



N/9900003834

FILED

99 JUN 22 PM 3:15

ACCOUNT NO. : 072100000032

REFERENCE : 282500 6435A

AUTHORIZATION :

Patricia Puyate

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 22, 1999

ORDER TIME : 10:40 AM

200002912322--9

ORDER NO. : 282500-005

CUSTOMER NO: 6435A

CUSTOMER: Craig J. Mandell, Esq
MOSKOWITZ MANDELL & SALIM,
MOSKOWITZ MANDELL & SALIM,
Suite 510
800 Corporate Drive
Fort Lauderdale, FL 33334

DOMESTIC FILING

NAME: GORDON SUBDIVISION PROPERTY
OWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PA 6/22/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 22 PM 1:20

RECEIVED

ARTICLES OF INCORPORATION

OF

GORDON SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

FILED

99 JUN 22 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

ARTICLE I

NAME

The name of the corporation shall be GORDON SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

DURATION

The term for which the Association is to exist shall be perpetual. Pursuant to §617.014, Florida Statutes, corporate existence of the Association shall commence the date of the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

All words and terms in these Articles not specifically defined herein shall have the same meaning as those defined terms set forth in that certain Declaration of Covenants, Conditions and Restrictions for Gordon Subdivision recorded or to be recorded in the Public Records of Seminole County, Florida (the "Declaration").

ARTICLE IV

PRINCIPAL OFFICE

The initial principal office of the Association is located at 4208 North 31st Avenue, Suite 3, Hollywood, FL 33021.

ARTICLE V

REGISTERED OFFICE AND AGENT

ALLEN GORDON, whose address is 4208 North 31st Avenue, Suite 3, Hollywood, FL 33021, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for among other things, the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organization under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration, and improvement of the Property and the Common Property.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. John's River Water Management District Permit No. 400-117-0372-ERP requirements and applicable District Rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against Members of the Association for the cost of maintenance and operation of the surface water or stormwater management system.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The Association shall have two (2) classes of voting membership:

(a) "Class A". Class A Members shall be all Owners, with the exception of the Declarant. Each Class A Member shall be entitled on all issues to one vote for each Lot in which such Member holds a fee simple interest.

(b) "Class B". The Class B Member shall be the Declarant and any successor to the Declarant who takes title to one or more Lots for the purpose of development and sale and to whom the Declarant assigns in a recorded writing all of the Class B votes. The Class B Member shall be entitled to five votes for each Lot in which it holds a fee simple interest. The Class B membership shall terminate and become converted to Class A membership on the happening of any of the following events, whichever occurs first: (a) when the total outstanding Class A votes in the Association equals or exceeds the total outstanding Class B votes; or (b) at such earlier time as Declarant, in its discretion, may so elect. The Declarant shall have a veto power over all actions of the Association and the Board of Directors of the Association. This veto power shall expire at such time that the Declarant, or his successors or legal assigns, no longer remains the owner of at least one Lot. No action authorized by the Association or the Board of Directors shall become effective nor shall any action, policy or program be implemented, until and unless the Declarant has waived its veto power or such veto power has expired. The foregoing veto power of the Declarant shall not extend or entitle the Declarant to veto the establishment of a reasonable budget for the Association or to veto the enforcement by the Association of the terms and provisions of the Declaration.

8.2 Multiple Owners. When more than one Person holds a fee simple interest in any Lot, all such Persons shall be Members, but the vote for such Lot shall be exercised only by that one Person designated in writing by a majority in interest of such lot Owners. If such Person designated in writing as the Person Entitled to Vote casts the vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of such Lot.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of three (3) directors who need not be Members. The initial Board (the "First Board") shall be comprised of three (3) members, but may be enlarged to as many as five (5) members by amendment to these Articles; provided that there shall always be an odd number of directorships created. The First Board shall be the Board of the Association until the "Turnover Date" (as hereinafter defined). The Declarant shall have the right to appoint, designate and elect all of the directors of the First Board. The Declarant has the right to substitute directors of the First Board and to appoint replacements in the event a vacancy is created on the First Board. The Declarant shall

relinquish its right to appoint directors and cause the First Board to resign on the Turnover Date. Thereupon, the Declarant shall cause all of its appointed directors to resign and the Members shall be entitled to elect Directors by a vote at a meeting of the Members. All such directors elected shall serve for a period of one year, and will be those directors receiving the most total votes. After the Turnover Date, a director may, for any reason deemed to be in the best interests of the Owners, be removed from office upon the affirmative vote of Owners entitled to cast a majority of votes. A meeting of the Owners to so remove a director shall be held upon the written request of 10% of the Owners. The names and addresses of the persons who are to act in the capacity of Directors, as the First Board, until the selection of their successors are:

<u>Name</u>	<u>Address</u>
ALLEN GORDON	4208 North 31st Avenue Suite 3 Hollywood, FL 33021
BRIAN GORDON	4208 North 31st Avenue Suite 3 Hollywood, FL 33021
ROBIN GORDON	6030 S.W. 116th Street Miami, FL 33156

The "Turnover Date" shall be the earlier to occur of either of the following events: (a) within sixty (60) days after the date Declarant no longer owns any portion of the Property; or (b) when Declarant elects to relinquish control of the Board.

ARTICLE X

OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice-Presidents, the Secretary and the Treasurer and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.

The Board shall elect the President, Secretary and Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board to replace such officers. The President shall be elected from amongst the membership of the Board, but no other officer need be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and a Vice-President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

The names of the officers who are to serve until the first election of officers by the Board are as follows:

PRESIDENT: Allen Gordon
VICE-PRESIDENT: Brian Gordon
SECRETARY: Brian Gordon
TREASURER: Robin Gordon

The Board shall have the power, in its sole discretion, to appoint one or more persons to serve on the Architectural Control Committee, and the Board may remove and replace any such persons from time to time.

ARTICLE XI

INDEMNIFICATION

11.1 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 whether civil, criminal, administrative or investigative or any settlement of any proceedings, or any appeal from such proceeding 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 of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudicated liable for gross negligence or willful misconduct provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest 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.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, 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 these Articles.

ARTICLE XII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws

ARTICLE XIII

AMENDMENTS

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

13.1 **Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of both Classes of Members, which may be either the annual or a special meeting.

13.2 **Notice.** Within the time and in the manner provided in the Bylaws for the giving notice of meetings to Members, written notice setting forth the proposed amendment or a summary of 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.

13.3 **Vote.** 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 at least 51 % of the total votes present in person or by proxy.

13.4 **Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 **Agreement.** If all of the Directors and all of the Members entitled to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.5 had been satisfied.

13.6 **Limitations.** No amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration.

13.7 **Filing.** A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Seminole County, Florida.

13.8 Notwithstanding the provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend, or alter the rights of Declarant, including the right to designate and select Directors of the First Board as provided herein, without the prior written consent thereto by Declarant; nor shall any amendment be made to

these Articles which shall materially impair or prejudice the rights or priorities of any institutional mortgagee without the prior written consent of such institutional mortgagee.

ARTICLE XIV

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
ALLEN GORDON	4208 North 31st Avenue Suite 3 Hollywood, Florida 33021

ARTICLE XV

NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

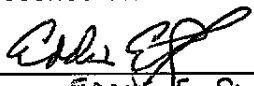
ARTICLE XVI

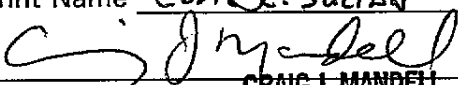
DISSOLUTION

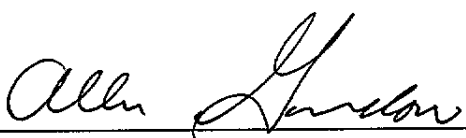
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. John's River Water Management District prior to such termination, dissolution, or liquidation.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 17 day of JUNE, 1999.

Signed, sealed and delivered
in the presence of:


Print Name EDDIE E. SULTAN

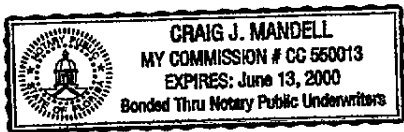

Print Name CRAIG J. MANDELL


ALLEN GORDON

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer fully authorized in the State and County aforesaid to take acknowledgements, personally appeared ALLEN GORDON, the subscriber described in the foregoing Articles of Incorporation, and he acknowledged and swore to the execution of the said Articles of Incorporation for the purposes therein expressed. He is personally known to me or () has produced _____ as identification and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of JUNE, 1999.



Craig J. Mandell
NOTARY PUBLIC, STATE OF FLORIDA

COMMISSION EXPIRATION DATE: 6/13/2000

(NOTARY SEAL)

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

GORDON SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 4208 N. 31 Ave., Suite 3, Hollywood, FL 33021, has named ALLEN GORDON, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Allen Gordon
ALLEN GORDON, Registered Agent

Dated: 6/17/99

99 JUN 22 PM 3:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA