

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Legacy at Sherwood Forest Homeowners Assn., Inc.

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**ARTICLES OF INCORPORATION
OF
LEGACY AT SHERWOOD FOREST HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT-FOR-PROFIT**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapters 617 and 720, hereby adopts the following Articles of Incorporation:

PREAMBLE

CENTERLINE HOMES AT LEGACY, LLC, a Florida limited liability company ("DECLARANT"), owns certain property in Palm Beach County, Florida (the "SUBJECT PROPERTY"), and intends to execute and record a Declaration of Covenants and Restrictions for LEGACY AT SHERWOOD FOREST (the "DECLARATION"), which will affect the SUBJECT PROPERTY. This Association is being formed as the Association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Palm Beach County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

**ARTICLE I.
NAME**

The name of the corporation is LEGACY AT SHERWOOD FOREST HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, hereinafter referred to as the "ASSOCIATION".

**ARTICLE II.
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 III.
POWERS AND DUTIES**

The ASSOCIATION shall have the following powers and duties:

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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, 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, 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 sue and be sued.
- j. 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.
- k. To operate and maintain the surface water management system for the SUBJECT PROPERTY as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, as may be applicable.
- l. To contract for cable television, security and other services, as well as services for the maintenance of the SUBJECT PROPERTY.

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**ARTICLE IV.
MEMBERS**

1. The Developer and all owners of Lots shall be members of the Association
2. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

**ARTICLE 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 such Member 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 only by the one Member who shall be designated in a written instrument, executed by or on behalf of all record owners of such interest, filed with the Secretary of the Association. 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 By-Laws, the Declaration or by law, 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. Voting of the Members shall be in person or by proxy appointed by an instrument in writing subscribed by the Member designated to vote as provided in paragraph 1 above, or by written absentee ballot signed by a Member as duly designated to vote.
3. The Association shall have the right to suspend any Member's right to vote (other than the right of the Developer) for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than ten (10) days after the due date for the payment thereof.
4. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of these Articles, the By-Laws and the Declaration.
5. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of the Members of at least one third (1/3) of the Members, in person or by proxy or by written absentee ballot, shall constitute a quorum for the transaction of business.

**ARTICLE VI.
BOARD OF DIRECTORS**

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors and not more than nine (9) directors, and which shall always be an odd number. The Initial Board of Directors (the "Initial Board") composed of three (3) persons. They shall serve until fifteen percent (15%) of the Total Lots are conveyed to Members other than the Developer (the "Purchaser Members"), at which time one (1) member of the Initial Board shall be replaced by a Director elected by the Purchaser Members. The Purchaser Members shall be entitled to elect a majority

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of the Board of Directors of the Association three (3) months after ninety percent (90%) of the Total Lots have been conveyed to Purchaser Members. The Developer shall be entitled to elect at least one (1) Director to serve on the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Total Lots.

2. Following the time the Developer relinquishes control of the Board of Directors of the Association, the Developer may exercise the right to vote any developer-owned Lots, in the same manner as any other Member, except for the purpose of reacquiring control of the Board of Directors of the Association or for the purpose of selecting the majority of the members of the Board of Directors of the Association.

3. Elections shall be by plurality vote at a meeting at which a quorum of the Membership of the Association is voting in person or by proxy.

4. Until such time as the Purchaser Members shall be entitled to elect all of the Directors, the Developer shall have the absolute right, in its sole and absolute discretion and at any time, to remove any Director selected by the Developer and to replace the Director so discharged.

5. The Purchaser Members shall elect a majority of the Board of Directors, pursuant to the provisions hereof, at a special meeting of the Membership to be called by the Board for such purpose (the "Majority Election Meeting").

6. Subsequent to the Majority Election Meeting, the Directors shall be elected by the members of the Association at each annual meeting of members and the Directors shall hold office until the next annual meeting of members and until their successors are elected and shall qualify.

7. The names and addresses of the members of the Initial Board who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Al Gomez	12534 Wiles Road Coral Springs, FL 33076
John Goldsworthy	12534 Wiles Road Coral Springs, FL 33076
Stephen Margolis	12534 Wiles Road Coral Springs, FL 33076

If any of these original Directors shall resign, the remaining Directors shall elect a successor to fill the vacancy. If a Director elected by the Members shall for any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of the unexpired term.

A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including annual meetings.

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**ARTICLE VII.
TERM OF EXISTENCE**

The ASSOCIATION shall have perpetual existence.

**ARTICLE VIII.
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Karen S. Leopold	20801 Biscayne Blvd., Suite 501 Aventura, FL 33180

**ARTICLE IX.
OFFICERS**

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 of the officers who shall serve until their successors are designated by the BOARD are as follows:

President	Stephen Margolis
Vice President	Craig Perry
Secretary	Al Gomez
Treasurer	Al Gomez

**ARTICLE X.
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 proceedings brought by reason of the fact that he is or was a director, employee or officer of the ASSOCIATION, against expenses (including 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 interests 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 misfeasance or malfeasance in the performance of his duties to the ASSOCIATION unless and only 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 indemnity 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

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of *nolo contendere* or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a 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 or employee 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. Expenses incurred in defending a civil or criminal action, suit or proceeding shall 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 or employee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

4. 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 or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as 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 XI.
BYLAWS**

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the directors and/or members in the manner provided by the BYLAWS.

**ARTICLE XII.
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 meeting 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

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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 not less than two-thirds (2/3rds) 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 special 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 had 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 and the joinder of all INSTITUTIONAL LENDERS holding mortgages upon the LOTS. No amendment shall be made that is in conflict with the DECLARATION. Prior to the closing of the sale of all LOTS within the SUBJECT PROPERTY, 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, unless the DECLARANT shall join in the execution of the amendment, including, but not limited to, any right of the DECLARANT to appoint directors pursuant to Article 8.

7. No amendment to these ARTICLES shall be made which discriminates against any OWNER(S), or affects less than all of the OWNERS within the SUBJECT PROPERTY, without the written approval of all of the OWNERS so discriminated against or affected.

8. Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Secretary of State as provided by law, and a copy certified by the Secretary of State shall be recorded in the public records of the county in which the SUBJECT PROPERTY is located.

ARTICLE XIII 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 non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to 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.

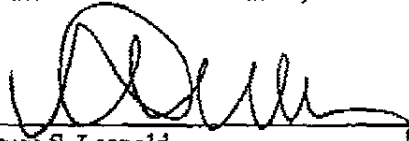
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ARTICLE XIV.
ADDRESS

The post office address of the principal office of this corporation shall be 12534 Wiles Road, Coral Springs, FL 33076, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be LEOPOLD, KORN & LEOPOLD, P.A., whose business address is and will be identical with the registered office of the corporation.

WHEREFORE, Karen S. Leopold, being the incorporator of the ASSOCIATION, has executed these ARTICLES on this 5th day of November, 2002.



Karen S. Leopold

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 5th day of November, 2002, by Karen S. Leopold, who is personally known to me or produced _____ as identification.



Notary Public, State of Florida

My commission expires:



Print name of notary public

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **LEGACY AT SHERWOOD FOREST HOMEOWNERS ASSOCIATION, INC.**, a Florida corporation not-for-profit.

2. The name and address of the registered agent and office is: **LEOPOLD, KORN & LEOPOLD, P.A.**, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

LEOPOLD, KORN & LEOPOLD, P.A.

By: 
Karen S. Leopold, President

Date: November 5, 2002

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