

N96000005041

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
RANDY J. NATHAN
JASON E. PERLMAN

Sept. 24, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: New Filing Section

RE: EL PRADO HOMEOWNERS' ASSOCIATION, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$35.00	
Certified Copy	52.50	
Registered Agent Designation	35.00	
		500001957995
		-09/26/96--01063--014
		****122.50 ****122.50

Total Due \$122.50

Please file the enclosed Articles of Incorporation and provide a certified copy to the undersigned as soon as possible and I thank you in advance for your prompt attention to this matter.

Sincerely,

FRANK, EFFMAN & WEINBERG, P.A.

Steven A. Weinberg/KR
Steven A. Weinberg,
for the Firm

SAW/km

Encls.

Kathy Nathan GAVE
AUTHORIZATION BY PHONE TO
CONNECT OFF. addresses
DATE 10-1-96
DOW EXAM *KR*

FILED
96 SEP 26 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-1-96
KR

ARTICLES OF INCORPORATION
OF
EL PRADO HOMEOWNERS' ASSOCIATION, INC.

FILED
96 SEP 25 11:11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate to form a corporation not-for-profit pursuant to the Laws of the State of Florida and Chapter 617 of the Florida Statutes and adopt the following Articles of Incorporation.

PREAMBLE

EL PRADO Homeowners' Association, Inc., a Florida not-for-profit corporation ("Declarant") owns certain property in Palm Beach County, Florida (the "Property"), and intends to execute and record a Declaration of Covenants and Restrictions of EL PRADO Homeowners' Association (the "Declaration") which will affect the Property. this association is being formed as the Association to administer the Declaration, and to perform the duties and exercises the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Palm Beach County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and to the By-Laws of the Association.

ARTICLE I

NAME

The name of the corporation shall be "EL PRADO HOMEOWNERS' ASSOCIATION, INC.", a Florida Corporation not-for-profit (hereinafter referred to as the "Association"). The address of the principal place of business of the corporation shall be 2024 S.E. 5th Street, Deerfield Beach, Florida 33062 and the mailing address shall be the same.

ARTICLE II

PURPOSES

The purposes of the Association are to acquire title to, own, operate, maintain and preserve the Property set forth in Exhibit "A" attached hereto.

ARTICLE III

POWERS AND DUTIES

The Association shall have all of the powers given to corporations not-for-profit by the Florida Statutes and common law of the State of Florida and all of the powers expressly conferred upon it by the EL PRADO HOMEOWNERS' ASSOCIATION, INC., Declaration of Covenants, Conditions and Restrictions which will be recorded among the Public Records of Palm Beach County, Florida (hereinafter referred to as the "Declaration") together with all powers necessary to fulfill both such stated powers and the duties expressly given to it in such Declaration. These powers include, but are not limited to, the power to:

A. Maintain, repair, improve and insure the Common Easement Areas, landscaping, buffer wall private roadways, walkways, boat dock, recreational facilities and exterior of the improvements.

B. Make and collect assessments from its members.

C. Pay all Association expenses.

D. Acquire title to and exercise all rights of ownership in and to any real or personal property.

E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains.

F. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.

ARTICLE IV

MEMBERS

1. Every record owner of a fee interest in any residential parcel (hereinafter, a "Lot") which is subject to assessment by the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot.

2. Change of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a Lot and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such

dood or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his residential Lot.

4. There shall be one (1) class of membership consisting of all Lot Owners. Each Lot whose owners are members shall be entitled to one (1) vote at members' meeting.

5. The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall provide for special meetings.

ARTICLE V

BOARD OF DIRECTORS

1. The Property, Business and Affairs of the Association shall initially be managed by a Board of not less than four (4) Directors.

2. Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

3. Quorum at a Board of Directors meeting shall be as set forth in the By-Laws of the Association.

ARTICLE VI

OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

NESTOR HUGO BURSZTEIN 2300 S.E. 7th Drive, Pompano Beach, FL 33062	President
MARCOS GERSBERG 2284 S.E. 13th Street, Pompano Beach, FL 33062	Vice-President
MARCOS GERSBERG	Secretary
	Treasurer

ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be amended as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.

2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

3. Except as otherwise provided in the By-Laws, the amendment must be approved, either in person or by proxy by all of the membership of the Board of Directors and all the Association's members.

4. No amendment may change the qualifications for membership in the Association.

5. A copy of the amendment shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended as follows:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, directing that it be submitted to a vote at any annual or special meeting of members.

2. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members, 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. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereat shall be taken on the proposed amendment. The proposed amendment must be approved, either in person or by proxy by all of the membership of the Board of Directors and all of the

Association's members.

4. In lieu of the above, if all of the Directors and Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted, or, instead, the members alone may adopt an amendment at any meeting for which notice of the change being made has been given.

5. A copy of the amendment shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the written consent of all of the members, or three-fourths (3/4) of any Institutional Mortgagees (as that term is defined in the Declaration of Covenants, Restrictions and Easements for EL PRADO HOMEOWNERS' ASSOCIATION, INC.).

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

1. To any municipal or governmental authority which is willing to accept such assets; and if none, then

2. To the members in such proportions as they agree upon or, failing such agreement, in such proportions as are determined by a court having jurisdiction thereof.

ARTICLE X

SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

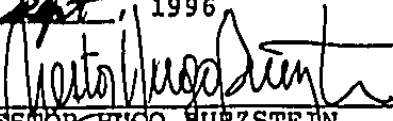
NESTOR HUGO BURZSTEIN
2nd Floor
8000 Peters Road
Plantation, Fl 33324

ARTICLE XI

RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process, shall be Steven A. Weinberg, Esquire, who address within the State of Florida is: 8000 Peters Road, Plantation Florida 33324.

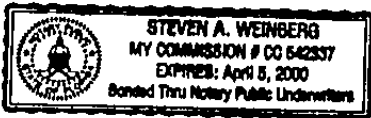
IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation for the purpose of forming the Association this 23rd day of Sept, 1996



NESTOR HUGO BURZSTEIN,
Sole Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared NESTOR HUGO BURZSTEIN, who after being duly cautioned and sworn, upon his respective oath deposes and says that he is a party to the foregoing Articles of Incorporation and acknowledged the said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out, and is personally known to me or produced a Florida Drivers License as identification, on this 23rd day of September, 1996.





Notary Public, State of Florida

My commission expires:

Steven A. Weinberg

Name of Notary Public

Certificate designating place of business or domicile for the Service of Process within Florida, naming Agent upon whom process may be served.

In compliance with Florida Statutes, the following is submitted:

That EL PRADO HOMEOWNERS' ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 2024 S.E. 5th Street, Deerfield Beach, Florida 33062, has named STEVEN A. WEINBERG, ESQ., located at 8000 Peters Road, Plantation, Florida 33324 to accept Service of Process within Florida.

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.



(Registered Agent)

DATE: 9/25 1996

FILED
96 SEP 26 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EL PRADO HOMEOWNERS' ASSOCIATION, INC.

EXHIBIT "A"

LEGAL DESCRIPTION OF PROPERTY
TO BE OWNED BY CORPORATION

LOTS 5,7, 8 and 9 of DEERFIELD BEACH, according to
the Plat thereof, as recorded in Plat Book 4, Page
4 of the Public Records of Broward County, Florida.

FILED
96 SEP 26 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE LAW FIRM OF
FRANK - EFFMAN - WEINBERG, P.A.
8000 PETERS ROAD • PLANTATION, FL 33324