

ARTICLES OF INCORPORATION  
OF  
OAK RUN PROPERTY OWNERS' ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)

1988 JUN -9 AM 11:07  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I. NAME

The name of this nonstock corporation shall be OAK RUN PROPERTY OWNERS' ASSOCIATION, INC. (the "Association"), sometimes hereinafter referred to as the "Association".

II. PURPOSES

The general nature, objects and purposes of the Association are:

1. To promote the health, safety and social welfare of the Owners of Property within that said residential area referred to as Oak Run and described in the Declaration of Covenants and Restrictions for Oak Run executed contemporaneously herewith by Arvida/JMB Partners and to be recorded in the Public Records of Palm Beach County, Florida.

2. To own and maintain, repair and replace the general and/or Common Area, park, sidewalks and/or access paths, streets and other Common Area, structures, landscaping and other improvements in and/or benefitting the Property for which the obligation to maintain and repair has been delegated and accepted.

3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

4. To insure compliance with the Master Land Use Plan under the Planned Unit Development Ordinance of Boca Raton, Florida, applicable to the Property.

5. To provide or provide for private security, fire protection and such other services the responsibility for which has been accepted by the Association, and the capital improvements and equipment related thereto, in the Property.

6. To operate without profit for the benefit of its members.

7. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions hereinabove described.

III. GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of OAK RUN PROPERTY OWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on June 9, 1988, as shown by the records of this office.

The document number of this corporation is N26874.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
day of  
9th June, 1988.



*Jim Smith*

Jim Smith  
Secretary of State

CR2E022 (8-87)

EXHIBIT "A"

2. To promulgate and enforce rules, regulations, by laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

5. To fix assessments to be levied against Lots within the Property and the cost of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

6. To charge recipients for services rendered by the Association and the user for use of Association Property where such is deemed appropriate by the Board of Directors of the Association.

7. To pay taxes and other charges, if any, on or against the Common Area or accepted by the Association.

8. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

9. Maintain, repair, replace, operate and manage the Association properties, including but not limited to the common irrigation system, and the Surface Water Management System as authorized by the South Florida Water Management District, including all retention areas, culverts and related appurtenances, if any, including the right to reconstruct improvements after casualty and further to improve and add to the Association properties.

10. To join any elective association or partnership; provided, however, for so long as Developer owns any Lot within the Property, the Developer shall appoint any representative(s) to such elective association or partnership. After Developer no longer owns any Lot within the Property, representative(s) shall be designated by vote of the Board of Directors.

#### IV. MEMBERS

1. The Members shall consist of the Lot Owners in the Property, and all such Owners shall be members of the Association. There shall be two (2) classes of members, as follows:

A. CLASS A MEMBERS. Class A Members shall be all Lot Owners other than the Class B Member. Owners of Lots shall automatically become Class A Members upon purchase of such Lots.

B. CLASS B MEMBERS. The Class B Member shall be Arvida/JMB Partners, a Florida General Partnership, or its designee.

successor or assignee as Developer of the Property.

2. "Developer", "Owner", "Lot" and any other defined terms used herein, and elsewhere in the Articles are used with the definitions given those terms in the aforesaid Declaration of Covenants and Restrictions for Whisper Trace.

3. The Property consists of that certain real property situated in Palm Beach County, Florida, described on Exhibit A-1 attached hereto and made a part hereof.

#### V. VOTING AND ASSESSMENTS

1. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which he holds the interest required for membership. When one or more persons hold such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for the Property or By Laws, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

2. The Developer shall have the right (but not the obligation) to appoint a majority of the Board of Directors so long as it owns at least one (1) Lot in the Property.

3. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for the Property, as supplemented by the provisions of the Articles and By Laws of the Association relating thereto.

#### VI. BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. There shall be two (2) Directors appointed by affirmative vote by the Class A Members so long as the Class B Member has the right to appoint a majority of the Board of Directors. Elections shall be by plurality vote. At the first annual election to the Board of Directors, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years. In addition, the Class B Member shall select two (2) Directors to serve for terms of two (2) years and one (1) Director to serve for a term of one (1) year. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second (2nd) annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B Member.

STATE OF FLORIDA

SS.

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this <sup>7/6</sup> day of JUNE, 1988, by Christopher Cleary, to me well known to be the individual described in and who made the foregoing instrument for the purposes therein expressed.

*Yolanda Linda Bunnell*

Notary Public  
State of Florida at Large (Seal)

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires Mar. 29, 1991  
Bonded by Western Surety Company.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA