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ARTICLES OF INCORPORATION OF
FOX TRAIL PROPERTY OWNERS" ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be FOX TRAIL PROPERTY OWNERS" ASSOCIATION, INC.

ARTICLE II
Purposes

The purpose for which this Corporation is organized is as follows:

1. Fox Trail, Inc., Ltd., a Florida corporation. (hereinafter known as the "Developer"), is developing certain property located in Palm Beach County, Florida, which Property is described on Exhibit "A" attached hereto and hereby made a part of hereof and which property is being platted as "Fox Trail." Said plat provides and it is the purpose of the Corporation to maintain the ingress and egress easements, utility and drainage easements, and drainage and bridle path easements shown thereon as the perpetual maintenance obligation of the Corporation. In addition, the Corporation may be given by the Developer, or the Corporation itself may assume, the maintenance and/or ownership of such other facilities and improvements as are deemed appropriate for the promotion and protection of the peace, happiness, and standard of living of member, of this Corporation. The Corporation will enforce covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens applicable to said real property for the common benefit and will do all and everything else authorized by law to promote the general interests of the members of the Corporation as are authorized by the State of Florida pertaining to nonprofit corporations.
2. Deeds, plats, leases, Declarations of Covenants and Restrictions, and/or other conveyances as to the property described in the Exhibit "A" attached hereto filed or deeded by Fox Trail, Inc., its successors and assigns, may provide that purchasers, lessees, or holders of other interests in real property within the property described in said Exhibit "A" shall be members of this Corporation.
3. The Corporation shall accept any deed, lease or other conveyance of real property to it by Fox Trail, Inc.

ARTICLE III
Powers

A. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of the Corporation.

- B. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the By-Laws of the Corporation and in the Declaration of Covenants and Restrictions filed as to the lands referred to above.
- C. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes.
- D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution, or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its members, directors or officers, for services, including pensions. No compensation shall be paid to directors for their services as directors. However, compensation may be paid to a director in his or her capacity as an officer or employee or for their services rendered to the Corporation outside of his or her duties as a director. In this case, however, said compensation must be approved in advance by the Board of directors and the director to receive said compensation shall not be permitted to vote on said compensation. The directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees or agents or attorneys for services rendered to the Corporation.
- E. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.
- F. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.
- G. The Corporation may engage professional management agents to manage its affairs, and pay a fee therefore.

ARTICLE IV
Membership

Qualification of members, the manner of their admission and voting be members shall be as follows:

1. The members, of the Corporation shall be:
 - (a) The developer, which is Pox Trail, Inc., its successors or assigns; and
 - (b) Any and all owners of lots, or other fee interests in the Property described on Exhibit "A" attached hereto.
2. The interest of any member in any part of said Property or in the funds or assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said part of the Property owned by them. No person shall be a member of the Corporation after he ceases to be the owner of record of a part of the Property. The directors of the Corporation may, after affording the member an opportunity, to be heard, suspend any person from membership in the Corporation during any period of time when there exists a violation of any of the said Covenants and Restrictions (including, but not limited to, the failure to make any payment to the Corporation when due and payable under the terms hereof) with respect to the portion of the Property he owns.
3. Voting by members of this Corporation in the affairs of this Corporation shall be as set forth in the By-Laws of this Corporation.

4. Fox Trail, Inc., or its successors or assigns shall be entitled to vote one hundred (100%) percent of the voting rights of this Corporation until December 31, 1980, or until Fox Trail, Inc. has elected to terminate its control of the Corporation, or until seventy percent (70%) of the lots shown on the aforesaid plat of "Fox Trail" have been sold by the Developer, whichever shall first occur, at which time its membership and said right to vote shall cease except as to any unsold lots which it may retain at that time. Should Fox Trail, Inc. or its successors or assigns, reacquire fee simple title to a portion of the Property it shall again be entitled to exercise voting rights hereunder with respect to such reacquired portion.

ARTICLE V

Corporate Existence

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Directors

1. The business of this Corporation shall be conducted by a Board of Directors of not less than three nor more than ten (10), the exact number of directors to be fixed by the By-Laws of the Corporation.
2. The election of directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the By-Laws of this Corporation.

ARTICLE VII

Officers

The affairs of the Corporation shall be managed by a president, vice president, secretary, treasurer, and assistant secretaries and assistant treasurers and such other officers as may be authorized by the Board of Directors. Said officers shall be elected as provided in the By-Laws of the Corporation. The first officers of the Corporation shall serve until such time as they resign, are removed or their successors are elected and they shall be:

President GEORGE T. ELMORE
Vice President ROBERT CRIER
Secretary-Treasurer WILMA ELMORE

ARTICLE VIII

Names and Post Office Addresses of Directors

The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and the By-Laws of this Corporation and until their successors are elected or appointed and have qualified shall be:

1. GEORGE T. ELMORE 2000 South Congress Avenue
 Delray Beach, Florida 33444
2. ROBERT GRIER 2000 South Congress Avenue
 Delray Beach, Florida 33444
3. WILMA ELMORE 2000 South Congress Avenue
 Delray Beach, Florida 33444

ARTICLE IX

By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-Laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall take effect unless approved by members representing at least two-thirds of the total votes of the members of the Corporation.

ARTICLE X

Assessments and Refunds

The Board of Directors shall have the power of levy and assessment upon the several lots, and other fee interests which are included within the said Property. All unpaid assessments thus levied by the Board of Directors shall be and remain, until paid, a lien upon and against said lots, or other fee interests, provided such liens shall not be effective against any person, firm or corporation contracting, purchasing, extending credit upon or otherwise dealing with the lot, or other fee interest, unless and until notice of such lien is recorded by the Corporation in the public records of Palm Beach County, Florida. The cost of recording and of enforcement, including reasonable attorney's fees, and attorney's fees in appellate proceedings, shall be added to the lien.

The Corporation shall have no interest in any funds received by or through assessments except to the extent necessary to carry out the powers vested in it as agent for said members by these Articles and by the aforementioned Declaration of Covenants and Restrictions.

ARTICLE XI

Indemnification

The Corporation shall indemnify any director or officer and his personal representative against the reasonable expense, including a attorney's fees, judgments, fines, and amount paid in settlement, whether or not with court approval, actually and necessarily incurred by him in connection with the defense or settlement of any civil or criminal claim, action, suit or proceeding including one to impose a final penalty brought or threatened to be brought against him by reason of his or her testator, or intestate, being or having been such a director officer, or in connection with an appeal therein unless he, or his testator, in intestate shall be finally adjudged, in such action or proceeding to be liable for willful misfeasance or malfeasance in the performance of his duties. No amount shall be paid in settlement without court approval, unless independent legal counsel shall advise the Corporation that, in the opinion of said counsel, the matter involved in such action, suit, or proceeding did not constitute willful misfeasance or malfeasance in the performance of his duties by such officer or director or by his testator or intestate. A conviction or judgment (whether based on a plea of nolo contendere or its equivalent or after trial) shall not of itself be deemed an adjudication of such director or officer or testator or intestate has been guilty of willful misfeasance or malfeasance in the performance of his duties. An application for indemnification pursuant to this Article shall be made to the Board of Directors of the Corporation. Upon receipt of any such application, the Board shall determine whether, under the circumstances of such claim, action, suit, or proceeding, any indemnity payments shall be made by resolution adopted by a majority of a quorum of the Board of Directors without counting for such majority or quorum any interested Director, or, in the event that no quorum of disinterested

Directors is available, adopted by a majority of a group of three or more persons appointed by a majority of disinterested members of the Board. Any determination under this section that a payment by way of indemnity should be made shall be binding upon the Corporation and its members.

ARTICLE XII
Amendments

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.
2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided in the By-Laws, of intention to submit such amendments.
3. Until December 31, 1980, or until Fox Trail, Inc. has elected to terminate its control of the Corporation, or has sold seventy percent (70%) of the lots on the aforesaid plat of "Fox Trail," whichever shall first occur, these Articles of Incorporation may be amended by the vote of a majority of the Board of Directors without membership approval, and no amendment made prior to said date pursuant to Sections 1 and 2 above shall be effective without the consent of the Board of Directors.

ARTICLE III
Location

The location of this Corporation shall be at 2000 South Congress Avenue, Delray Beach, Florida.

ARTICLE XIV
Subscribers

The names and post office addresses of each subscriber to these Articles of Incorporation are:

JOHN F. FLANIGAN	707 North Flagler Drive West Palm Beach, Florida
ELAINE O. RAYNER	707 North Flagler Drive West Palm Beach, Florida
SHEILA J. WILCOX	707 North Flagler Drive West Palm Beach, Florida

ARTICLE XV
Resident Agent

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: That FOX TRAIL PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office and location as indicated above at 2000 South Congress Avenue, Delray Beach, Florida, has named JOHN F. FLANIGAN of 707 North Flagler Drive, West Palm Beach, Florida 33401, as its resident agent to accept service of process within the State. Said agent's acceptance of this designation is indicated below.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals in acknowledgement to be filed in the Office of the Secretary of

State, the foregoing Articles of Incorporation this 5th day of November, 1975.

JOHN F. FLANIGAN
ELAINE O. RAYMER
SHEILA J. WILCOX

Having been named to accept service of process for the above stated Corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping said office open.

Resident Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 5th day of November 1975, personally came and appeared before me, the undersigned authority, JOHN F. FLANIGAN, ELAINE O. RAYMER and SHEILA J. WILCOX, all to me well known to be the persons of that name described in and who executed the foregoing Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN TESTIMONY THEREOF, I have hereunto set my hand and affixed my seal on the day and year first above written.

My Commission Expires: 3-14-76

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 5th day of November 1975, personally came and appeared before me, the undersigned authority, JOHN F. FLANIGAN, to me well known to be the person of that name described in and who executed the foregoing Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN TESTIMONY THEREOF, I have hereunto set my hand and affixed my seal on the day and year first above written.

My Commission Expires: 3-14-76