

**NO4000010493**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H04000222679 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 223-7000  
Fax Number : (813) 229-4133

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

2004 NOV -8 AM 8:29

**FLORIDA NON-PROFIT CORPORATION**

**Cypress Pointe at Heron Bay Master Condominium Assoc**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

gr 11/9/04

Audit No. H04000222679 3

**ARTICLES OF INCORPORATION  
OF  
CYPRESS POINTE AT HERON BAY MASTER CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

**ARTICLE I. NAME; DEFINITIONS**

The name of the corporation shall be CYPRESS POINTE AT HERON BAY MASTER CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation." All capitalized terms which are not otherwise defined herein shall have the same meaning as contained in the declarations of condominium for the projects which are subject to governance by the Corporation.

**ARTICLE II. PURPOSE AND POWERS**

**Section 1. Purpose.** The purposes for which the Corporation is organized are (a) to provide an entity for the operation and governance of one or more separate and distinct condominium regimes ("Condominiums") located or to be located in a development area known as Cypress Pointe at Heron Bay, located upon lands in Broward County, Florida, said property being described in the various declarations of condominium for the applicable Condominiums, and (b) to operate and maintain the Master Condominium Association Property as may exist from time to time for the benefit of the Cypress Pointe at Heron Bay neighborhood ("Neighborhood"). The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

**Section 2. Powers.** The Corporation 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 these Articles.

The Corporation shall have all of the powers and duties contemplated in the declarations of condominium for the Condominiums and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominiums pursuant to the declarations of condominium therefor as may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominiums. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Condominium Assessments and Neighborhood Assessments against members as Unit Owners or Corporation members, as the case may be, to defray the costs, expenses and losses of a Condominium and to operate and maintain the Master Condominium Association Property, and to make such other assessments against Unit Owners or Corporation members, as the case may be, as the declarations of condominium for the Condominiums shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the declarations of condominium for the Condominiums.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the declarations of condominium for the Condominiums.

(c) To maintain, repair, replace and operate all Condominium Property and the Master Condominium Association Property.

Audit No. H04000222679 3

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property and the Master Condominium Association Property.

(f) To make and amend reasonable rules and regulations.

(g) To perform such functions as may be specified in the declarations of condominium for the Condominiums and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the declarations of condominium for the Condominiums, these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.

(i) To employ personnel to perform the services required for proper operation of the Condominiums.

(j) To lease, maintain, repair and replace the Common Elements as same are defined in the declarations of condominium for the Condominiums.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Condominium Common Expenses or Neighborhood Common Expenses (as the case may be).

(l) To purchase a Unit or Units of a Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.

(m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the Condominium Property and the Master Condominium Association Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners and Corporation members, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the various Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property.

#### **ARTICLE III. DEVELOPER**

WCI COMMUNITIES, INC., a corporation organized under the laws of Delaware, is the developer of the Neighborhood and the Master Condominium Association Property.

#### **ARTICLE IV. TERM**

Audit No. H04000222679 3

The term for which this Corporation shall exist shall be perpetual. In the event the Corporation is dissolved, the Corporation shall ensure that the maintenance of the surface water management system, which is a Common Element as defined in the declarations of condominium for the Condominiums, is delegated, transferred or assigned to a similar not-for-profit corporation.

#### ARTICLE V. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Robert S. Freedman  
Carlton Fields, P.A.  
Corporate Center Three at International Plaza  
4221 W. Boy Scout Boulevard  
Tampa, Florida 33607-5736

#### ARTICLE VI. OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. Unless otherwise provided in the By-Laws, the officers of this Corporation shall be elected for a term of 1 year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Corporation. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

Douglas C. Delano	President
Mark Smietana	Vice President
Sylvia Keith	Secretary-Treasurer

#### ARTICLE VII. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Corporation is transferred to Unit Owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association. Commencing with transfer of control, directors shall be elected in accordance with the By-Laws.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Douglas C. Delano	11575 Heron Bay Boulevard Coral Springs, FL 33076
Mark Smietana	11575 Heron Bay Boulevard Coral Springs, FL 33076
Sylvia Keith	2020 Clubhouse Drive

Audit No. H04000222679 3

Sun City Center, FL 33573

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Developer shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Corporation until such time as the Developer is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Corporation. The Developer shall be entitled to elect or designate all of the directors of the Corporation as long as members other than the Developer own less than 15% of the Units that will be operated ultimately by the Corporation. Corporation members other than the Developer, at such time as such Unit Owners own 15% or more of the units subject or potentially subject to governance by the Corporation, are entitled to elect not less than one-third of the members of the Board of Directors. Corporation members other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors: (a) 3 years after 50% of the Neighborhood units that will be operated ultimately by the Corporation have been conveyed to purchasers; (b) 3 months after 90% of the Neighborhood units that will be operated ultimately by the Corporation have been conveyed to purchasers; (c) when all the Neighborhood condominium units that will be operated ultimately by the Corporation have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; (d) when some of the Neighborhood condominium units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or (e) 7 years after recordation of the first declaration of condominium for a Condominium to be governed by the Corporation.

#### ARTICLE VIII. BY-LAWS

The By-Laws of the Corporation shall be attached as an exhibit to the declarations of condominium for the Condominiums and shall be adopted by the first Board of Directors.

#### ARTICLE IX. MEMBERS

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of units in the Condominiums. Transfer of unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If unit ownership is vested in more than one person then all of the persons so owning said unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

#### ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Corporation, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Corporation, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

Audit No. H04000222679 3

(c) 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 a majority of the votes of all members of the Corporation entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the condominium documents without the written consent of the Developer.

#### **ARTICLE XI. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be at 11575 Heron Bay Boulevard, Coral Springs, Florida 33076, or at such other place or places as may be designated from time to time.

#### **ARTICLE XII. REGISTERED OFFICE AND AGENT**

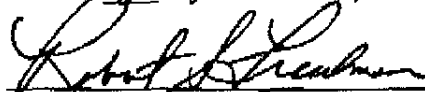
The street address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

Vivien N. Hastings  
24301 Walden Center Drive  
Bonita Springs, Florida 34134

#### **ARTICLE XIII. INDEMNIFICATION**

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 8<sup>th</sup> day of November, 2004.

  
Robert S. Freedman, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of November, 2004, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation of CYPRESS POINTE AT HERON BAY MASTER CONDOMINIUM ASSOCIATION, INC. He is personally known to me.

11/08/2004 12:58 FAX

CARLTONFIELDS-TPA

007/007

Audit No. H04000222679 3

My Commission Expires:

(AFFIX NOTARY SEAL)



Margaret R. Keenan  
(Signature)

Name \_\_\_\_\_

(Legibly Printed)

Notary Public, State of Florida

\_\_\_\_\_  
(Commission Number, if any)

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for CYPRESS POINTE AT HERON BAY MASTER CONDOMINIUM ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

Vivien N. Hastings  
Vivien N. Hastings

2004 NOV - 8 AM 8:29  
ALLAHASSEE FLORIDA