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FLORIDA NON-PROFIT CORPORATION

WESTON MEDICAL AND PROFESSIONAL CAMPUS

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WESTON MEDICAL AND PROFESSIONAL CAMPUS MASTER ASSOCIATION, INC.**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, I, the undersigned, hereby incorporate this corporation not for profit for the purpose and with the powers hereinafter set forth and, to that end, I do, by these Articles of Incorporation, certify as follows:

ARTICLE I
DEFINITIONS

The following terms shall have the following meanings as used in the Articles of Incorporation, as amended:

"Articles" shall mean these Articles of Incorporation of the Weston Medical & Professional Campus Master Association, Inc..

"Association" shall mean the Weston Medical & Professional Campus Master Association, Inc.

"By-Laws" shall mean the by-laws of the Association.

"Campus Circle Entrance" shall mean the roadway entrance to be constructed on the lands described in the Access Easement.

"Common Area" shall mean and refer to the land described in Exhibit B to the Declaration containing the Campus Circle Entrance, Landscaping, Interior Roadways, Parking Areas and sidewalks.

"Development Area" shall mean the real property located in Broward County, Florida and described in Exhibit "A" to the Declaration and Exhibit "1" to the Joint Development Agreement signed by the members of the Association on August 5, 1999.

"Declaration" shall mean the Declaration of Restrictive Covenants and Conditions for Weston Medical and Professional Campus as initially filed and amended from time to time.

"Infrastructure" shall mean collectively the Campus Circle Entrance, the Interior Roadways, Curbs, Sidewalks and Parking Areas, Sanitary Sewer Lines, Water Lines, drainage Lines and the Landscaping.

"Landscaping" shall mean the Berms, Trees, Grass Areas and Shrubbery in the Development Area and in the offsite Windmill Ranch Development.

"Sanitary Sewer Lines" shall mean those sanitary sewer pipelines installed underground within the Development Area.

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H99000027934**ARTICLE II**
NAME

The name of this corporation shall be WESTON MEDICAL & PROFESSIONAL CAMPUS MASTER ASSOCIATION, INC., a Florida not-for-profit corporation. For convenience, the corporation shall be herein referred to as the Association, whose present address is 1290 Weston Road, Suite 300, Weston, Florida 33326.

ARTICLE III
PURPOSE

The purpose for which the Association is organized is to maintain, repair, replace and have the right to insure all infrastructure now existing or hereinafter constructed in the Common Areas of the Development area to the extent that they are not maintained by Indian Trace Community Development District or the City of Weston. The Association shall also have the power to own certain infrastructure or land should the members so agree. The Association is not intended to be, nor shall be deemed to be, a condominium association, within the meaning of Chapter 718 of the Florida Statutes, nor a homeowners association within the meaning of Chapter 617 of the Florida Statutes (as the association is created for commercial uses).

ARTICLE IV
POWERS

The powers of the Association shall include and be governed by the following provisions:

- A. 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 the Declaration or Bylaws.
- B. The Association shall have all of the powers to be granted to the Association in the Declaration. All provisions of the Declaration and Bylaws are incorporated into these Articles for the purpose of establishing the Association's powers necessary for it to act as contemplated by the Declaration.
- C. The Association shall have all of the powers reasonably necessary to implement its purposes, including, without limitation, the following:
 1. To adopt and enforce reasonable rules and regulations governing the use of the infrastructure; provided, however, that such rules and regulations shall not unreasonably interfere with the use of the Infrastructure by owners and

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users of portions of the land in the Development Area intended to be benefitted by the Infrastructure;

2. To commission a reserve for replacement study of the infrastructure for use in determining a monthly assessment of members for eventual replacement of infrastructure;
3. To make, levy and collect assessments for the purpose of obtaining funds for the payment of expenses for maintenance, repair and future replacement of the infrastructure in the manner provided in the Reserve and Replacement Study and as provided for in these Articles and to use and expend the proceeds of such assessments in the exercise of its powers and duties hereunder; assessments shall be made on a prorata basis so that each owner of a building or portion thereof located in the Development Area pays a prorata share of the costs of the maintenance, repair and funding of the reserve for replacement of the infrastructure. The prorata share shall be determined based on the owner's square footage divided by the total square footage of the office space built in the Development Area;
4. To administer, manage, operate, maintain, insure, repair and replace the infrastructure, located within the Development Area and in the Windmill Ranches Subdivision, all in accordance with the provisions of the Declaration, Articles and By-Laws;
5. To enforce by legal means the obligations of the membership of the Association;
6. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the construction maintenance, operation, management and administration of the portions of the Development Area which are the obligation of the Association to construct and maintain in accordance with the Declaration of Covenants and these Articles of Incorporation and to provide, to the extent deemed necessary by the Board of Directors, any and all services and to do any and all things which are incidental to and in furtherance of the foregoing list of powers or to carry out the Association's responsibility for maintenance, repair and operation as contemplated by the Declaration and in order to keep those areas of responsibility in a proper and aesthetically pleasing condition.

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ARTICLE V
MEMBERS & VOTING

The qualification of members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by members shall be as follows:

- A. The membership shall consist of all owners of the fee simple title to portions of the Development Area. Membership shall be appurtenant to the ownership of land within the Development Area and may not be transferred separately from the transfer of the land.
- B. Each member shall receive one vote. A seventy-five (75%) percent vote is required for all actions taken by the Association.
- C. A quorum of members shall be attained by the presence, either in person or by proxy, of persons entitled to cast one hundred (100%) percent of the votes of the members, entitled to vote.

ARTICLE VI
TERM

The term for which this Association is to exist shall be perpetual. In the event of the dissolution of the Association, unless the same is reinstated, all of the assets of the Association, unless the same is reinstated, all of the assets of the Association shall be conveyed to a corporation, public agency, designated by the Board of Directors of the Association, to carry out the purposes similar to the purposes of this Association.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of these Articles are as follows: William H. McCarty, Jr., with an address of 1290 Weston Road, Suite 300, Weston, Florida 33326.

ARTICLE VIII
OFFICERS

- A. The affairs of the Association shall be managed by the President of the Association, assisted by one or more Vice President(s), the Secretary and the Treasurer, and, if

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any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

- B. 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. The President shall be elected from amongst the Directors, but no other officer need be a Director.

ARTICLE IX
FIRST OFFICERS

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

President/VP	Douglas Briceno
Secretary/Treasurer	Manuel A. Arvesu

ARTICLE X
BOARD OF DIRECTORS

- A. There shall be four (4) members on the first Board who are to serve until removed and replaced by vote of the association once the last building of the Campus has been issued a C/O. The number of members of the Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors.
- B. The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Briceno	2500 Weston Road, Suite 105 Weston, FL 33331
Alvaro Correa	2500 Weston Road, Suite 105 Weston, FL 33331
Orlando Gonzalez	11786 S.W. 90 th Terrace Miami, FL 33186
Marco Gaviria	2685 Meadowwood Drive Fl. Lauderdale, FL 33332

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H99000027934**ARTICLE XI
INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including Legal Fees reasonably incurred by or imposed upon by him or her in connection with any proceeding, litigation or settlement in which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such cost, expense or liability is incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misconduct or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board 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 any and all rights to which such Director or officer may be entitled by common or statutory law.

**ARTICLE XII
BYLAWS**

The Bylaws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded as set forth therein. In the event of any conflict between the providence of these Articles and the providence of the Bylaws, the provisions of these Articles shall control.

**ARTICLE XIII
AMENDMENTS**

- A. These Articles may be amended only as follows:
1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may either be the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.
 - (b) Written notice setting forth the proposed amendment or a summary of changes to be affected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.
 - (c) At each meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be

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adopted upon receiving: (i) the affirmative vote of the Members entitled to cast a majority of the votes of the Members of the Association; and (ii) the affirmative vote of a majority of the members of the Board.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida. After the Declaration is recorded, a certified copy of each amendment or the Articles as restated to include such amendment shall be recorded among the Public Records of the Court.

**ARTICLE XIV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is: 1290 Weston Road, Suite 300, Weston, Florida 33326, and the initial registered agent for the Association at that address shall be Legal Information Services, Inc..

Prepared by: William H. McCarty, Jr., Esq., of counsel
Oppenheim & Pilelsky, P.A.
1290 Weston Road, Suite 300
Weston, Florida 33326

IN WITNESS WHEREOF, the Incorporator has hereunto offered his signature, this 26th day of October, 1999.



William H. McCarty, Jr., Esq.

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The undersigned hereby accepts the designation of Registered Agent of Weston Medical & Professional Campus Master Association, Inc., as set forth in Article XIV of these Articles of Incorporation acknowledges that he is familiar with, and accepts the obligation imposed upon registered agents under Florida Statutes, Chapter 617.

[Handwritten Signature]
ROY D. OPPENHEIM, Vice President
Legal Information Services, Inc.

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 26th day of October, 1999 by Roy Oppenheim, who is personally known to me.

[Handwritten Signature]
Notary Public, State of Florida at Large
MY COMMISSION # CC 700680
EXPIRES: December 8, 2001
Notarial Seal Notary Public Underwriter

Printed, Typed or Stamped Notary Name

My Commission Expires:

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Fax Number : (305)541-3770

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WESTON MEDICAL AND PROFESSIONAL CAMPUS

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OF
WESTON MEDICAL AND PROFESSIONAL CAMPUS MASTER ASSOCIATION, INC.**

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H99000027934**ARTICLE II**
NAME

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ARTICLE III
PURPOSE

The purpose for which the Association is organized is to maintain, repair, replace and have the right to insure all infrastructure now existing or hereinafter constructed in the Common Areas of the Development area to the extent that they are not maintained by Indian Trace Community Development District or the City of Weston. The Association shall also have the power to own certain infrastructure or land should the members so agree. The Association is not intended to be, nor shall be deemed to be, a condominium association, within the meaning of Chapter 718 of the Florida Statutes, nor a homeowners association within the meaning of Chapter 617 of the Florida Statutes (as the association is created for commercial uses).

ARTICLE IV
POWERS

The powers of the Association shall include and be governed by the following provisions:

- A. 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 the Declaration or Bylaws.
- B. The Association shall have all of the powers to be granted to the Association in the Declaration. All provisions of the Declaration and Bylaws are incorporated into these Articles for the purpose of establishing the Association's powers necessary for it to act as contemplated by the Declaration.
- C. The Association shall have all of the powers reasonably necessary to implement its purposes, including, without limitation, the following:
 1. To adopt and enforce reasonable rules and regulations governing the use of the infrastructure; provided, however, that such rules and regulations shall not unreasonably interfere with the use of the Infrastructure by owners and

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users of portions of the land in the Development Area intended to be benefitted by the Infrastructure;

2. To commission a reserve for replacement study of the infrastructure for use in determining a monthly assessment of members for eventual replacement of infrastructure;
3. To make, levy and collect assessments for the purpose of obtaining funds for the payment of expenses for maintenance, repair and future replacement of the infrastructure in the manner provided in the Reserve and Replacement Study and as provided for in these Articles and to use and expend the proceeds of such assessments in the exercise of its powers and duties hereunder; assessments shall be made on a prorata basis so that each owner of a building or portion thereof located in the Development Area pays a prorata share of the costs of the maintenance, repair and funding of the reserve for replacement of the infrastructure. The prorata share shall be determined based on the owner's square footage divided by the total square footage of the office space built in the Development Area;
4. To administer, manage, operate, maintain, insure, repair and replace the infrastructure, located within the Development Area and in the Windmill Ranches Subdivision, all in accordance with the provisions of the Declaration, Articles and By-Laws;
5. To enforce by legal means the obligations of the membership of the Association;
6. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the construction maintenance, operation, management and administration of the portions of the Development Area which are the obligation of the Association to construct and maintain in accordance with the Declaration of Covenants and these Articles of Incorporation and to provide, to the extent deemed necessary by the Board of Directors, any and all services and to do any and all things which are incidental to and in furtherance of the foregoing list of powers or to carry out the Association's responsibility for maintenance, repair and operation as contemplated by the Declaration and in order to keep those areas of responsibility in a proper and aesthetically pleasing condition.

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ARTICLE V
MEMBERS & VOTING

The qualification of members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by members shall be as follows:

- A. The membership shall consist of all owners of the fee simple title to portions of the Development Area. Membership shall be appurtenant to the ownership of land within the Development Area and may not be transferred separately from the transfer of the land.
- B. Each member shall receive one vote. A seventy-five (75%) percent vote is required for all actions taken by the Association.
- C. A quorum of members shall be attained by the presence, either in person or by proxy, of persons entitled to cast one hundred (100%) percent of the votes of the members, entitled to vote.

ARTICLE VI
TERM

The term for which this Association is to exist shall be perpetual. In the event of the dissolution of the Association, unless the same is reinstated, all of the assets of the Association, unless the same is reinstated, all of the assets of the Association shall be conveyed to a corporation, public agency, designated by the Board of Directors of the Association, to carry out the purposes similar to the purposes of this Association.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of these Articles are as follows: William H. McCarty, Jr., with an address of 1290 Weston Road, Suite 300, Weston, Florida 33326.

ARTICLE VIII
OFFICERS

- A. The affairs of the Association shall be managed by the President of the Association, assisted by one or more Vice President(s), the Secretary and the Treasurer, and, if

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any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

- B. 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. The President shall be elected from amongst the Directors, but no other officer need be a Director.

ARTICLE IX
FIRST OFFICERS

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

President/VP	Douglas Briceno
Secretary/Treasurer	Manuel A. Arvesu

ARTICLE X
BOARD OF DIRECTORS

- A. There shall be four (4) members on the first Board who are to serve until removed and replaced by vote of the association once the last building of the Campus has been issued a C/O. The number of members of the Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors.
- B. The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Briceno	2500 Weston Road, Suite 105 Weston, FL 33331
Alvaro Correa	2500 Weston Road, Suite 105 Weston, FL 33331
Orlando Gonzalez	11786 S.W. 90 th Terrace Miami, FL 33186
Marco Gavia	2685 Meadowwood Drive Ft. Lauderdale, FL 33332

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H99000027934**ARTICLE XI
INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including Legal Fees reasonably incurred by or improved upon by him or her in connection with any proceeding, litigation or settlement in which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such cost, expense or liability is incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misconduct or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board 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 any and all rights to which such Director or officer may be entitled by common or statutory law.

**ARTICLE XII
BYLAWS**

The Bylaws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded as set forth therein. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE XIII
AMENDMENTS**

- A. Those Articles may be amended only as follows:
1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may either be the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.
 - (b) Written notice setting forth the proposed amendment or a summary of changes to be affected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.
 - (c) At each meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be

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adopted upon receiving: (i) the affirmative vote of the Members entitled to cast a majority of the votes of the Members of the Association; and (ii) the affirmative vote of a majority of the members of the Board.

- 2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all members of the Board setting forth their intention that an amendment to the Articles be adopted.
- B. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida. After the Declaration is recorded, a certified copy of each amendment or the Articles as restated to include such amendment shall be recorded among the Public Records of the Court.

ARTICLE XIV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is: 1290 Weston Road, Suite 300, Weston, Florida 33326, and the initial registered agent for the Association at that address shall be Legal Information Services, Inc..

Prepared by: William H. McCarty, Jr., Esq., of counsel
 Oppenheim & Pilelsky, P.A.
 1290 Weston Road, Suite 300
 Weston, Florida 33326

IN WITNESS WHEREOF, the Incorporator has hereunto offered his signature, this 26th day of October, 1999.

William H. McCarty, Jr., Esq.

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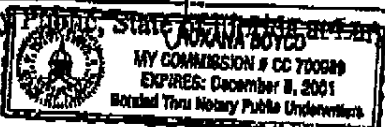
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The undersigned hereby accepts the designation of Registered Agent of Weston Medical & Professional Campus Master Association, Inc., as set forth in Article XIV of these Articles of Incorporation acknowledges that he is familiar with, and accepts the obligation imposed upon registered agents under Florida Statutes, Chapter 617.

[Handwritten Signature]
ROY D. OPPENHEIM, Vice President
Legal Information Services, Inc.

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 26th day of October, 1999 by Roy Oppenheim, who is personally known to me.

[Handwritten Signature]
Notary Public, State of Florida at Large


My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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