

no/000007614
Robust
DEVELOPMENT COMPANY

September 27, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900004530969--8
-08/13/01--01085--012
*****52.50 *****52.50
900004530969--8
-10/03/01--01009--010
*****35.00 *****35.00

Re: East Ridge Property Owners' Association, Inc., a Florida not-for-profit corporation

Gentleman & Ladies:

Enclosed are the original and one copy of the Articles of Incorporation of East Ridge Property Owners' Association, Inc., a Florida not-for-profit corporation, together with its designation of Registered Agent and Acceptance of Registered Agent for filing in your corporate records.

Please disregard my previous letter to you dated August 8, 2001, and apply the proceeds of our earlier corporate check in the amount of \$52.50 that was enclosed with that letter toward the amount due hereunder along with our enclosed corporate check in the amount of \$35.00, the sum of which (\$87.50) represents filing fees in the following amounts:


➤ Filing fee for the Articles	\$35.00
➤ Filing fee for Registered Agent	35.00
➤ Certified copy of the Articles	8.75
➤ Certificate of Good Standing	8.75
Total	\$87.50

Please promptly file the Articles after Sept. 22, 2001, which is the date I understand this corporate name will be available since one year will have expired following your administrative dissolution of a former corporation by that name, and return to me a certified copy of the Articles of Incorporation together with a Certificate of Good Standing.

Thank you for your attention to these matters. If my calculated amounts are incorrect or if you need anything additional from me in order to accomplish the foregoing, you may reach me at:

- 954-275-6330
- Fax 458-3333
- RegierFL@msn.com

Sincerely,


Harold W. Regier
Attorney at Law
Florida Bar Number 183499

W01000022975

FILED
01 OCT 25 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
01 OCT 25 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 2001

JAROLD W. REGIER
941 NORTH STATE RD 7
PLANTATION, FL 33317

SUBJECT: EAST RIDGE PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W01000022975

We have received your document for EAST RIDGE PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Barbara Bostick
Document Specialist
New Filings

Letter Number: 701A00055654

→ Please see Article VIII Officers and Incorporator.

J. Regier
10/22/01

**ARTICLES OF INCORPORATION
OF
EAST RIDGE PROPERTY OWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation**

FILED

OCT 25 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the Corporation is “East Ridge Property Owners’ Association, Inc.”, a Florida not-for-profit corporation (the “Association”).

ARTICLE II – DEFINITIONS

All terms used herein shall have the same meaning as defined in that certain Declaration of Covenants and Restrictions for East Ridge, which has been recorded in Official Records Book 10697 at Page 419 of the Public Records of Palm Beach County, Florida, as amended by that certain Amendment dated September 25, 2001.

ARTICLE III – PURPOSE

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the Association as provided in the Declaration.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the Association.

ARTICLE IV – POWERS AND DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, including, but not limited to, the following:

- a. To own, purchase, sell, mortgage, encumber, lease, administer, and manage, operate, maintain, improve, repair and/or replace real and personal property.
- b. To make and collect Assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.
- c. To enforce the provisions of the Declaration, these Articles, and the Bylaws.
- d. To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Units, Homes and other property under the jurisdiction of the Association.
- e. To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.
- f. To borrow money for the purposes of carrying out the powers and duties of the Association.
- g. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.
- h. To obtain insurance as provided by the Declaration.
- i. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.
- j. To sue and be sued.
- k. To contract for cable television services for the Property.
- l. To employ management companies, solid waste removal companies, and others to provide services to the Association.

ARTICLE V – MEMBERS

1. The members of the Association shall consist of all of the record owners of Lots. Membership shall be established as to each Lot upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation in the public records in the county in which the Property is located of the deed or other instrument establishing the acquisition and designating the Lot affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Lot designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the Lot. Robust Development Company,

- a Florida corporation, as the successor Declarant, is the initial sole member of the Association.
2. The share of each member in the funds and assets of the Association, and the Common Surplus, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which the membership is established.
 3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot. In the event any Lot is owned by more than one person and/or by an entity, the vote for such Lot shall be cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.
 4. The Bylaws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

ARTICLE VI – TERM OF EXISTENCE

The Association shall exist in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government and, if it is not accepted, the surface water management system must be dedicated to a similar non-profit corporation.

ARTICLE VII – DIRECTORS

1. The property, business and affairs of the Association shall be managed by a Board consisting of not less than three nor more than seven directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three directors. The initial Board shall consist of four directors. Directors are not required to be members of the Association.
2. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.
3. The Declarant or successor Declarant under the Declaration shall have the right to appoint all of the directors until Declarant has conveyed 75% of the Lots within the Property for all present and contemplated future phases, or until July 1, 2004, whichever occurs first, and thereafter, Declarant shall have the right to appoint a majority of the directors so long as Declarant owns at least one Lot during its ordinary course of business. Declarant may waive its right to elect one or more

directors by written notice to the Association, and thereafter, such directors shall be elected by the members. When Declarant no longer owns any Lot within the Property, all of the directors shall be elected by the members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws, provided that any director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint the directors.
5. The names and addresses of the current directors, who shall hold office until their successors are appointed or elected, are as follows:

- | | |
|---|--|
| (1) Arthur H. Bond
941 North State Road 7
Plantation, Florida 33317 | (3) John Poffenbarger
1642 NW 104 th Ave.
Coral Springs, FL 33017 |
| (2) Kevin O'Riordan
3528 Mahogany Way
Coral Springs, Florida 33065 | (4) Jarold W. Regier
3901 S. Ocean Drive, #5E
Hollywood, Florida 33019 |

ARTICLE VIII – OFFICERS AND INCORPORATOR

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the Incorporator and of the initial officers who shall serve until their successors are designated by the Board are as follows:

President & Incorporator	Kevin O'Riordan 3528 Mahogany Way Coral Springs, Florida 33065
Vice President, General Counsel, & Secretary	Jarold W. Regier 3901 South Ocean Drive, #5E Hollywood, Florida 33019
Vice President & Treasurer	John Poffenbarger 1642 NW 104 th Avenue Coral Springs, Florida 33017
Vice President & Assistant Secretary	Arthur H. Bond 941 North State Road 7 Plantation, Florida the33317

ARTICLE IX -- INDEMNIFICATION

1. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association unless and to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to reimbursement for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith in any manner which he reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.
2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by approval of the members.
4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit

or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X – BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Declarant, the Board and/or the members in the manner provided by the Bylaws.

ARTICLE XI – AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon

receiving the affirmative vote of two-thirds (2/3) of the votes of the entire membership of the Association.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.
5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.
6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale and conveyance by Declarant of all Lots, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, including, but not limited to, any right of the Declarant to appoint directors pursuant to Article VII, unless the Declarant shall join in the execution of the amendment.
7. No amendment to these Articles shall be made which discriminates against any Owner, or affects less than all of the Owners within the Property, without the written approval of all of the Owners so discriminated against or affected.
8. Notwithstanding anything herein to the contrary, so long as the Declarant is entitled to appoint a majority of the directors of the Association, the Declarant shall, subject to the provisions of Paragraph 6 and 7 of this Article XI, have the right to unilaterally amend these Articles without the joinder or approval of the Board or any member.
9. Upon the approval of an amendment to these Articles, the Articles of Amendment shall be executed and delivered to the Florida Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Property is located.

ARTICLE XII – DISSOLUTION

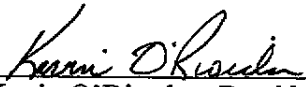
In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties

shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration.

**ARTICLE XIII – REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT**

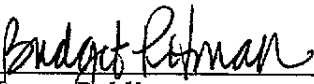
1. The initial registered office of the Association shall be 941 North State Road 7, Plantation, Florida 33317, and Principal address as well.
2. The initial registered agent of the Association at that address is Arthur H. Bond.

WHEREFORE, these Articles of Incorporation of East Ridge Property Owners' Association, Inc. have been executed by the duly authorized President of the Association on behalf of the Association.


Kevin O'Riordan, President /Incorporator

STATE OF FLORIDA
BROWARD COUNTY

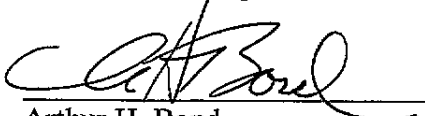
The foregoing instrument was acknowledged before me this 27 day of September, 2001, by Kevin O'Riordan, as President of East Ridge Property Owners' Association, Inc., who is personally known to me.


Notary Public



REGISTERED AGENT ACCEPTANCE:

Having been named as Registered Agent and to accept service of process for the above named corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


Arthur H. Bond

Date: September 27, 2001