

ORR 9527 Pg 1824

**ARTICLES OF INCORPORATION OF
CHERRY LANE HOMEOWNER'S ASSOCIATION, INC.
(A Corporation Not for Profit Under the Laws of the State of Florida)**

All terms used herein which are defined in the Declaration of Covenants, Conditions and Restrictions of CHERRY LANE shall be used herein with the same meanings as defined in said Declaration.

The name of the corporation shall be the CHERRY LANE HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association".

a. The purpose for which the Association is organized is to provide an entity to own, operate, maintain, preserve and improve, all without profit, the common area of Cherry Lane, and to promote the health, safety, and social welfare of all of the members of the Association.

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

a. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions of CHERRY LANE, as it may be amended from time to time, hereinafter called the "Declaration". The Articles of Incorporation, Bylaws, Rules and Regulations (Documents) and all of the powers and duties reasonably necessary to manage and operate the common areas pursuant to the Documents, including but not limited to the following:

- (1) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To maintain, repair, replace and operate property of the Association.
- (4) To reconstruct improvements after casualty.
- (5) To purchase and provide insurance pursuant to the terms of the Declaration.
- (6) To make and amend reasonable rules and regulations regarding the use of the Association Property, including the common areas and townhouse units.
- (7) To contract for the management and maintenance of the Association's property.

R.R. Harry Lane Highway 4 mi.
 Harry Lane Road
 130th St 33414

(8) To employ personnel to perform the services required for the proper operation of the Association's property.

b. In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE V

Members

The members of the Association shall consist of all of the record fee simple owners of townhouse lots at CHERRY LANE. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record fee simple title to a townhouse lot in CHERRY LANE. Membership shall be appurtenant to and may not be separated from ownership of any townhouse lot.

ARTICLE VI

Directors

a. The affairs of the Association shall be managed by a Board of Directors, consisting of seven (7) directors. All directors shall be members of the Association.

b. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

ARTICLE VII

Officers

The affairs of the Association will be administered by the officers of the Association which shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the board may from time to time create. Any two or more offices cannot be held by the same person. Officers shall be elected by the board of directors at its organizational meeting, which is the first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board of directors.

ARTICLE VIII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer

admits or is adjudged guilty of gross negligence or willful misconduct in the performance of his duties; provided the board of directors shall first determine whether such director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and (2) whether amounts for which a director or officer seeks indemnification were properly incurred.

ARTICLE IX

Corporate Existence

The Association shall have perpetual existence.

ARTICLE X

Bylaws

The board of directors shall adopt Bylaws consistent with these Articles. The Bylaws may be altered, amended or repealed in the manner provided by the Bylaws.

ARTICLE XI

Amendment of Articles of Incorporation

A resolution for the adoption of a proposed amendment to the Articles of Incorporation may be proposed by either the board of directors or by twenty-five percent (25%) of the voting members of the Association. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered. Adoption of a proposed amendment shall require the assent of the board of directors and the assent of fifty percent plus one (50% plus 1) of the vote of the entire membership of the Association.

ARTICLE XII

Registered Agent and Office

The registered agent and office shall be the Association's attorney of record or that person determined by the Association Board of Directors.

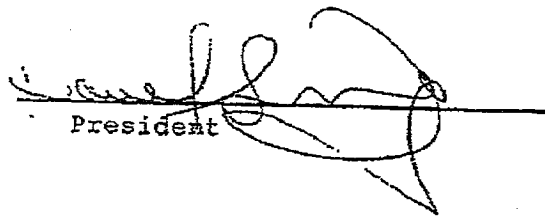
ARTICLE XIII

Parking Area

The Association, as the owner of the common area of CHERRY-LANE, shall have the right to designate certain portions of the common area as parking spaces. The Association may then assign the exclusive use of such parking spaces. The association shall maintain a record of such assignments.

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DOROTHY H. WILKEN, CLERK PB COUNTY, FL

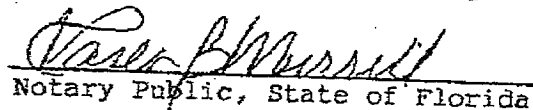
The foregoing were adopted as the Amended and Restated
ARTICLES OF INCORPORATION of Cherry Lane Homeowner's Association
Inc., a Corporation not for profit under the laws of the State
of Florida., by a more than two thirds mail vote of the entire
Association membership.


President

Dorothea M. Olson-Delton
Secretary

The foregoing instrument was acknowledged before me the
10th day of November, 1996 by David Springs & Dorothea Delton
personally known to me to be the persons described in the
foregoing instrument as the President and the Secretary of Cherry
Lane Homeowners Association Inc., a nonprofit Florida Corporation
on behalf of the corporation

Witness my hand and official seal this 10th day of November
_____ 1996.


Notary Public, State of Florida

