

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

Parkwood Estates Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION****OF****PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.**  
(Florida Corporation Not For Profit)

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned, acting as incorporator, hereby adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned and does certify and set forth the following:

**ARTICLE I**  
**DEFINITIONS**

The following words and phrases when used in these Articles of Incorporation (unless the context reflects another meaning) shall have the following meanings:

1. "Articles" shall mean these Articles of Incorporation and any amendments thereto.
2. "Assessment" shall mean any of the types of assessments defined in Article V of the Declaration of Covenants, Restrictions and Easements for Parkwood Estates.
3. "Association" shall mean Parkwood Estates Homeowners Association Inc., a Florida non-profit corporation, and its successors and assigns.
4. "Board" shall mean the Board of Directors of the Association elected in accordance with the By-Laws of the Association.
5. "By-Laws" shall mean the By-Laws of the Association, which have been or shall be adopted by the Board, as such By-Laws may be amended from time to time.
6. "Common Area" shall mean those certain Improvements created or constructed by Declarant upon the Property or any portion of the Property for the common benefit of all Owners of Dwelling Units within the Property. The Common Area shall further include stormwater drainage retention and detention ponds and other areas which are part of the master surface water management system for the Property, and all improvements thereon, and certain conservation easement areas, all as shown on the Plan and any Plat of the Property or any portion thereof hereafter recorded.
7. "Declaration" shall mean the Declaration of Covenants, Restrictions and Easements for Parkwood Estates, as it may be amended from time to time.
8. "Declarant" shall mean and refer to Parkwood Estates, Inc., a Florida corporation, and any successor or assign thereof, which acquires any of the Property from the Declarant for the purpose of development and to which Declarant specifically assigns all or part of the rights of the Declarant hereunder by an express written assignment recorded in the Public Records in Palm Beach County, Florida.
9. "Dwelling Unit" or "Unit" shall mean and refer to a constructed dwelling which is designed and intended for use and occupancy as a family residence.

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10. "Lot" shall mean one of the plots of land designated on the Plat of Parkwood Estates.

11. "Member" shall mean any person or entity holding a membership in the Association as provided in Article V herein.

12. "Owner" shall mean and refer to the person or persons or other legal entity or entities holding fee simple interest of record to any Lot, including Declarant.

13. "Property" shall mean all of the Property encumbered by the Declaration and the Articles.

14. "Turnover Date" shall mean the date defined in Article XII of these Articles.

All other capitalized terms not defined herein shall have the meaning ascribed to them, to the extent they are not in conflict with the provisions of the Declaration.

## **ARTICLE II NAME**

The name of this Association will be PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, whose present address is 9900 West Sample Road, Suite 317, Coral Springs, Florida 33065.

## **ARTICLE III PURPOSES**

The purpose for which this Association is organized is to take title to, operate, administer, manage, lease and maintain the Association's Common Area as is dedicated to or made the responsibility of the Association in the Declaration, in accordance with the terms and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not for profit in order to carry out the covenants and enforce the provisions of the Declaration and the By-Laws hereof and as provided in Sections 720.301 through Section 720.312 Florida Statutes.

## **ARTICLE IV POWERS**

The Association shall have the following powers and shall be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Declaration and those powers as provided for in Sections 720.301 through Section 720.312 Florida Statutes and those powers provided in Chapter 617, which are not inconsistent with the provisions hereof.

2. The Association shall have all of the powers to be granted to the Association in the Declaration.

3. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

A. To perform any act required or contemplated by it under the Declaration.

B. To make, establish and enforce reasonable rules and regulations governing the use of the Common Area or any portions thereof.

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C. To make, levy and collect Assessments for the purpose of obtaining funds from its Members for the payment of the Association's Expenses in the manner provided in the Declaration and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association.

D. To administer, manage and operate the Association and to maintain, repair, replace and operate the Common Area in accordance with the Declaration.

E. To enforce, by legal means the obligations of the Members and the provisions of the Declaration.

F. To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation, administration and management of the Common Area and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Common Area and to delegate to such professional management certain powers and duties of the Association.

G. To enter into the Declaration and any amendments thereto and instruments referred to therein.

H. To deal with other persons, corporations or other entities or representatives thereof on matters of mutual interest.

I. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association's mandate to keep and maintain the Property in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of the life at the Property.

#### **ARTICLE V** **MEMBERSHIP**

##### **1. Regular Membership.**

A. Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Property (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

B. A change in membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a Lot in the Property. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time cease.

C. The interest of any Member in the Common Area or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the By-Laws of the Association.

2. **Additional Membership Categories:** The By-Laws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the By-Laws or these Articles shall not apply to any such additional membership categories. The By-Laws shall provide for the rights and obligations of any additional membership

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categories.

**ARTICLE VI**  
**TERM**

The term for which this Association is to exist shall be perpetual.

**ARTICLE VII**  
**SUCCESSOR ENTITIES**

This Association may not be dissolved without the written consent of Members entitled to cast not less than Seventy Five (75%) percent of the votes.

In the event of the dissolution of the Association, or any successor entity thereto (unless same is reinstated), other than incident to a merger or consolidation, all assets of the Association shall be transferred to either a similar Homeowners' Association or an appropriate governmental agency or public body having a similar purpose or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver, to be maintained for the purposes for which the Association, or a successor thereto, was maintaining such assets in accordance with the terms and provisions under which such assets were being held by this Association; or such successor.

**ARTICLE VIII**  
**INCORPORATOR**

The names and address of the Incorporator of these Articles is ARTHUR R. ROSENBERG of 4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33308.

**ARTICLES IX**  
**BOARD OF DIRECTORS**

1. The number of members of the first Board ("First Board") shall be three (3), who are to serve until the Turnover Date. Thereafter, the number of members of the Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors.

2. The names and street addresses of the persons who are to serve as the First Board are as follows:

Name	Address
PETER TREMATERRA	9900 West Sample Road Suite 317 Coral Springs, Florida 33065
SCOTT HOLL	9900 West Sample Road Suite 317 Coral Springs, Florida 33065
ARTHUR R. ROSENBERG	4875 NORTH FEDERAL HIGHWAY SEVENTH FLOOR FORT LAUDERDALE, FLORIDA 33308

The First Board shall be the Board of the Association until the Turnover Date. The Declarant shall have the right to appoint, replace, designate or elect all the members of the First Board and, in the event of

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any vacancy, fill any such vacancy. Declarant reserves the right to remove any Director from the First Board.

3. The resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Association who is elected by the First Board, shall remise, release, acquit and forever discharge such Director or officer of and from any all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Owners had, now have, or will have; or which any personal representative, successor, heir or assign of the Association or Owners hereafter may have against such Director or officer by reason of his having been a Director or officer of the Association.

#### **ARTICLE X** **OFFICERS**

1. The affairs of the Association shall be managed by the President of the Association, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board.

2. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a member of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person.

3. The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	PETER TREMATERRA
Vice President	SCOTT HOLL
Secretary	SCOTT HOLL
Treasurer	PETER TREMATERRA

#### **ARTICLE XI** **VOTING RIGHTS/"TURNOVER" OF ASSOCIATION**

##### 1. VOTING RIGHTS.

The Association shall have two classes of voting membership:

A. Class "A": Class "A" Membership shall be all of those Owners as defined in Article V hereof with the exception of the Declarant. Class "A" Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any such Lot.

B. Class "B": The Class "B" Member shall be the Declarant, or its successor. The Class "B" Member shall be entitled to Ten (10) votes for each Lot in which it holds the interest required for membership by Article V hereof, provided that the Class "B" Membership shall cease and become converted to Class "A" Membership on the happening of the earlier of the following events:

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- (i) Within Three (3) months after title to Ninety percent (90%) of all Lots have been conveyed by deed by the Declarant; or
- (ii) at any earlier time that the Declarant, in its sole discretion, voluntarily converts its Class "B" Membership to Class "A" membership; or
- (iii) on December 31, 2006.

2. **TURNOVER.** Within ninety (90) days after the Declarant no longer has the right to elect or appoint a majority of the Board of Directors, the Association shall conduct a special meeting of the membership (the "Turnover Meeting") for the purpose of electing officers and directors; provided, however, that so long as Declarant continues to own any portion of the Property Declarant shall be entitled (but not required) to appoint one (1) Member on the Board subsequent to the Turnover Date.

#### **ARTICLE XII** **INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding, litigation, arbitration or settlement 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 cost, expense or liability is incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. Notwithstanding anything contained herein to the contrary, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common or statutory law.

#### **ARTICLE XIII** **BY-LAWS**

The By-Laws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of a conflict between provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

#### **ARTICLE XIV** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33309, and the initial registered agent of the Association at that address shall be ARTHUR R. ROSENBERG.

IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature on the day and year set forth below.

  
ARTHUR R. ROSENBERG

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STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 26 day of November, 2002, before me, a notary public duly authorized County and State named above to take acknowledgments, personally appeared ARTHUR R. ROSENBERG, to me known to be the persons described as Incorporator and Registered Agent in the foregoing Articles of Incorporation and who executed same and he acknowledged before me that he executed the same for the purposes therein expressed and that he is personally known to me and they did not take an oath.

  
Notary Public State of Florida

My Commission Expires:



Jean M. Cinnante  
MY COMMISSION # CC888281 EXPIRES  
December 5, 2003  
BONDED THRU TROY FAIR INSURANCE, INC

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**DESIGNATION OF REGISTER AGENT**

The undersigned, with an office address of 4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33308, hereby accepts the designation of Registered Agent of PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC., as set forth in Article XV of these Articles and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida General Corporation Act, including specifically Section 607.325.

  
ARTHUR R. ROSENBERGDated 11/26/02

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