



N 97000006957

ACCOUNT NO. : 072100000032

REFERENCE : 634978 83648A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : December 15, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 634978-005

CUSTOMER NO: 83648A

CUSTOMER: Michael Heidt, Esq
MICHAEL P. GABLE, ESQ

000002371690--5

Suite 735 S
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: SAN MARINO VILLAGE
HOMEOWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
XXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
97 DEC 15 PM 3:12

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ARTICLES OF INCORPORATION OF
SAN MARINO VILLAGE HOMEOWNERS' ASSOCIATION, INC.

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The undersigned subscribers, desiring to form a corporation, not for profit, under chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

SAN MARINO VILLAGE HOMEOWNERS' ASSOCIATION, INC.
(Hereinafter referred to as the "Association")

ARTICLE II

The street address of the initial principal office of the Association shall be:

1201 Johnson Street, Hollywood, Florida 33019

ARTICLE III

Terms used herein shall have the meanings ascribed to them in the Declaration referred to below, unless the context indicates otherwise.

ARTICLE IV

The purposes for which the Association is formed are:

1. To promote the common good, health, safety and general welfare of all of the Owners;
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the San Marino Village Declaration of Covenants, Restrictions and Easements (the "Declaration") as amended and supplemented from time to time and recorded in the Public Records of Broward County, Florida (the definitions of which are incorporated herein by reference);
3. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and such purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not to a substantial degree engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided interest in any Residence which is subject under the Declaration to Assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation and excluding contract purchasers, shall be a Member of the Association. Membership shall be appurtenant to and may not be separate from ownership of a Residence which is subject to Assessment by the Association. The membership shall also be divided into the classes set forth below:

The Association shall have two (2) classes of voting Members as follows:

Class A. Class A Members shall originally be all Owners with the exception of the Declarant for so long as there exists Class B Membership. Class A Members shall be entitled to one (1) vote for each Residence which is subject to Assessment, as further provided in the Declaration. The Declarant shall become a Class A member with regard to Residences owned by the Declarant upon the termination of the Declarant's Class B Membership as provided below.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to twenty (20) votes for each Residence owned by the Declarant. The Class B Membership shall cease and be converted to Class A Membership upon the first to occur of any of the following: a) the arrival of five years from the date of recording of the Declaration; b) the arrival of three (3) months after ninety percent (90%) of the Residences have been conveyed to Members other than the Declarant; c) the arrival of such other time or event as is set forth in the Declaration or By-Laws in order to comply with the requirements of any governmentally chartered entity with regard to mortgage

financing of parcels or d) thirty (30) days after the Declarant elects to terminate the Class B Membership; whereupon the Class A Members shall assume control of the Association and elect the Board of Directors.

ARTICLE VI

The Association shall have a perpetual existence.

ARTICLE VII

The affairs of the Association shall be managed by a Board of Directors of not less than three (3) persons.

The names and addresses of the members of the first Board of Directors of the Association (which shall be three), who shall hold office until the first election thereafter are as follows:

<u>Name</u>	<u>Address</u>
Albert Reibel	1201 Johnson Street Hollywood, Florida 33019
Leslie J. Blumberg	1201 Johnson Street Hollywood, Florida 33019
Nancy Stone	1201 Johnson Street Hollywood, Florida 33019

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by Members of the Association at the annual meeting of the Membership as provided in the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for the removal from office of Directors. Only Members of the Association, or authorized representatives, officers, employees or corporate members of the Declarant (or its general partner) may be Directors.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII

The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Association, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors for a term of one year, to be extended until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Association, who shall hold office until successors are duly elected and have taken office, shall be as follows:

Albert Reibel, President	1201 Johnson Street Hollywood, Florida 33019
Leslie J. Blumberg Secretary/Treasurer	1201 Johnson Street Hollywood, Florida 33019
Nancy Stone Vice President/ Assistant Secretary	1201 Johnson Street Hollywood, Florida 33019

ARTICLE IX

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or any special meeting duly called for such purpose, upon the vote of the Members as provided in the By-Laws, except that the initial By-Laws of the Association shall be made and adopted by the first Board of Directors. So long as the Class B Membership exists, no amendment may be made to the By-Laws without the consent of the Declarant.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors or Members of the Association holding thirty percent (30%) of the voting rights in the Class A Membership. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of seventy five percent (75%) of the entire membership present, or by proxy, at a meeting at which a quorum is present. So long as the Class B Membership exists, no amendments may be made to these Articles without the consent of the Declarant.

ARTICLE XI

The names and addresses of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Albert Reibel	1201 Johnson Street Hollywood, Florida 33019
Leslie J. Blumberg	1201 Johnson Street Hollywood, Florida 33019
Nancy Stone	1201 Johnson Street Hollywood, Florida 33019

ARTICLE XII

The Association shall indemnify or bond any person who was or is a party or is threatened to be made a party at any threatened, pending or contemplated 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, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless a) a court of competent jurisdiction determines 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 in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, that he had no reason or cause to believe his conduct was unlawful; b) such court further specifically determines that the 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 and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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 hereinabove or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under the first paragraph of this Article XII (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, employee or agent is proper in the circumstances because he has met the applicable standards set forth hereinabove. 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 a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount less it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XII.

The indemnification provided in this Article shall not be exclusive of any other right to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, both as to actions in his official capacity while holding such office or otherwise, and shall continue as to a person who ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

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.

ARTICLE XIII

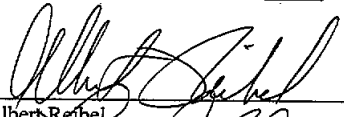
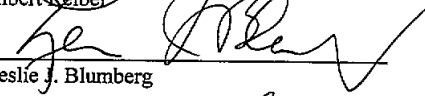
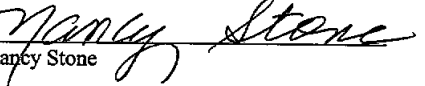
The initial registered office of this corporation shall be at 4000 Hollywood Blvd., Suite 735 South, Hollywood, Florida 33020.

The Resident Agent of the Association for purposes of accepting service of process shall be Michael Heidt, Esq., 4000 Hollywood Blvd., Suite 735 South, Hollywood, Florida 33020.

ARTICLE XIV

Upon dissolution of the Association, all of its assets shall be conveyed to another not-for-profit corporation, unincorporated association or public agency.

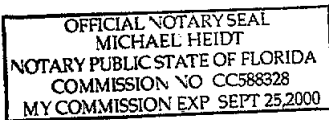
IN WITNESS WHEREOF, the said incorporators have hereto set their hands this 12th day of DECEMBER, 1997.


Albert Reibel

Leslie J. Blumberg

Nancy Stone

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ALBERT REIBEL LESLIE J. BLUMBERG AND NANCY STONE, to me personally known, or who produced _____ as identification and who did (did not) take an oath, who subscribed to the foregoing Articles of Incorporation and acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal in the State and County set forth above this 12th day of December, 1997.




Notary Public, State of Florida, at large
Michael Heidt
Printed Name of Notary
Commission No. _____
My Commission expires: _____

ACCEPTANCE

Having been named as registered Agent and designated to accept service of process for San Marino Village Homeowners' Association, Inc., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MICHAEL HEIDT
Date: December 12, 1997

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