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FLORIDA NON-PROFIT CORPORATION

windmill reserve homeowners association, inc.

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ARTICLES OF INCORPORATION

OF

WINDMILL RESERVE HOMEOWNERS ASSOCIATION, INC.
(A Florida Not for profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit pursuant to Chapters 617 and 720 of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of the State of Florida, and certifies as follows:

Article I

NAME

The name of the corporation shall be WINDMILL RESERVE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). The existence of the corporation shall commence as of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

Article II

DEFINITIONS

All capitalized terms which are not otherwise defined herein shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Windmill Reserve recorded, or to be recorded, in the Public Records of Broward County, as it may be amended and supplemented at any time and from time to time (the "Declaration").

Article III

DURATION

The Association shall have perpetual duration.

Article IV

PURPOSE

The Association is formed for the following purposes:

- (A) to engage as a non-profit organization in operating and managing the affairs and property of the Association;
- (B) to further the interests of the Members of the Association;

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(C) to exercise all the rights, powers and privileges of the Association, as defined and specified in the By-Laws and the Declaration, and as provided by law, including, without limitation, the establishment and enforcement of payment of charges and assessments contained therein; and

(D) to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

Article V **POWERS**

The Association shall have the following powers, which, unless otherwise indicated by the Governing Documents, may be exercised by the Board:

Section 1. Common Law and Statutory Powers. The Association shall have all the common law and statutory powers conferred upon not for profit corporations under Florida law, which are not in conflict with the terms of these Articles, the Declaration and By-Laws.

Section 2. Necessary Powers. The Association shall have all the powers necessary or desirable to perform the obligations and duties and to exercise and enforce the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(A) to establish, collect, and enforce payment, by any lawful means, of assessments and other charges to be levied against the Lots, including, without limitation, the assessments referred to in Section N of Article V;

(B) to manage, control, operate, maintain, repair, reconstruct, and improve the Properties and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(C) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(D) to engage in activities, which will actively foster, promote, and advance the common interests of Owners;

(E) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements, and otherwise deal in and with real, personal or mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such

limitations as may be set forth in the Declaration or By-Laws;

(F) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or By-Laws;

(G) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(H) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(I) to make and amend By-Laws for the Association and Rules respecting the use of the Properties;

(J) to pay all taxes and other assessments that are liens against the Properties, if any;

(K) to provide management and maintenance and to authorize a management entity to assist the Association in carrying out its power and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of Governing Documents and maintenance of the Properties. The Association shall, however, retain at all times the powers and duties granted to it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of Rules and the execution of contracts on behalf of the Association;

(L) to operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the South Florida Water Management District ("District") and any other applicable governmental entities including all lakes, retention areas, berms, culverts and related appurtenances and applicable District rules;

(M) to assist in the enforcement of the provisions of the Declaration that relate to the Surface Water or Stormwater Management System;

(N) to levy and collect adequate Assessments against the Lots of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System; and,

(O) to provide any and all services to the Properties as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers, which may now or hereafter be permitted by law. The powers specified in each of the Sections or subsections of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other Section or subsection of this Article.

Section 3. Funds and Title to Properties. All funds and title to all Properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and By-Laws.

Article VI **MEMBERS**

Section 1. Membership. All persons owning a vested present interest in the fee title to any of the Lots as evidenced by a duly recorded proper instrument in the Public Records of Broward County, Florida, shall be Members of the Association. The Association shall be a membership corporation without certificates or shares of stock. The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot. Membership is appurtenant to, and inseparable from, ownership of a Lot.

The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws.

Section 2. Voting. Each Owner of a Lot shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

Section 3. Change in Membership. Change of membership in the Association shall be established by recording in the Public Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

Article VII **DIRECTORS AND OFFICERS**

5. Officers. The Board of Directors shall elect the officers at its first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of officers. The names and addresses of the initial officers who shall serve until the Board of Directors designates their successors are as follows:

President:	Blanche Launer
Vice-President	Mevin Colven
Treasurer	Marco Loffredo
Secretary	Marco Loffredo

Section 1. Number of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. Declarant shall be entitled at any time, and from time to time, to remove or replace any director initially appointed by Declarant. Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The number of directors may be changed in accordance with the By-Laws.

Section 2. Initial Directors. The names and mailing addresses of the initial directors, who shall hold office until their successors are duly elected and qualified, or until removed, are as follows:

	<u>Name</u>	<u>Address</u>
1.	Marco Loffredo	1250 E. Hallandale Bch Blvd., Ste 300 Hallandale, Florida 33009
2.	Blanche Launer	1250 E. Hallandale Bch Blvd., Ste 300 Hallandale, Florida 33009
3.	Mevin Colven	1250 E. Hallandale Bch Blvd., Ste 300 Hallandale, Florida 33009

Each of the foregoing persons has consented to be a director.

Section 3. Election, Removal and Term. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors and officers shall be as set forth in the By-Laws.

Section 4. Directors' Powers.

(A) The Board may do or cause to be done all acts and things which the Declaration, the By-Laws, these Articles or Florida law do not direct to be done and exercised exclusively by the membership generally.

(B) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article VIII
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because her or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that such director or officer is or may be in any such contract or transaction.

Article IX
INDEMNIFICATION OF OFFICERS, DIRECTORS,
ARB MEMBERS AND COMMITTEE MEMBERS

Section 1. Indemnity. To the fullest extent permitted under Florida law, the Association hereby agrees to indemnify any and all directors, former directors, officers, former officers, ARB members, former ARB members, committee members, former committee members, and employees and agents of the Association who was/were or is/are a party(ies) or threatened to be made a party, to any threatened, pending or completed 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, officer, employee, agent of, or a committee member appointed by, the Association, against expenses (including attorneys' fees and disbursements and appellate attorneys' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by person in connection with such action, suit or proceeding if such person acted in good faith and in a manner she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action(s) or proceeding(s), she had no reasonable cause to believe that such action or conduct was unlawful; except, that no indemnification shall be made in respect of 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 her duty to the Association unless and only to the extent that the court in which such 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 such 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, of itself, create a presumption that the person did not act in good faith and in a manner which she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, she had no reasonable cause to believe that her conduct was unlawful.

Section 2. Expenses. To the extent that a director, officer, ARB member committee member, 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 Section 1 of Article IX, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees and disbursements and appellate attorneys' fees and disbursements) actually and reasonably incurred by her in connection therewith.

Section 3. Approval. Any indemnification under Section 1 of Article IX (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, ARB member, committee member, agent or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 of Article IX.

Such determination shall be made (a) by the Board of Directors 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, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members. During the Development Period, the written consent of the Declarant shall be required in all instances, that is, in (a), (b) and (c) in Section 3 of Article IX.

Section 4. Miscellaneous. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, both as to action in her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, ARB member, committee member, employee or agent and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 5. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, ARB member, committee member, 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 such person and incurred by such person in any such capacity, or arising out of her status as such, whether or not the Association would have the power to indemnify her against such liability under the provisions of this Article IX.

No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director or officer of the Association or ARB member or committee member for or with respect to any acts or omissions of such director, officer, ARB member or committee member occurring prior to such amendment or repeal.

Article X INCORPORATOR

The name and street address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Roy D. Oppenheim	Oppenheim Pilelsky, P.A. 1290 Weston Road, Ste 300

Weston, Florida 33326

Article XI
BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws. The quorum requirements for meetings of Members and directors shall be set forth in the Declaration and By-Laws. Until such time as Declarant relinquishes control of the Association, no amendments to the By-Laws shall be effective unless Declarant shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind any Article, Section, subsection or any portion thereof contrary to these prohibitions shall be of no force or effect and shall be deemed null and void.

Article XII
AMENDMENTS

These Articles may be amended by a resolution duly adopted by the Board of Directors and the approval of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant; provided, no amendment may be in conflict with the Declaration. However, no Members shall be entitled to vote on any amendment to these Articles which is for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Lots, as such requirements may exist from time to time. Further, no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration.

Article XIII
MERGER AND CONSOLIDATION

The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant, which consent may be withheld for any reason whatsoever.

Article XIV
DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the approval of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant; and if a decree be necessary at the time of dissolution, after receipt of an

appropriate decree as set forth in Section 617.1433 of the Florida Statutes (1993) or statute of similar import, and approved by Members entitled to cast two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant. In the event of dissolution, liquidation or winding up of the Association, subject to the Declaration, all the Association's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Association including, without limitation, costs and expenses of such dissolution, shall be distributed in the following manner:

A. Real property contributed to the Association without the receipt of other than nominal consideration, by Declarant (or its predecessor in interest) shall be returned to Declarant unless it refuses to accept the conveyance in whole or in part.

B. Properties designated, as streets, shall be dedicated to the appropriate local government agency.

C. The responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall be transferred to and accepted by an entity, which would comply with Section 40C-42.027, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. If the operation and maintenance of the Surface Water or Stormwater Management System is not accepted by such an entity, the Association shall dedicate it to a similar not for profit corporation. The Association shall convey the right of access to the property containing and adjacent to the Surface Water or Stormwater Management System to the approved entity or an appropriate agency of local government, whichever the case may be.

D. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

Article XV **REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Legal Information Services and the street address of the registered office of the Association shall be 1290 Weston Road, Ste 300, Weston, Florida 33326. The Association shall have the right to designate subsequent registered agents and removing the present registered agent without amending these Articles of Incorporation.

Article XVI **ADDRESS**

The principal place of business and mailing address of the Association shall be:

1250 E. Hallandale Beach Blvd.
Suite 300
Hallandale, Florida 33009

The Association shall have the right to designate subsequent principal place(s) of business and mailing address(es) and removing the present principal place of business and mailing address without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation in Weston, Florida, this 3 day of April 2003.



Roy D. Oppenheim, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent for **WINDMILL RESERVE HOMEOWNERS ASSOCIATION, INC.** at the place designated in Article X of these Articles of Incorporation, the undersigned hereby agrees to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent.

Dated this 3 day of April 2003.

[Signature]
Legal Information Services
(Registered Agent)

Legal Information Services
(Registered Agent)

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 3 day of April 2003, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Roy D. Oppenheim, to me known to be the individual described in and who executed the foregoing instrument as Incorporator to the Articles of Incorporation of **WINDMILL RESERVE HOMEOWNERS ASSOCIATION, INC.**, a Florida Corporation not for profit, and s/he acknowledged to and before me that s/he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, the day and year last above written.

My Commission Expires:

[Signature]
NOTARY PUBLIC



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