

**CERTIFICATE OF INCORPORATION OF
ROYAL PALM IMPROVEMENT ASSOCIATION, INC.,
a corporation not for profit.**

We, the undersigned, having associated ourselves together for the purposes of forming a corporation not for profit under and by virtue of the following proposed Charter:

ARTICLE I

The name of the corporation shall be ROYAL PALM IMPROVEMENT ASSOCIATION, INC.

ARTICLE II

Its principal office in the State of Delaware is located at Number 100 West Tenth Street in the City of Wilmington, County of New Castle, the name and address of its resident agent is THE CORPORATION TRUST COMPANY, Number 100 West Tenth Street, Wilmington, Delaware.

ARTICLE III

The nature of the objects, the purposes or the business to be transacted and promoted or carried on are:

- (a) To preserve and enhance the natural beauty of the properties of the members of this corporation.
- (b) To present a united effort to its members in the advancement of the civil welfare of the community in which the members are located, particularly in protecting the properties of the members of the corporation in the residential section of Royal Palm Yacht and Country Club Subdivision of Boca Raton.
- (c) To see that deed restrictions and all zoning ordinances in the Royal Palm Yacht and Country Club Subdivision are duly enforced.
- (d) To make available to the members of the corporation facilities for the enjoyment of all properties herein mentioned and to promote health, welfare, pleasure, recreation and entertainment.
- (e) To acquire, hold, mortgage, lease, sell, transfer, convey property, both real and personal, to any extent deemed advisable for maintaining and advancing the cultural, civic and non-dividend objectives of the corporation, and to grant all rights and privileges to the members of said corporation pursuant to the statutes made and provided and all acts amendatory thereof.
- (f) To assess against the property owners within the Royal Palm Yacht and Country Club Subdivision maintenance fees for the preservation and maintenance of the properties and to create a lien against said properties for such purposes.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers:

- (g) Acting through its Board of Governors, its President and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its By-Laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes set forth, and to the same extent and as fully as any natural person might or could do.
- (h) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any 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 this Certificate of Incorporation, and not forbidden by the laws of the State of Delaware.
- (i) To have offices and promote and carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States.
- (j) In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or forbidden by the By-Laws of this corporation.

ARTICLE IV

This corporation shall not require initiation fees or charge dues. The method and manner in which it may obtain funds for operation shall be by assessment only.

ARTICLE V

The corporation is not for profit, and it is not to have authority to issue capital stock. Membership in the corporation shall be upon such terms and conditions as set forth herein and as may be provided in the By-Laws.

ARTICLE VI

The qualifications for membership in this corporation shall be that the member be of good moral character and shall not have been convicted of a felony, subject, however, to such additional qualifications as shall be prescribed by this Charter and the By-Laws or the Board of Governors.

The membership of this corporation shall consist of Regular Members and Special Members and such other classes of members as the Board of Governors shall from time to time establish. The matter of admission of members and the terms and conditions of each membership shall be provided herein and in the By-Laws. Assessments may be charged and collected and provision therefor may be prescribed in the By-Laws of the corporation, and by such By-Laws the Board of Governors shall be empowered to determine and collect such

assessments. A Regular Member shall consist of a member who holds fee simple title to a lot in Royal Palm Yacht and Country Club Subdivision of Boca Raton (if title is vested in husband and wife or in any two or more persons, only one shall be a regular member). All voting powers shall be vested exclusively in the Regular Members, the number of which shall not exceed 750. Regular memberships shall be transferred only through the corporation with the consent of the Membership Committee and the approval of the Board of Governors, subject, however, to said Regular Member owning a fee simple title to a lot in the Royal Palm Yacht and Country Club Subdivision of Boca Raton. Fifteen (15) per cent of the total membership shall be necessary to constitute a quorum, and the majority vote of the members present at a meeting, provided a quorum be present, shall be sufficient to constitute legal action on behalf of the corporation.

Special Members shall be members who lease and occupy residences located in the Royal Palm Yacht and Country Club Subdivision owned by Regular Members. Special Members shall be entitled to membership in this corporation under the same provisions and manner in which a Regular Member is approved for membership. Such special memberships shall terminate when the said member ceases to lease and occupy a residence in the said subdivision.

Each Regular and Special member shall be entitled to a certificate of membership certifying his membership, which shall be signed by the President or a vice-president and the secretary or assistant secretary of the corporation. Each such certificate shall be valid only when held by and registered in the name of the member and shall be subject to the By-Laws then made and thereafter to be made, and such By-Laws shall be considered as and shall be an essential part of the contract between the corporation and such member. No membership or certificate of membership shall be sold, assigned or transferred, voluntarily or involuntarily or by operation of law, to any person, corporation, association, partnership or concern unless so provided in the By-Laws. When a member dies or whenever the interest owned by the member shall pass from him (ownership of a lot in Royal Palm Yacht and Country Club Subdivision) either by sale, voluntarily or involuntarily, in any manner whatsoever, the right of the member in the corporation shall cease and terminate.

When any member is expelled from membership in the corporation, his membership shall cease and terminate, and he shall thereafter have no interest in the corporation and all privileges of membership granted to him, and the immediate family of said member residing in the subdivision shall likewise terminate. In the event any member who is expelled from membership in accordance with this section and the By-Laws, shall refuse to surrender his certificate of membership, then such membership shall be marked "cancelled" on the records of the corporation and thereafter the outstanding and unsurrendered certificate of membership shall be void.

Members of the immediate family of the regular or special member residing on the real property located in the subdivision and owned in fee simple by the regular member or leased by the Special Member, shall be entitled to the privilege of membership, except as to the right to vote and as otherwise prescribed by this Charter and By-Laws.

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The names and addresses of the subscribers hereto are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Milton N. Weir, Sr.	3356 Atlantic Boulevard Pompano Beach, Florida
John H. Weir	3356 Atlantic Boulevard Pompano Beach, Florida
Col. Knox Phagan	411 Plaza Building Miami, Florida
William T. Vaughn	120 Gordon Road Ft. Lauderdale, Florida
Alonzo T. Knight	1281 South Ocean Boulevard Boca Raton, Florida

ARTICLE IX

Title to the property in the corporation, both real and personal, shall be vested in the corporation, to-wit: Royal Palm Improvement Association, Inc.

ARTICLE X

The affairs of the corporation shall be managed by a Board of Governors which shall have all the powers and authority of a Board of Directors, and which shall consist of not less than three (3) nor more than nine (9) members. The number of the original Board of Governors shall be five (5) at the inception of the incorporation and said original Board of Governors shall hold office for a term of five (5) years, or until such time as the corporation under its Charter and By-Laws elects five-hundred (500) Regular Members, whichever event shall occur first, or until their successors are duly elected or appointed and qualified. The remaining Governors elected shall hold office for a term of two years, unless otherwise specified. The term of the Board of Governors elected to succeed the original Board of Governors shall be for a term of two (2) years. Said original Board of Governors shall not be required as a prerequisite to their membership in this corporation to own a lot in fee simple in Royal Palm Yacht and Country Club Subdivision, nor shall the same be necessary for their continuation as a member of the corporation or to serve on said Board of Governors.

The Board of Governors shall be elected by the members from their membership for such terms as are provided herein and at such times as the By-Laws may fix. The Board of Governors shall elect the officers of the corporation.

ARTICLE XI

The officers shall be a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as may be provided in the By-Laws. The offices of secretary and treasurer may be held by the same person. The president and the vice presidents provided for in the By-Laws shall be elected by the Board of Governors from their number at the annual meeting, as provided by the By-Laws. At the same meeting a secretary-treasurer or a secretary and treasurer and such other officers, as the By-Laws may provide, shall be elected. Only the president and vice-president need be members of the Board of Governors or members of the corporation.

ARTICLE XII

The private property of the members shall not be subject to the payment of corporate debts.

ARTICLE XIII

The By-Laws of the corporation are to be made and adopted by the corporation's Board of Governors, and they may be amended by the Board of Governors or by the members of the corporation as provided in said By-Laws.

ARTICLE XIV

The meetings of the members may be held without the State of Delaware. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Governors.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of performing a corporation pursuant to the Delaware Code, do make this certificate, hereby declaring and certifying that the facts stated herein are true, and accordingly have hereunto set our hands and seals this 31st day of March, 1959.

Milton N. Weir, Sr. *(Seal)*

John H. Weir *(Seal)*

Col. Knox Phagan *(Seal)*

William T. Vaughn *(Seal)*

Alonzo T. Knight *(Seal)*