

Articles of the Carmelita Gardens Founders Guild

We the Founders of Carmelita Gardens, in Order to form a perpetual league of Friendship, establish Propriety, insure Community Tranquility, provide for the common Security, promote the general Welfare, endow and Nourish ability, and secure the Blessings of Sustainability to ourselves and our Posterity, do ordain and establish these Declarations for Carmelita Gardens, Cayo, Belize.

Whereas, the Founders of Carmelita Gardens, Cayo, Belize, did, on the ____ day of _____, in the year Two thousand and Twelve, hereby severally enter into a firm league of friendship with each other, for the common good, binding themselves to assist each other in the administration and governance of Carmelita Gardens through the Carmelita Gardens Founders Guild (CGFG), an incorporated Community Association.

Whereas, the following provisions shall have effect as the Articles of administration and governance for the Community registered as the **Carmelita Subdivision, Cayo, Belize**, according to the authenticated plan recorded with the Government of Belize as “Plan Showing Subdivision Survey of Block No. 1 to 11 as Shown on Entry No. 12586, Register 28, Situate along the Belize River in the Duck Run Area, Cayo District”.

Now Therefore, the Founders intend these Articles to be reasonable codes governing the use of the properties, public and private, the conduct of the Property Owners (Founders), business owners, residents, employees and guests and the character of the community in order to accomplish various purposes including, but not limited to, the following:

Article I

Section 1: The style of this community shall be “Carmelita Gardens”.

Section 2: To preserve and enhance, now and in the future, the attractiveness, desirability and value of Carmelita Gardens, the properties therein and the improvements thereon.

Section 3: To work constructively as a community while respecting the independence of each Founder, merchant and resident and to work constructively with the surrounding communities.

Section 4: To maintain common planning and architectural themes, styles and standards.

Section 5: To promote protection and enhancement of soil fertility, ground water quality, river quality, air quality, and plant and wildlife health using natural methods and materials.

Section 6: To promote and facilitate use of resilient technologies and methods (passive design, energy sources, hydrology, sewerage, communication and transportation).

Section 7: To provide educational/research venues and programs in sustainability/resiliency in fields including, but not limited to agriculture, utilities, art, architecture and construction.

Section 8: To do all things reasonably necessary for the enforcement of these Articles and

the control, management, and administration of Carmelita Gardens.

Section 9: The community character of Carmelita Gardens is the sum of its parts. The parts have “Independent” characteristics and “Together” endow a resilient Village. The parts include, but are not limited to, the Civic Realm, Individual Founders, Residential Neighborhoods, Residents, Business Owners and Small Businesses. Therefore, the whole is Other than the sum of its parts and citizens of Carmelita Gardens are “Independent Together”.

Section 10: Residential properties are organized in neighborhoods around green ways and river front. Each neighborhood reflects the diverse qualities of the properties therein. All Properties are intended to support personal food production, power generation, water harvesting, and sewage disposal. Inspired by traditional towns, Carmelita Gardens’ density radiates from the village center outward. Smaller properties are concentrated in the interior around the Village Square and larger properties are located on the outer edges of the community. An exception to the density transect is The River Garden, which is designed as a resort and contains smaller River Garden properties.

Section 11: Recognizing the essentialness of community commerce, Carmelita Gardens has designated an area along the primary transect road and around the Village Square as the principal Market District (properties: 23, 25, 35, 38, 58-61, 105-112, 128, 129, 155 and 156) in order to establish a sustainable business foundation. The area is designed to accommodate a variety of enterprises and their associated signage and traffic. Following a philosophy of resilience, Carmelita Gardens encourages resident entrepreneurship and community support for sustainable business practices.

Section 12: The Civic Realm of Carmelita Gardens consists of greenways, easements, village green, parks, recreation areas and river front reserve. The greenways shall be maintained as Assembly gardens, orchards and ponds. The river front reserve shall be maintained as landscaped pedestrian paths, picnic sites, watercraft launches and other uses approved by the CGFG. The easements shall be maintained as landscaped pedestrian paths. The village green (Leopoldo Plaza) shall be maintained as a public gathering venue to be used for recreation, farmers market and other functions approved by CGFG. The parks shall be maintained as picnic sites, playgrounds, gardens and an archaeological site (Silva Park). The recreation areas shall be maintained as pool, sport court and other uses approved by the CGFG.

Section 13: The CGFG shall promote and facilitate the structuring of Community Districts and Organizations such as, but not limited to, a Garden District, Merchants Council, Architectural Society, Archaeology District, and Garden Club. While the CGFG is under no obligation to establish Community Districts and/or Organizations, any such formation must contribute to the common good of Carmelita Gardens.

Article II

Section 1: Carmelita Founder status and Membership in the Carmelita Founders Guild is bound to each Property in Carmelita Gardens, the Community described in the Preamble to these Articles. Carmelita Gardens is composed of 244 individually titled Properties. 240 properties are subject to conveyance to Private Owners (Founders) and four properties (22, 24, 36 & 37) are reserved as Public Properties (Civic Properties) to be owned by the CGFG.

Section 2: Carmelita Resident status and CGFG Membership is achieved through inhabiting a residence for a minimum of 184 days per calendar year and being current on all rents, dues

and applicable fees. Residents have a voice but no vote in the Carmelita Assembly. Resident Founders retain all Founders rights enumerated within these Articles.

Section 3: Carmelita Merchant status and CGFG Membership is achieved through establishing a business within the Market District and maintaining the operation thereof for a minimum of 184 days per calendar year and being current on all rents, dues and applicable fees. Merchants have a voice but no vote in the Carmelita Assembly. Merchant Founders retain all Founders rights enumerated within these Articles.

Section 4: Honorary Delegate status is granted to the Santa Familia Village Chairman or CGFG approved representative. The Honorary Delegate has a voice but no vote in the Carmelita Assembly.

Section 5: In addition to the annual quotas authorized above, the CGFG may levy, in any fiscal year, a special quota applicable to that year only for the purpose of defraying, in whole or in part, the cost of construction, reconstruction, repair or replacement of capital improvements upon the Common Area, including fixtures and personal Property related thereto, provided that any such quota shall have the assent of two-thirds (2/3) or more of the Founders, in good standing, who are voting in person or by proxy at a meeting duly called for this purpose.

Section 6: The Founder shall not use these Articles to create a charge or mortgage with any person, institution, or entity. The Properties shall be maintained in a neat and attractive manner by Founders thereof.

Section 7: Subject to the provisions of Rules and Regulations, every Founder shall have a nonexclusive right and easement of enjoyment in and to the Common Areas and such easement shall be appurtenant to and shall pass with the title to every Property.

Article III

Section 1: The government of the CGFG shall be executed by the following assemblies:

- a. The Carmelita Gardens Assembly (Assembly), the supreme authority of the CGFG.
- b. The Carmelita Gardens Council (Council), the governing body of the CGFG.
- c. The Council President (President), the chief elected officer of the CGFG.

Section 2: The Assembly consists of Founders, Residents, Merchants and an Honorary Delegate from Santa Familia Village. The Founders must be in “good standing”, meaning a Founder whose annual and special quotas are paid up to date and there are no liens or fines having been levied against the Founders Property or the Founder which remain unsettled. Each Founder in good standing shall have one vote per Property owned and no Property shall have more than one vote. In the event a Property is owned by more than one person or entity, they shall share a single vote. The Founders may only represent themselves in a meeting of the Founders and may only cast one vote. Residents, Merchants and the Honorary Delegate must meet qualification status as stipulated in Article II, Sections 2-4.

Section 3: A meeting of the Assembly or of proxies entitled to cast sixty percent (60%) or more of all the votes shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved; in any other case it shall stand adjourned to

the same day in the next week, at the same time and place, or to such a day and at such other time and place as the directors may determine, and if at that meeting a quorum is not present within a half an hour from the appointed time of the meeting, the active Members present shall be a quorum.

Section 4: The Assembly shall celebrate extraordinary sessions when called by the Council or when requested in writing by a minimum of three Members of the Assembly in good standing and approved by a majority of the Council. Extraordinary sessions shall require a quorum as stipulated in Article III, Section 3.

Section 5: The invitations for the ordinary meeting of the Assembly must be sent fifteen calendar days in advance in writing, fax, e-mail or other approved electronic communiqué. The notices for the extraordinary meetings must be sent with the advance notice that is possibly in accordance with the urgency of the subject or subjects to be dealt with, and the invitations shall advise the subjects to be dealt with in the meeting.

Section 6: The Assembly shall be presided over by the President of the Council, or by the Member that has been selected.

Section 7: The decisions of the Assembly with the exception of decisions stipulated by the provision of Article V, Section 3 shall be taken by simple majority vote; that is to say, fifty percent plus one of the votes issued by the active Members present.

Section 8: The resolutions taken by the Assembly obligates without exception all the Members whether or not present in the corresponding meeting.

Section 9: The responsibility and authority of the Carmelita Assembly is the following:

- a. To elect and remove Members of the Council, and determine their duties;
- b. To arrange for the necessary governance and administration of the CGFG, and abolish or modify these bases;
- c. To fix the maximum limit of the operations and contracts that can be celebrated by the Council;
- d. To receive and approve the annual Council's report, the Treasurer's report and the Committee reports;
- e. To modify the present Articles;
- f. When convenient, may grant special authority to the Council or to one of its Members, and delegate to them, in special cases, one or more of the attributions that rest with the Assembly;
- g. To acknowledge whatever subject that is brought for its consideration by the Members of the Council;
- h. To exercise the other attributions that correspond to the Assembly in accordance with the law, and the present Articles, and reconcile anything arising from the operations or situations not planned therein, but by their nature can affect the existence of the progress of the CGFG;
- i. The agenda for the Assembly meeting for the last quarter of each year shall be as follows:
 1. Roll call and announcement if a Quorum exists.
 2. Reading and approval of the Minutes of the last Council meeting.
 3. Reading and approval of the Minutes of the last Annual General Meeting (AGM).
 4. Report of the Council of Carmelita by the President.
 5. Report of the Treasurer.

6. Report of the Committees.
7. Pending business.
8. New business.
9. Election of the Members of the Carmelita Council.

Section 10: The Council, as the governing body of the CGFG, shall establish procedure, formulate the policy of the organization and choose their Officers from amongst its Delegates. The Officers shall be integrated of: a **President**, who may serve as such for a period of any three consecutive years, and who may be re-elected at any time beginning the second year away from that post, **Vice President, Secretary and Treasurer**. The past President shall serve as a Member of the Council. The majority of the Delegates of the Council must be full time residents of Carmelita Gardens. All Council officers, which duties are stipulated in Article IV below, shall be Founders and full time residents of Carmelita Gardens. The Delegates of the Council, who shall number thirteen, shall be Founders in good standing and shall be elected by the Carmelita Assembly by majority vote at the AGM. The developer, Carmelita Belize Limited or assigns shall reserve the right to appoint the majority of the members of the Council until 75% of the parcels have been sold, at which point Carmelita Belize Limited or assigns reserves the right to appoint 50% of the Council members. Upon sale of the final parcel in the Community, Carmelita Belize Limited or assigns will relinquish this right of appointment and the Assembly shall elect all members of the Council. They shall exercise their duties during one year, starting from the thirtieth day following the AGM or sooner and can be re-elected by the Assembly. Vacancies that occur in the Council shall be filled by a majority vote of the Council and the person selected shall complete the period of the person originally selected.

Section 11: The Council of Carmelita shall have ordinary meetings at least once a month, and as many other times as they believe necessary. Extraordinary meetings shall take place whenever called for by the President or when requested by five or more Members in good standing of the Carmelita Assembly. In the last case, the agenda for the meeting must be provided in writing at least three calendar days in advance. A Member of the Council who shall be absent from three consecutive regular meetings of the Council shall automatically be dropped from the Delegation of the Council unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Section 12: In order for the Council to have a meeting, the presence of at least four of its elected Delegates which are full time residents of Carmelita Gardens is required. The decisions shall be taken by simple majority, and in the event of a tie, the President shall have the deciding vote. In all the ordinary meetings of the Council, the order of the agenda shall be as follows:

1. Reading and approval of the minutes of the last meeting.
2. Reports of the committee(s)
3. Pending business
4. New business

Section 13: The duties of the Council shall be as follows:

- a. To fulfill and carryout the objectives and purposes of the CGFG, including these Articles and the agreements and resolutions of the Assembly and the Council, and the codes and applicable arrangements of the CGFG.
- b. To handle, administrate, direct and regulate the activities, business and assets of the CGFG.
- c. To exercise within the limits established by the Assembly, the extraordinary authority, and perform the duties that it assigns.

- d. To formulate the annual report, the annual budget, and the work plan for the following year, and present them in advance for consideration and approval by the Assembly during the AGM.
- e. To consult the Members of the CGFG by means of a referendum about subjects of interest to the CGFG.
- f. To perform and carry out the acts and functions which are within its competence. To admit new Members to the CGFG and terminate the participation of those cases as stipulated in the present Articles.
- g. To settle disputes, negotiate or arbitrate them, name referees and arbitrators, and take all the necessary steps to carry out the objectives of the CGFG and defend its assets, activities and interests.
- h. May, if deemed necessary, designate a General Manager whose principal obligations shall be designated by the Council.
- i. To fix the amount of the annual quotas, and when necessary, the initial quota.

Article IV

Section 1: The President shall serve as the chief elected officer of the CGFG and preside over the meetings of the Assembly and the Council, and exercises general supervision over the business and interests of the CGFG. Names the members of all the committees except when otherwise ordered by the Council, signs with the Secretary all of the obligations of the CGFG including documents of properties and contracts and all of the communications with any Government organization with the exception of those dealing with taxes and labor, signs all the declarations, contracts and communications dealing with taxes and labor with the Treasurer, and authenticates by signature the annual statements of the accounts of the Treasurer after these have been reviewed. Calls for special meetings of the CGFG in the name of the Council and/or at the written request of not less than five Members that indicate in their request the purpose of the meeting and designate the date, hour and place in which this special meeting shall take place and supervises the notification of the same to the Members. The President shall be an ex officio Associate of all committees. The President represents the CGFG officially or unofficially before the Government, the district, the municipalities, and the courts of justice of the Government of Belize.

Section 2: The Vice President shall be one of the Delegates and in the absence of the President shall exercise the authority and carry out the obligations of the President.

Section 3: The Secretary shall be one of the Delegates, and shall be responsible for keeping complete registries of the documents of the CGFG and of the Council in books for this purpose, and sign all documents registered in those books. Exercise with the President the general supervision of correspondence and publications of the CGFG. Authenticate all the obligations of the CGFG including property needs and contracts and all the communications with Government organizations with exception of those relating to taxes and labor. Keep a list of all the Members and carry out notifications.

Section 4: The Treasurer shall be one of the Delegates and is responsible for the safeguarding of all funds received by the CGFG and for their proper disbursement. Is in charge of all moneys collected or received for the purpose of the CGFG and extends receipts for the same. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Council. Together with the President signs all the checks. In each meeting of the Council, presents a signed financial report authenticated by the President. The Treasurer shall sign with the President all the declarations, contracts and communications related to taxes and labor. The Treasurer shall give the successor the cash balance on hand, whatever stock certificates or other value, and the assets of the CGFG and

shall receive a receipt for the same.

Article V

Section 1: There shall be permanent committees whose members shall exercise their functions for one year beginning the 1st of the month following the AGM and shall be named by the President, subject to the approval by the Council. The permanent committees shall include:

- a. A Goodwill Committee whose action shall be to liaise with the Carmelita Gardens Assembly, local communities and the greater Belizean Assembly, and render a report to the Council on these relationships;
- b. An Election Committee whose function shall be to present at the meeting in November each year a list of candidates to the offices of the CGFG. Fourteen calendar days prior to the annual meeting of the Assembly, the Committee shall present to the President a slate of candidates to serve one year terms to replace the directors whose regular terms are expiring. Each candidate must be an active Member in good standing and must have agreed to accept the responsibilities of a Delegate. Upon receipt of the report of the Committee, the President shall immediately notify the Membership by mail, fax, email or other approved electronic communique of the names of the persons nominated as candidates for directors and the right of petition. Any active Member in good standing may also nominate candidates in the course of the meeting of the Assembly.
- c. A Finance Committee charged with the responsibility of preparing the annual budget and supervising the annual audit of the finances and establishing the form and means to obtain the necessary funds to cover the annual budget and financial needs of the CGFG.
- d. The President shall appoint, subject to the approval of the Council, three judges, who are not Members of the Council, Election Committee or candidates for election. One judge shall be designated the Chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Council.
- e. All of the other committees that are established shall be designated as Special Committees by the President or Council. The special committees can be named by the President, according to the wishes of the Council.
- f. No action by any Associate, committee, division, employee, director or officer shall be binding on, or constitute an expression of, the policy of the CGFG until it shall have been approved or ratified by the Council.

Section 2: The accounts of the CGFG shall be audited annually as of the close of business on the last day of the fiscal year by a chartered accountant (or equivalent). The audited financial statements shall at all times be available to Members of the organization within the offices of the CGFG. The fiscal year runs from AGM to AGM.

Section 3: These Articles can be amended with the vote of two thirds or more of the Members, meeting of the Assembly as stipulated in Article III, Section 3, or by a two thirds majority or more of active Members either in writing, fax, e-mail or other approved electronic communique.

Article VI

Section 1: These Articles shall run with the land; they shall inure and be binding on the Property and upon each person or entity acquiring ownership thereof. These Articles shall

also inure and be binding upon the heirs, successors and assigns of each person or entity acquiring ownership thereof.

Section 2: All of the differences that result in relation to the interpretation, execution and fulfillment of the Articles, as with the things related to other points not covered there, shall be decided by the Assembly whose decision shall be final.

Section 3: Each of these Articles is cumulative and independent and is to be construed without reference to any other provisions dealing with the same subject matter or imposing similar or dissimilar restrictions. The provision shall be fully enforceable although it may prohibit an act or omission sanctioned or permitted by another provision.

Section 4: Except as these Articles may be amended, they may not be waived, modified, or terminated and a failure to enforce shall not constitute a waiver or impair the effectiveness or enforceability of these Articles. Every Founder bound by these Articles is deemed to recognize and agree that it is not the intent of these Articles to require constant, harsh, or literal enforcement of them as requisite of their continuing vitality and that leniency or neglect in their enforcement shall not in any way invalidate these Articles or any part of them, nor operate as impediment to their subsequent enforcement and each such person agrees not to defend against enforcement of these Articles on the ground of waiver.

Section 5: These Articles are for the benefit of the Founders jointly and severally and CGFG and may be enforced by action for damages, suits for injunction, mandatory and prohibitive, and other relief, and by any other appropriate legal remedy instituted by CGFG, or its heirs, successors or assigns. All costs incurred by anyone in connection with any successful enforcement proceeding shall be paid by the party determined to have violated these Articles.

Article VII

Section 1: Each Founder shall register his mailing address and email address with CGFG. All notices, demands, and other notices intended to be serviced upon CGFG, shall be sent by regular mail, postage prepaid to:

Carmelita Belize, Ltd.

Cahal Pech Hill

San Ignacio, Belize

Or emailed

to: Manager@CarmelitaBelize.com

until such addresses are changed by a change of address emailed, or mailed, to each Founder by CGFG.

Section 2: All Founders shall have the right upon reasonable notice to examine the books of the CGFG, relative to the use of the assessment funds.

Section 3: I _____, the undersigned Founder, do by these presents, fully and entirely ratify and confirm each and every of the said articles, and all and singular the matters and things therein contained: And I do further solemnly swear that my inhabitants shall abide by the determinations of the Carmelita Gardens Assembly, on all questions, which by these said Articles are submitted to them. And that these Articles thereof shall be inviolably observed by the inhabitants I respectively represent, and that the Carmelita Founders Guild shall be perpetual.

In Witness whereof, I have hereunto set my hand in a league of friendship.

Done; the _____ day of _____ in the Year _____.

Founder: _____

Founder: _____