGENT

The undersigned accepts his appointment as the initial registered agent of Bel Aire Homeowners Association, Inc.

\_\_\_\_\_  
GERALD L. DIAMOND



BYLAWS

OF

BEL AIRE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

The term used herein shall have the meaning assigned, if any, in the Articles of Incorporation and the Declaration.

ARTICLE II

LOCATION

Section 1. The principal office of the Association shall be located at 2499 West Glades Road, Boca Raton, Florida 33434, or at such other place as may be established by resolution of the Board of Directors of the Association.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article III, Section 1, of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Lot against which such assessments are made as provided in the Declaration.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Election. The directors of the Association shall be elected at the annual meeting of the Members as specified in the Articles of Incorporation. The election shall be decided by majority vote of Members present in person or by proxy.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the directors elected by the Class B member may be removed only by the Class B Member and except that the directors named in the Articles of Incorporation may not be removed until the expiration of their terms.

Section 3. Meetings. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of Members, provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members upon three (3) days' notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Regular or special meetings of the Board of Directors may be held at any place or places within Palm Beach or Broward County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two members of the Board and may be held at any place or places within Palm Beach or Broward County, Florida, and at any time. Special meetings of the Board shall be held upon such notice as is required by law.

## ARTICLE V

### OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors and shall represent the Members at meetings of the Polo Club of Boca Raton Property Owners Association, Inc. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. Additionally, the President shall be the Representative (as defined in the Master Declaration) for the Members and the Association at all meetings of members of the Master Association. The president may designate in writing any Member in good standing to act in his place and stead at any such meeting of the Master Association, which designation shall remain in full force and effect until revoked in writing.

Section 3. Vice President. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. Secretary. The Secretary shall issue notices of all meetings of the membership of the Association and the Board of Directors where notice of such meetings is required by law or in these Bylaws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 5. Treasurer. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 4. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

## ARTICLE VI

### MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the Members shall be held not more than three (3) months after the end of each fiscal year for the purpose of electing directors and transacting such other business as may properly come before the meeting. The exact time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President, Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth of the votes of the Class A membership. Such request and the notice of the meeting shall state the purpose of the proposed meeting and business transacted at such special meeting of the Members shall be limited to the stated purpose.

Section 3. Notices. Notice may be given to the Member either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the records of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be

mailed to him at such address. Except as to special meetings required by Section 5 hereof, notice of any meeting, regular or special, shall be mailed or personally delivered at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meetings shall be given or sent therein provided. Nothing herein shall be construed to prevent a Member from waiving notice of a meeting or action by written agreement without a meeting, and such waiver and action by written agreement is hereby expressly permitted.

Section 4. Quorum. The presence, either in person or by proxy, of Members in good standing entitled to cast one-third (1/3) of the votes of the Members shall be a quorum for the transaction of business at any meeting of the Members, unless a higher quorum is provided for elsewhere in the Declaration or Articles.

Section 5. Master Association Issues; Meetings for and Voting. Upon the President's or Secretary's receipt of notice of a meeting of the membership of the Master Association, the Secretary shall call a special meeting of the Members. Notice for such special meeting shall be posted at least twenty-four (24) hours prior to such special meeting in at least two (2) conspicuous places on the Common Areas and need not be delivered to each Owner. The notice need only state that a special meeting of the Membership is to be held at a given time and place for the purpose of voting upon Master Association issues. At the special meeting, the Members shall cast their votes on the issues to be voted upon at the meeting of the Master Association and the Secretary shall prepare an affidavit setting forth the total number of votes cast in favor of and the total number cast against each issue to be voted upon at the meeting of the Master Association. Such affidavit shall be in the form prescribed by the Master Association and, if none is so prescribed, need only be signed by the Secretary and have the corporate seal affixed and need not be notarized. The President, or his designee, shall attend the meeting of the Master Association and shall cast the votes of the Membership in accordance with such affidavit.

## ARTICLE VII

### COMMITTEES

Section 1. The Architectural Control Board shall be a standing committee of the Association appointed by the Board of Directors. The Board of Directors may appoint such other committees as it deems advisable.

Section 2. The Architectural Control Board shall be appointed, shall serve and shall have the duties and functions as

described in the Declaration. Nothing herein shall prevent the Board of Directors from acting as the Architectural Control Board. After the Developer has conveyed the last Lot owned by it, a party aggrieved by a decision of the Architectural Control Board shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, so that the Board of Directors may review such decision. The determination of the Board of Directors, upon reviewing such decision of the Architectural Control Board, shall in all events be dispositive. Prior to the sale of its last Lot, the decision of the Developer shall control.

#### ARTICLE VIII

##### BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member of the Association.

#### ARTICLE IX

##### FISCAL YEAR

The fiscal year of the Association shall be the calendar year or as otherwise determined by resolution of the Board of Directors.

#### ARTICLE X

##### AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of Members present in person or by proxy, provided that the notice to the Members of the meeting disclosed the information that the amendment of the By-Laws was to be considered; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration of Restrictions and Protective Covenants referred to herein may not be amended except as provided in such covenants. Notwithstanding anything herein to the contrary, the Class B Member shall be permitted to amend these By-Laws at any time without consent of the Class A Members. No amendment of these By-Laws may be made without the consent of the Class B Member.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall

control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ADOPTED by the Board of Directors on \_\_\_\_\_,  
1989.