

N95000001488

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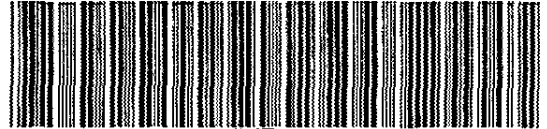
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DIVISION OF CORPORATIONS  
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Amended & Restated  
LFT  
1-23-04



**GABLES  
PROPERTY  
MANAGEMENT  
INC.**

*Reply To:*

Linda J. O'Donnell  
(954)349-8777 x 107  
[Linda@gablesproperty.com](mailto:Linda@gablesproperty.com)

November 12, 2003

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: The Islands at Weston Maintenance Association, Inc.  
Document Number N95000001488

Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Incorporation for The Islands at Weston Maintenance Association, Inc., along with our firm's check in the amount of \$35.00 for the filing of this amendment.

Your prompt attention to this matter is appreciated.

Very truly yours,  
On behalf of the Board of Directors

Linda J. O'Donnell  
Property Manager

Weston Office:  
3300 Corporate Avenue  
Suite 110  
Weston, Florida 33331  
Telephone: 954-349-8777  
Facsimile: 954-349-8877

◆  
Fisher Island Office:  
One Fisher Island Drive  
Fisher Island, Florida 33109  
Telephone: 305-538-9477  
Facsimile: 305-538-7749

LJO/tf  
Encs.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 25, 2003

LINDA J. O'DONNELL, PROPERTY MANAGER  
3300 CORPORATE AVENUE, SUITE 110  
WESTON, FL 33331

SUBJECT: THE ISLANDS AT WESTON MAINTENANCE ASSOCIATION, INC.  
Ref. Number: N95000001488

We have received your document for THE ISLANDS AT WESTON MAINTENANCE ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6880.

Karen Gibson  
Document Specialist

Letter Number: 103A00063805



**GABLES  
PROPERTY  
MANAGEMENT  
INC.**

*Reply To:*

Linda J. O'Donnell  
(954)349-8777 x.107  
[Linda@gablesproperty.com](mailto:Linda@gablesproperty.com)

January 20, 2004

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
ATTN: Karen Gibson, Document Specialist

Re: Ref. No. N95000001488  
The Islands at Weston Maintenance Association, Inc.

Dear Ms. Gibson:

Pursuant to your letter of November 25, 2003 (Letter No. 103A00063805, a copy of which is enclosed), enclosed please a certificate containing the criteria outlined in your letter, along with the Amended and Restated Articles of Incorporation.

Please let me know if you require anything further.

Very truly yours,  
On behalf of the Board of Directors

Linda J. O'Donnell  
Property Manager

LJO/tf  
Encs.

Weston Office:  
3300 Corporate Avenue  
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RECEIVED  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2004 JAN 21 AM 11:15

**Amended and Restated**  
**ARTICLES OF INCORPORATION**

**OF**

**THE ISLANDS AT WESTON MAINTENANCE ASSOCIATION, INC.**

The undersigned Voting Members, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME; PRINCIPAL OFFICE OF ASSOCIATION**

The name of the corporation shall be THE ISLANDS AT WESTON MAINTENANCE ASSOCIATION, INC., which is hereinafter referred to as "the Association". The principal office of the Association shall be 3300 Corporate Avenue, Suite 110, Weston, Florida.

**ARTICLE II**

**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for The Islands, recorded (or to be recorded) in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain the Common Areas thereof for the benefit of the Owners who become Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Developer, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 these Articles and the Declaration including, without limitation, the power to borrow money (from the Developer or others) for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

## **ARTICLE III**

### **MEMBERS**

**Section 1. Membership.** Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a Member of the Association, provided that any such person or entity who merely holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

**Section 2. Voting Rights.** The votes of the classes of the Members of the Association shall be cast by their respective classes as follows:

**Class A.** Class A Members shall be all those owners, as defined in Section 1, with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify).

Class A Members located in a specific Neighborhood shall be entitled to elect from among themselves a Voting Member(s) in accordance with the By-Laws. Neighborhood meetings shall be governed by Roberts Rules (latest edition) to the extent not inconsistent with the Declaration or these Articles of Incorporation or By-Laws of the Association. Notwithstanding anything to contrary Class A Members shall be entitled to vote on issues as provided for in the governing documents.

Voting members elected by Class A Members shall serve one (1) year terms (but may succeed themselves) or until their successors are duly elected or appointed by the Board of Directors as outlined in the By-Laws.

**Class B.** The Class B Voting Member shall be the Developer, or a representative thereof designated by it in a written notice to the Association, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast by the Class A Voting Members. Such Class B Voting Member may be removed and replaced by the Developer in its sole discretion. The Class B Membership shall cease and terminate (and convert to a Class A Membership) as and when provided in the Declaration.

**Section 3. Meetings of Voting Members.** The By-Laws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting.

**Section 4. General Matters.** When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum exists) and not of the Members themselves (or their Lots) or of the individual Voting Members themselves.

**ARTICLE IV**

**CORPORATE EXISTENCE; APPROVAL OF CERTAIN ACTS**

The Association shall have perpetual existence.

Any of the following actions may be taken by the Association only upon the Affirmative vote of two-thirds (2/3rds) of each class of Members: the mortgaging, conveyance or dedication of Common Areas, or the merger, consolidation or dissolution of the Association. Upon any such dissolution, the assets of the Association shall be conveyed to another association or a public agency having purpose similar to those of the Association.

**ARTICLE V**

**BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed and conducted by a Board of Directors or no fewer than three (3) nor more than nine (9) members as determined by the Board from time to time, same to be elected according to Section 2, below.

**Section 2. Election of Directors.** Except as otherwise provided herein and for the first Board of Directors and their Developer-appointed replacements, directors shall be elected by the Voting Members of the Association at a meeting of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors and voting members. All directors and voting members shall be members of the Association residing in the Properties or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Class B Voting Member shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association, without the necessity of a vote.

**Section 3. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
David B. Messeroll	1200 Weston Road, Fort Lauderdale, Florida
Thomas Siegal	1200 Weston Road, Fort Lauderdale, Florida
Roy G. Paskow	1200 Weston Road, Fort Lauderdale, Florida

Section 4. Vacancies. If a director or voting member shall for any reason cease to be a director or voting member, the By-Laws will govern the procedure for replacement.

Section 5. Term of Office. Directors designated by the Class B Voting Member shall serve until same is removed by the Class B Voting Member or until same become legally incapacitated from serving in such position. Directors elected by Class A Voting Members shall serve one (1) year terms commencing on the first day of the calendar year following their election (but may succeed themselves) or until their successors are duly elected and have qualified)

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, one or more Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. An individual may hold duplicate offices simultaneously, however in no even may one person hold the office of President and Secretary at the same time.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<u>President:</u> David B. Meseroll, Jr.	1200 Weston Road Ft. Lauderdale, Florida 33326
<u>Vice President:</u> Thomas Siegal	1200 Weston Road Ft. Lauderdale, Florida 33326
<u>Secretary-Treasurer:</u>  Roy G. Paskow	  1200 Weston Road Ft. Lauderdale, Florida 33326



**ARTICLE VII**

**BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

**ARTICLE VIII**

**AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided, however, (i) that to the maximum extent lawful the Developer may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Developer and (ii) the vote required to amend these Articles shall be 75% of the votes of the total votes of the Voting Members. In such case, the Class B Voting Members shall have the same number of votes as it would were the Developer a Class A Member.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

**ARTICLE IX**

**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Name

Address

Charles W. Edgar, III

3300 PGA Boulevard, Suite 500  
Palm Beach Gardens, FL 33410

## ARTICLE X

### INDEMNIFICATION

Section 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 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 such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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 or did act in a manner which he believed to be not in or opposed to the best interests of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 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 Section 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 incurred by him in connection therewith.

Section 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 through all available appeals 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 in this Article.

Section 4. The indemnification provided by this Article 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 his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. 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.

Section 6. The provisions of this Article X shall not be amended.

**ARTICLE XI**

**REGISTERED AGENT**

Until changed Harry Rosen, Esq., shall be the registered agent of the Association and the registered office shall be at 2500 Weston Road, Weston Florida

IN WITNESS WHEREOF, the said Voting Members has hereunto set their hand this 16<sup>th</sup> day of OCTOBER, 2003.

Kenneth Richenstein KENNETH RICHENSTEIN  
Amy Mellinger Amy Mellinger  
Alvin Goldstein Alvin Goldstein  
Patricia A. Salas Patricia A. Salas

IN WITNESS WHEREOF, the said Secretary has hereunto set their hand this 16<sup>th</sup> day of OCTOBER, 2003.

Joyce Raiman  
Secretary

STATE OF FLORIDA

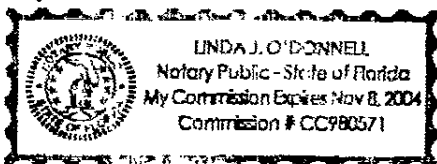
COUNTY OF BROWARD

The foregoing instrument was acknowledge before me this 16<sup>th</sup> day of OCTOBER 2003 by: Kenneth Richenstein, Amy Mellinger, Alvin Goldstein, Patricia Salas and Joyce Raiman

who <sup>is</sup> personally know to me and who did not take an oath.

[Signature]  
Notary Public

Notary Seal



STATE OF FLORIDA

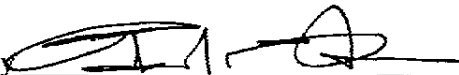
COUNTY OF BROWARD

**CERTIFICATE**

BEFORE ME, the undersigned authority, personally appeared GLEN OLSON, who, after being first duly sworn, deposed and said:

1. My name is Glen Olson and I am the President of The Islands at Weston Maintenance Association, Inc.
2. The Restated Articles of Incorporation were adopted by unanimous vote of the Voting Members of the Association on the date signed, to-wit: October 16, 2003.
3. The Restated Articles of Incorporation do not require member approval.
4. The Restated Articles of Incorporation contain the signatures of all four (4) Voting Members of the Association, which constitutes 100% quorum of the Voting Members.
5. The individuals originally designated at the time of incorporation are listed in the Restated Articles of Incorporation as the initial directors.
6. I am signing this Affidavit as the President of The Islands at Weston Maintenance Association, Inc. The signatures found on the Restated Articles of Incorporation are those of Kenneth Richenstein, Treasurer; Amy Mellinger, Director; Alvin Goldstein, Vice President; Patty Salas, Director; and Joyce Raiman, Secretary.

The Islands at Weston Maintenance Association, Inc.

By   
Glen Olson, President

SWORN TO AND SUBSCRIBED before me this 16 day of January, 2004, by GLEN OLSON, as President of The Islands at Weston Maintenance Association, Inc. who ✓ is personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

Notary Seal

