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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: NEYSA RICH
PHONE: (305) 761-1404
FAX: (305) 761-1489
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: BIRCH POINTE CONDOMINIUM INC
FAX AUDIT NUMBER: H96000003527
DATE REQUESTED: 03/13/1996
CERTIFIED COPIES: 1
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03/13/86 17:15 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 13, 1996

BRADY & COKER

FT. LAUDERDALE, FL 33316

SUBJECT: BIRCH POINT CONDOMINIUM INC.
REF: W96000005555

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

PLEASE RE-FAX PAGES 2, 3 4 AND 5.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

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03/15/96 14:51 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

March 15, 1996

BRADY & COKER

FT. LAUDERDALE, FL 33316

SUBJECT: BIRCH POINT CONDOMINIUM INC.

REF: W96000005555

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please fax page designating registered agent and acceptance statement.

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 (904) 487-6937.

Jerri Weinmann
Staff Assistant

FAX Aud. #: H96000003527
Letter Number: 296A00011579

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SECRETARY OF STATE
TALLAHASSEE, FL**ARTICLES OF INCORPORATION****OF****BIRCH POINTE CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby establishes the following for the purpose of becoming a non-profit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

ARTICLE I

The name of the corporation shall be: **BIRCH POINTE CONDOMINIUM ASSOCIATION, INC.**, which corporation shall hereinafter be referred to as the "Association."

ARTICLE II
Purpose

The purposes and objects of the Association shall be to administer the operation and management of the condominium to be established in accordance with the Condominium Act of the State of Florida and pursuant to the development plans set forth in the Declaration of Condominium, upon or within the property located in Broward County, Florida; to undertake the performance of the acts and duties incident to the administration of the operation of management of said condominium in accordance with the terms, provisions, conditions and authorizations contained in the formal Declaration of Condominium which shall be recorded in the Public Records of Broward County, Florida, at the time that said property and the improvements now or hereafter situate thereon are submitted to condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium and, further, to foster a fine residential community throughout the area of the development

ARTICLE III
Powers

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, except as limited by these Articles and any attendant Declaration of Condominium, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including but not limited to the following:

- (a) To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements and condominium property as said terms may be defined in the Declaration of Condominium to be recorded.
- (b) To make and collect assessments against the members of the Association to defray the costs, expenses and losses of the Condominium and the Association.
- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To undertake the maintenance, repair, replacement and operation of the condominium known as Birch Pointe Condominium and properties of the condominium or property leased by the Association for the benefit of its members.

Richard G. Coker, Jr., Esquire
Brady & Coker
1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316
Florida Bar No. 338842

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- (e) To purchase insurance upon the properties and insurance for the protection of the Association and its members.
 - (f) To reconstruct the condominium improvements after casualty and construct further improvements of the condominium properties.
 - (g) To make reasonable rules and regulations respecting the use of the properties of the condominium.
 - (h) To approve or disapprove the leasing and transfer of ownership of units as may be provided by the Declaration of Condominium and the By-Laws.
 - (i) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-laws of the Association and the rules and regulations for the use of the properties of the condominium.
 - (j) To contract for the management of the condominium properties, and to delegate all management powers and duties to a qualified person, firm or corporation, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or of the membership of the Association.
 - (k) To contract for the management and operation of portions of the common elements susceptible to separate management and operation, and to lease the same.
 - (l) To employ personnel necessary to perform the services required for the proper operation of the condominium and the Association.
 - (m) To enter into, as lessee, leases for property to be used as recreational facilities and to make and collect assessments against members to defray the cost of taxes, maintenance, repair, rental and operation of the land and improvements thereon.
 - (n) To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land of the condominium, all to be for the use or benefit of the members of the Association. This shall include but not be limited to leases for recreational and community facilities.
3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.
4. The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.
5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

Members

1. The members of the Association shall consist of all of the record owners of all of the condominium units comprising the Condominium known as Birch Pointe Condominium.
2. Transfer of membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, of a Deed establishing a record title to a

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condominium unit and the delivery to the Association of a certified copy of such instrument; and the owner or owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior owner or owners shall thereby be simultaneously terminated. Anything to the contrary herein notwithstanding, a person cannot become a member of the Association unless all provisions of the Declaration or Condominium had been complied with by said member.

3. The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to his or her condominium unit.

4. The members of the Association, singularly or collectively, shall be entitled to only one vote for each condominium unit owned by them, respectively. The exact manner of exercising the voting rights when there are two or more owners of a condominium unit shall be determined by the By-laws of the Association.

ARTICLE V **Directors**

1. The affairs of the Association shall be managed by a Board consisting of the number of directors as shall be determined by the By-laws of the Association, but such number shall not be less than three (3). In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

3. The first election of the Directors by the membership of the Association shall not be held until 15% or more of the units that will be operated ultimately by the Association have been conveyed to Purchasers other than the Developer, or until the Developer shall voluntarily call an election, whichever shall first occur. At such time as 15% or more of the units that will be operated ultimately by the Association have been conveyed to Purchasers other than the Developer, the unit owners shall be entitled to elect 1/3 of the Board of Directors of the Association. Thereafter, the unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors three years after 50% of the units that will ultimately be operated by the Association have been conveyed to purchasers, or three months after sales have been closed by the Developer of 90% of the units that will be operated ultimately by the Association or when all of the units that will be operated ultimately by the Association 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, or when some of the 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 seven (7) years after recordation of the Declaration of Condominium, whichever of these events shall first occur; provided, however, that the Developer shall be entitled to elect not less than one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least 5% of the units subject to the control of the Association.

4. The directors herein named shall serve until the first election of the directors by Association members, and any vacancies in their numbers occurring before the first election shall be filled by the remaining directors.

5. The names and addresses of the members of the first Board of Directors who shall hold office until their respective successors are elected and have qualified, or until removed, are as follows:

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<u>Name</u>	<u>Address</u>
MICHAEL A. SHIFF	2701 West Oakland Park Boulevard, Suite 300 Fort Lauderdale, FL 33311
- JAMES C. BRADY	1318 Southeast 2nd Avenue Fort Lauderdale, FL 33316
RICHARD G. COKER, JR.	1318 Southeast 2nd Avenue Fort Lauderdale, FL 33316

ARTICLE VI Officers

The affairs of the Association shall be administered initially by the officers named in these Articles of Incorporation. After the Developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and such officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association, are as follows:

<u>Name and Address</u>	<u>Office</u>
MICHAEL A. SHIFF 2701 West Oakland Park Boulevard Suite 300 Fort Lauderdale, FL 33311	President
JAMES C. BRADY 1318 Southeast 2nd Avenue Fort Lauderdale, FL 33316	Treasurer
RICHARD G. COKER, JR. 1318 Southeast 2nd Avenue Fort Lauderdale, FL 33316	Secretary

ARTICLE VII Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings 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 at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII By-laws

The first By-laws of the Association shall be adopted by the Board of Directors named herein, and the same shall be altered, amended or rescinded, if at all, in the manner therein provided.

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ARTICLE IX
Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by at least twenty-five percent (25%) of the members of the Association or at least one (1) of the Directors. Directors and members not present in person or by proxy at the meetings considering the amendment may express their respective approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote of at least two-thirds (2/3) of the voting representatives of all units in the Condominium.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members without approval in writing by all members of the Association.

4. A copy of each amendment to the Articles of Incorporation, as approved, shall be filed with the office of the Secretary of State and recorded in the Public Records of Broward County, Florida.

5. In the event the Developer holds condominium units for sale in the ordinary course of business, none of the following actions may be taken without approval, in writing, by the Developer:

(a) Assessment of the Developer as a unit owner for capital improvements.

(b) Any action by the Association that would be detrimental to the sales of units by the Developer.

Notwithstanding the foregoing provisions of this Article IX, until the Developer has relinquished control of the Association as hereinabove provided, no amendments of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE X
Term

This Association shall have perpetual existence.

ARTICLE XI

Unless otherwise specifically provided, all definitions set forth in the Declaration of Condominium for the Birch Pointe Condominium shall apply to these Articles of Incorporation.

ARTICLE XII
Incorporator

The name and post office address of the incorporator of these Articles of Incorporation is:

Name

ROBERT C. COKER, JR.

Address

1318 Southeast 21st Avenue
Fort Lauderdale, Florida 33316

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ARTICLE XIV
Registered Agent

The initial registered agent of the Association shall be RICHARD G. COKER, JR., ESQUIRE.

ARTICLE XIV
Initial Address

The initial address of the Association shall be 2701 West Oakland Park Boulevard, Suite 300, Fort Lauderdale, FL 33311.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal and acknowledgment to the foregoing Articles of Incorporation this 18th day of March, 1996, which Articles shall be filed in the Office of the Secretary of State.

Signed, sealed and delivered in the presence of:

C. F. Johnston
Witness Signature
C. F. Johnston
Printed Name
Theresa Montgomery
Witness Signature
Theresa Montgomery
Printed Name

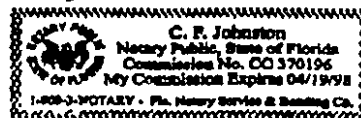
Richard G. Coker, Jr.
Richard G. Coker, Jr.

STATE OF FLORIDA :
: SS.
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared RICHARD G. COKER, JR., who, being first duly cautioned and sworn, deposes and says that the foregoing is true and correct to the best of his knowledge, information and belief.

The foregoing instrument was acknowledged before me this 18th day of March, 1996, by RICHARD G. COKER, JR., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

C. F. Johnston
Signature of Notary or Officer



Notarial Seal (stamped in black ink)
OR

Printed Name of Notary Public
State of Florida Commission Number.

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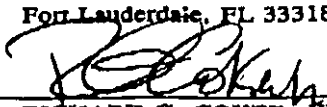
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STATE OF FLORIDA
DEPARTMENT OF STATECertificate Designating Place of Business or Domicile for the Service
of Process Within This State, Naming Agent Upon Whom Process May Be
Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

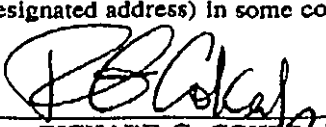
BIRCH POINTE CONDOMINIUM ASSOCIATION, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2701 West Oakland Park Boulevard, Suite 300, in the City of Fort Lauderdale, County of Broward, State of Florida, has named RICHARD G. COKER, JR., located at 1318 Southeast 2nd Avenue, in the City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME/TITLESPECIFIC ADDRESSMICHAEL A. SHIFF
President/Director2701 West Oakland Park Boulevard
Suite 300
Fort Lauderdale, FL 33311DIRECTORSSPECIFIC ADDRESSJAMES C. BRADY
Treasurer/Director1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33318RICHARD G. COKER, JR.
Secretary/Director1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33318By: RICHARD G. COKER, JR.
(corporate director)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

By: RICHARD G. COKER, JR.
(Resident Agent)S:\PAYE\WPS\DOCS\HISTORICAL\A-1
S:\PAYE\WPS\DOCS\HISTORICAL\A-1
03/18/96
Net 3/15/96

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